

**AMENDED AND RESTATED BYLAWS  
OF THE  
UNIVERSITY DISTRICT SERVICE FUND**

**A Washington Nonprofit Corporation**

**ARTICLE I. ORGANIZATION**

1.1 The name of the corporation is “University District Service Fund” (the “Corporation”).

1.2 The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II. OFFICES**

2.1 The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

2.2 The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

**ARTICLE III. MEMBERS**

3.1 The Corporation shall have no members.

**ARTICLE IV. BOARD OF DIRECTORS**

4.1 Management of the Corporation. The property, business, and administration of the Corporation shall be managed and controlled by its Board of Directors, each of whom shall act in good faith as a steward of the Corporation.

4.2 Size. The Board of Directors (“**Board of Directors**” or “**Board**”) shall consist of no fewer than nine (9) and no more than twenty (20) persons. The Board of Directors may, from time to time, establish by resolution the specific size of the Board, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent.

4.3 Term. The term of office for a Director shall be three (3) years, beginning at the start of the first fiscal year following election or at a date specified at election and expiring at the end of the third fiscal year after election, or at a date certain specified at the time of election. At the expiration of any Director’s term that Director may stand for re-election to the Board for additional terms of three (3) years, such terms expiring at the end of the third fiscal year after re-election.

The Board of Directors shall exercise reasonable care such that no greater than approximately one third (1/3) of the total Board then in office shall be slated for election or re-election during any given fiscal year.

4.4 Election. Directors shall be elected and re-elected by the Board of Directors by no less than a two-thirds (2/3) majority affirmative vote of the Directors present and voting at any regular meeting or special meeting of the Board where a quorum is present. Notice of the intention to elect or re-elect members must be included in the notice of the meeting and shall be sent to the full Board no less than five (5) days before the meeting is held. Nominations of new Directors to be considered for election shall be made in accordance with the policies set, from time to time, by the Board. The election or re-election of Board members shall require an “open” vote with each Board member casting their vote in such a manner that all persons in attendance may know how that Board member voted. The minutes of the meeting shall record the number of votes for, against, and abstained.

4.5 Delegation. The Board may delegate limited and specific authority to committees, Directors or to others, as it deems necessary, in order to carry out the Corporation’s objectives. Any delegation of limited and/or specific authority must be approved by an affirmative resolution of the majority of the Board present and voting at any meeting of the Board where a quorum is present. In no case may the Board delegate the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any committee or any Director or Officer of the Board or Corporation; (c) amend the Articles of incorporation; (d) adopt a plan of merger or consolidation with any other corporation; (e) authorize the sale, lease, exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The delegation of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or them by law.

4.6 Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of the votes cast by Directors present and voting at a meeting of the Board at which a quorum is present. Notice of the intention to remove a member or members must be included in the notice of the meeting and shall be sent to the full Board no less than five (5) days before the meeting is held. The removal of Board members shall require an “open” vote with each Board member casting their vote in such a manner that all persons in attendance may know how that Board member voted. The minutes of the meeting shall record the number of votes for, against, and abstained.

4.7 Vacancies. Any vacancies in the Board of Directors, whether by resignation, death or any other reason, may be filled by the affirmative vote of two-thirds (2/3) majority of the remaining Directors present and voting even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office for the un-expired term of his or her predecessor. Such service to complete a partial term shall not be counted toward any limit on term as set forth in section 4.3 above.

4.8 Compensation. No compensation shall be paid by the Corporation to Directors for their service. However, by resolution of the Board of Directors, expenses for attendance at each regular or special meeting of the Board of Directors may be reimbursed, if evidence of the expense, satisfactory to the Board of Directors, is submitted to the Board.

4.9 Loans No loans shall be made by the Corporation to Directors.

4.10 Role of Board of Directors. A Director shall perform the duties of a Director in good faith, including the duties as a member of any committee of the Board upon which the Director may serve, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including, but not limited to, financial statements and other financial data, in each case prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matter presented; (2) counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) a committee of the board upon which the Director does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted as required by RCW 24.03.127.

4.11 Quorum/Voting. A majority of the members of the Board of Directors then in office shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. A quorum must exist at the time when a motion is proposed and action called for. Each Director shall be entitled to one vote and voting by proxy is prohibited. All matters coming before the Board shall be decided upon by a majority of the Board members present and voting at any meeting constituting a quorum, except as otherwise provided in these Bylaws, the Articles of Incorporation, or mandated by Washington state law.

4.12 Abstentions Any Director who abstains from any vote must declare their abstention and the reasons for abstaining. That abstention shall reduce the number of Directors present and voting for that particular action.

4.13 Manifestations of Dissent A Director who is present at a meeting of the Board at which any action on any order of corporate business is taken shall be presumed to have assented to the action unless their dissent is entered in the meeting minutes or they have filed a written dissent with the Board Secretary either prior to, or within forty-eight (48) hours after, the adjournment of the meeting. Any Director who has affirmatively voted in favor of an action shall not have the right to dissent to such an action, or rescind their vote, until and unless a separate vote upon the same subject matter is brought before the Board. Any director who has abstained from any vote, whether the abstention is noted or not, shall be presumed to have assented to the

action unless that Director explicitly notifies a Board Co-Chair of their dissent immediately upon the counting of the vote.

4.14 Operations/Salaries

4.14.1 Hiring. The Board of Directors may engage, hire, or contract for individuals to perform specific tasks to further purpose of the Corporation. The Board shall hire and set the appropriate compensation for the Executive Director.

4.14.2 Salary No Officer or Director for the reason of holding a position on the Board shall receive any salary. This does not prevent the Corporation from providing salary or other compensation to a member of the Board for duties other than as a Director or Officer of the Corporation, provided that any such payment is in compliance with the Corporation's Conflict of Interest Policy.

4.15 Resignation. Any Board member may resign at any time by delivering oral or written notice thereof to a Co-Chair or the Secretary of the Board or by giving oral or written notice at any regular or special meeting of the Board. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and unless otherwise specified wherein. The acceptance of such resignation shall not be necessary to make it effective.

**ARTICLE V. OFFICERS OF THE BOARD**

5.1 Officers. . The officers of the Board ("**Officers**") shall be (i) two (2) Co-Chairs, (ii) a Secretary, and (iii) a Treasurer.

5.1.1 Co-Chairs. Each Co-Chair shall be a member of the Board of Directors. The Co-Chairs shall be the chief officers of the Corporation and shall preside over the meetings of the Board of Directors. One Co-Chair will be a representative from the University of Washington and the other will be a representative from outside the University. Generally, the responsibilities of the Co-Chairs shall be to represent the Corporation in, and to, the community and to serve as Presiding Officer at Board meetings. Co-Chairs shall have the right to make motions, debate, vote, abstain or recuse themselves on any motion put in front of the Board. . The Co-Chairs may sign checks and drafts of the Corporation and have such powers as may be reasonably construed as belonging to the chief officer of any organization.

5.1.2 Secretary. The Secretary shall be a member of the Board of Directors and shall have oversight responsibility relating to the minutes and the records of the Corporation and of the Board of Directors. The Secretary files or causes to be filed any certificate required by any state or federal statute, serves or causes to be served all notices to third parties, is the official custodian of the records and seal of the organization, is allowed to sign checks and drafts of the Corporation, and presents to the Board any communications addressed to the Corporation. The Secretary attends to all correspondence of the Corporation or causes it to be attended to, and exercise all duties incident to the office of Secretary.

5.1.3 Treasurer. The Treasurer shall be a member of the Board of Directors and shall have oversight responsibility relating to the funds and financial management of the Corporation. The Treasurer shall present the financial status of the Corporation at each monthly Board meeting and upon the request of the Board. The Treasurer's report shall be affixed by the Secretary to the minutes of each Board meeting.

5.2 Election of Officers. Officers shall be elected and re-elected by the Board of Directors by no less than a two-thirds (2/3) majority affirmative vote of the Directors present and voting at any regular meeting or special meeting of the Board at which a quorum is present. Nominations of new Officers to be considered for election shall be made by the Governance Committee in accordance with the policies set, from time to time, by the Board.

5.3 Term. The term of office for an Officer shall be two (2) years, beginning at the start of the first fiscal year following their election or at a date specified at their election and expiring at the end of the second fiscal year after election, or at a date certain specified at the time of their election. At the expiration of any Officer's term that Officer may stand for re-election to the same position for one additional term of two (2) years, such term expiring at the end of the second fiscal year after re-election.

5.4 Removal. Any Officer may be removed, with or without cause, by at least a two-thirds (2/3) majority vote of the Board of Directors present and voting at any meeting of the Board at which a quorum is present.

5.5 Multiple Roles. Individuals may hold more than one position as an Officer, except the position of Co-Chair and Secretary may not be the same person.

5.6 Compensation & Loans. No loans shall be made and no compensation shall be paid by the Corporation to any Officer.

## **ARTICLE VI. OFFICERS OF THE CORPORATION**

6.1. The Officers of the Corporation shall be the Officers of the Board and any employee of the Corporation designated as the Executive Director shall also be designated an Officer of the Corporation with such power and authority to act on behalf of the Corporation as approved by the Board of Directors.

## **ARTICLE VII. EXECUTIVE DIRECTOR**

7.1 The Executive Director shall have general administrative and management responsibility for the operation of the Corporation. The Executive Director shall hire or contract with such staff as is necessary to fulfill the purposes of the Corporation, supervise such staff and perform other duties as are assigned by the Board. The Executive Director is responsible for maintaining the non-profit status and tax exempt status of the Corporation, including the filing of appropriate paperwork. The Executive Director shall not be a member of the Board of Directors. The Executive Director will attend all Board meetings and shall regularly report to the Board

regarding the operations of the Corporation or any topic related to the Corporation as requested by the Board.

## **ARTICLE VIII. COMMITTEES**

8.1 Committees. The Board, by an affirmative vote of the majority of Directors then in office and present and voting at any regular or special meeting in which a quorum exists, may create or abolish one or more committees, which may be either standing committees or advisory committees. Each such committee shall consist of no fewer than two Directors at any time. The Board shall, by affirmative vote of the majority of Directors present and voting at any regular or special meeting in which a quorum exists, determine the role and responsibilities of each such committee, and may, from time to time, also modify or amend such roles and responsibilities.

8.2 Standing Committees. The following committees shall be standing committees of the Corporation.

8.2.1 Executive Committee. The Executive Committee shall consist of the Co-Chairs of the Board, who shall serve as the Chairs of the Committee, Secretary and Treasurer of the Board of Directors and the Chairs of any standing committees. The Co-Chairs shall serve as Chairs of the Executive Committee. The Executive Committee shall develop Board meeting agendas and oversee the Executive Director. The Executive Committee shall have the power to transact such other business of the Board of Directors between regular meetings of the Board of Directors as the Board may hereafter authorize. All actions of the Executive Committee shall be reported to the full Board of Directors at its next regular meeting.

8.2.2 Finance Committee. The Finance Committee shall review the finances of the Corporation and make recommendations to the Board of Directors. The Treasurer shall be the Chair of the Committee. The Finance Committee may include non-Board members.

8.2.3 Governance Committee. The Governance Committee shall be comprised of Board members then in office and any Board member, may serve on the Governance Committee for terms as described in Section 8.5 below. The Governance Committee shall not include non-Board members except the Executive Director who shall serve as a non-voting member. The Chair of the Governance Committee shall be appointed by the Co-Chairs as described in 8.4 below. The Governance Committee shall make recommendations to the Board regarding the Corporation's governance as that pertains to activities, policies, rules and regulations. The Governance Committee shall recommend, develop and submit to the Board for its approval such amendments to the Bylaws and Articles of Incorporation as it may deem advisable. The Governance Committee shall nominate Directors and Officers to the Board for election or re-election in accordance with these Bylaws. The Governance Committee shall hear all complaints about any Director and shall recommend appropriate actions to the full Board, up to and including the removal of the Director.

8.3 Advisory Committees. As set forth in Section 8.1, the Board of Directors, may create or abolish one or more advisory committees, and shall determine the role and responsibilities of each such committee and/or amend such roles and responsibilities.

8.4 Committee Appointments. The Co-Chairs of the Board shall jointly and at their discretion appoint a chair or co-chairs for each committee except the Chair of the Executive Committee and the Chair of the Finance Committee which are designated according to these Bylaws. The Co-Chairs shall also appoint Board members to serve on committees. Such appointments shall be made with reasonable care and with the advice of the current Committee Chair to which the appointment is being made. The Committee Chair may, at their discretion, appoint individuals not elected to the Board of Directors to serve upon the committee except where the membership of the committee is limited to Board members by these Bylaws.

8.5 Committee Terms. All members of a committee, whether standing or advisory, are expected to actively serve for a one year term, such term to begin on the first day of the fiscal year and end on the last day of the fiscal year. Board members serving on committees may be re-appointed by the Co-Chairs to serve additional terms without limit. Committee members who are not Board members may be appointed by the Committee Chair to serve additional terms without limit.

8.6 Limitation of Authority of Committees No committee established under this Article shall have the power to amend, alter, or repeal these Bylaws, or to elect or remove any member from any Board committee, or elect or remove any Director or Officer of this Corporation. No Committee shall be authorized to enter into any type of legal agreement with any person or organization, or assume any power of this Corporation contained in the Bylaws or the Articles of Incorporation, except as may specifically be authorized by resolution of the Board of Directors.

8.7 Rules of Procedure. A committee may, upon the affirmative vote of a majority of its active members, adopt and fix its own rules of procedure. Any action taken by any committee in accordance with these Bylaws shall be reported to the Board of Directors at the earliest possible meeting of the Board succeeding that action, and shall be subject to revision, alterations and approval of the Board.

8.8 Resignation. Any member of any committee may resign at any time by delivering oral or written notice thereof to a Co-Chair, the Secretary or the Committee Chair or by giving oral or written notice at any meeting of such committee. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and unless otherwise specified wherein, the acceptance of such resignation shall not be necessary to make it effective.

8.9 Removal of a Committee Member. The Board of Directors, by resolution adopted by a majority of the Directors present and voting at a meeting in which a quorum exists, may remove from any committee any member elected or appointed to that committee unless such committee assignment is created by virtue of the Board member's position as an Officer, in which case that person must be removed from the office under the provisions in Section 5.4 of these Bylaws.

8.10 Ex Officio Committee Members Unless otherwise provided by the Board of Directors, the Co-Chairs and the Executive Director are ex-officio members of all committees of the Board of Directors with full voting rights, provided however, that neither the Co-Chair nor the Executive Director shall participate in any discussion or vote occurring at a committee meeting regarding the review of their performance and the Executive Director shall not have voting rights in the Governance Committee as described in Section 8.2.3.

## **ARTICLE IX. MEETINGS**

### 9.1 Board of Director's Meetings.

9.1.1 Regular Meetings. Regular meetings of the Board of Directors shall be scheduled monthly at a place and time determined by the Board in accordance with an annual schedule. Notwithstanding the monthly schedule, the Board, in its discretion, may elect to meet more or less frequently in order to meet the needs of the Corporation. The Board meeting may be conducted within or without the State of Washington. Notice of such meetings shall be given at least five (5) days in advance of the date of the meeting. If the proposed agenda includes any action to elect new members, re-elect members, remove members or amend the bylaws, the notice of the meeting shall include notice of the proposed action.

9.1.2 Special Meetings. Special meetings of the Board of Directors shall be held at the request of the Co-Chairs, or upon written request of at least 1/3 of the Directors then in office to the Co-Chairs. Notice of such meetings shall be given at least two (2) days in advance of the date of the meeting. If the special meeting is being called at the request of a Director, the written request must reach the Co-Chairs at least seven (7) business days prior to the requested date of the Board meeting. The notice shall contain the reason for the special meeting and the business to be conducted.

9.1.3 Action. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by written consent setting forth the action to be taken, signed by all of the Directors, or all of the members of a committee, as the case may be, before such action is taken. A written consent signed by all of the Directors, or all of the members of a committee shall have the effect of a unanimous vote. Any action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

9.1.4 Participation. Members of the Board of Directors and any committee designated by the Board of Directors, may participate in a meeting of the Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other (including telephone conference call, webinars, video teleconferencing or any other electronic means), and such participation in a meeting shall constitute presence in person at such a meeting.



9.2 Notice of Meetings. Notice of a special Board or committee meeting stating the place, day and hour of the meeting shall be provided to each director in the form of a record or orally, as provided below. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of the meeting except as otherwise provided in these Bylaws.

9.2.1 Type of Notice.

(1) *Oral Notice.* Oral notice may be communicated in person, by telephone, wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record.

(2) *Notice Provided in a Tangible Medium.* Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or wire or wireless equipment that transmits a facsimile of the notice.

(3) *Notice Provided in an Electronic Transmission.* Notice may be provided in an electronic transmission and be electronically transmitted.

(i) *Consent to Receive Notice by Electronic Transmission.* Notice to directors in an electronic transmission is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the address, location or system to which these notices may be electronically transmitted. Notice provided in an electronic transmission includes material required or permitted to accompany the notice by the Washington Business Corporation Act or other applicable statute or regulation.

(ii) *Revocation of Consent to Receive Notice by Electronic Transmission.* A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. The consent of a director to receive notice by electronic transmission is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the Secretary of the corporation or any other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(iii) *Posting Notice on an Electronic Network.* Notice to directors who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### 9.2.2 Effective Time and Date of Written Notice to Directors.

(1) *Notice by Mail.* Notice given by mail is effective five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed to the director at his or her address shown on the records of the corporation.

(2) *Notice by Registered or Certified Mail.* Notice is effective on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(3) *Notice by Facsimile Equipment.* Notice sent to the director's address, telephone number or other number appearing on the records of the corporation is effective when dispatched by or wire or wireless equipment that transmits a facsimile of the notice.

(4) *Notice by Private Carrier.* Notice given by private carrier is effective when received by the director.

(5) *Personal Notice.* Notice given by personal delivery is effective when received by the director.

(6) *Notice by Electronic Transmission.* Notice provided by electronic transmission, if in comprehensible form, is effective when it (i) is electronically transmitted to an address, location or system designated by the recipient for that purpose, or (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### 9.2.3 Effective Time and Date of Oral Notice to Directors.

(1) *Notice in Person or by Telephone.* Oral notice is effective when received by the Director.

(2) *Notice by Wire or Wireless Equipment.* Notice given by wire or wireless equipment that does not transmit a facsimile of the notice or by any electronic means that does not create a record is effective when communicated to the Director.

## 9.3 Waiver.

9.3.1 Waiver. A waiver of any notice required to be given to a Director, signed by the person or persons entitled to such notice, whether before or after the time stated therein of the meeting, shall be the equivalent of such notice.

9.3.2 Attendance. Attendance by a Director at a meeting shall be a waiver of any notice required for such meeting, except where a Director attends for the specific purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

9.4 Conduct of Meetings At all meetings of the Board of Directors where business is to be conducted, a Co-Chair shall preside. In the event that a Board Co-Chair is unable to preside, a Board member designated by the Co-chairs may preside. All meetings of the Board of Directors shall be conducted as much as is reasonably practicable in adherence to the most recent revision of Robert's Rules of Order. No meeting of the Board of Directors shall commence until such time as a quorum is present. Once a meeting of the Board of Directors has commenced, if at any time less than a quorum is present, excepting for a temporary or transient circumstance, the meeting shall adjourn without further notice. If the Presiding Officer determines that a lack of quorum is transient or temporary, all further business shall be suspended until such time as a motion to reconvene the meeting is made and sustained, or a motion to adjourn is made and sustained, at which time the meeting shall adjourn without further discussion or business addressed. Any business may be transacted at any meeting of the Board of Directors, regardless of whether or not notice of such business was provided prior to such meeting, except as provided in these Bylaws.

## **ARTICLE X. CONFLICT OF INTEREST POLICY**

10.1 Each member of the Board of Directors and each Officer of the Corporation shall abide by the Corporation's Conflict of Interest Policy. Specifically, each Director and each Officer shall recuse himself or herself from participating in any discussion or voting on any matter in which such Director or Officer has a conflict of interest as provided in the Conflict of Interest Policy.

## **ARTICLE XI. DEPOSITORIES**

11.1 Funds, Checks, Transfers All funds received by the Corporation in the course of its business and for its own account shall be deposited in the name of the Corporation in one or more banking accounts of the Corporation in such bank(s) or trust company as the Board of Directors shall designate. For the purposes and requirements of the Corporation only, funds shall be disbursed from such accounts only by check, interbank transfer or other order of payment of money, signed by the persons and in the manner determined by a resolution of the Board of Directors. Funds in any other account in which the Corporation may have an interest by contract or otherwise may be disbursed only by check or interbank transfer in a manner determined by the Board of Directors.

11.2 Signature Execution. Drafts, checks, bills of exchange, acceptances and other instruments for the payment of monies shall be signed by any duly authorized person.

11.3 Disbursement Limits. The Board shall, from time to time, set a limit on a single disbursement that can be executed with a single signature. For any amount over that limit, the Board shall require two authorized signatures.

## **ARTICLE XII. BOOKS AND RECORDS**

12.1 The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. If a Standing Committee takes a vote on any matter, that vote shall be recorded in minutes for that meeting and those minutes shall be distributed to the Board before or during the next Board meeting. The Corporation shall keep at its registered office a record of its Directors, including names and addresses.

## **ARTICLE XIII. DIRECTOR LIABILITY LIMITATIONS**

13.1 A Director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the Director, or a knowing violation of law by a Director, where the Director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## **ARTICLE XIV. INDEMNIFICATION**

14.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 9.2 of this Article with respect to proceedings seeking solely to enforce rights of indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to

indemnification conferred in this Section 14.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 14.1 or otherwise.

14.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 14.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the cases of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such a claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors and independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

14.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or disinterested Directors or otherwise.

14.4 Insurance, Contracts and Funding. The Corporation shall maintain directors and officers insurance at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business

Corporation Act, or any successor provision or provisions. The Corporation shall further obtain prudent and responsible liability insurance. The Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

14.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

#### **ARTICLE XV. FISCAL YEAR**

15.1 The fiscal year of the Corporation shall be the 12-month period ending on June 30th of each year.

#### **ARTICLE XVI. AMENDMENTS**

16.1 The Board of Directors shall have the power to add any provision to or alter, amend, or repeal any portion of provision of these Bylaws by an affirmative vote of two-thirds (2/3) of the Board members present and voting at a regular or special meeting at which a quorum is present. Notice of any motion to add, alter, amend, or repeal any portion or provision of these Bylaws shall be given no fewer than five (5) days in advance of any such meeting by the Board Co-Chair or the Secretary or their designee. Such notice shall include the time, date, and location of the meeting in which any such motion is to be brought before the Board of Directors. In the event of the addition or repeal of any portion or provision of these Bylaws, the content of such notice shall include, at minimum, the full and complete language of any specific portion or provision to be added or repealed as well as the full and complete proposed language of any such alteration or amendment. Any such notice shall include an invitation for commentary by any Director in favor of, or opposed to, any such motion to add, alter, amend or repeal, who has reason to believe that they cannot be present at any such meeting at which a vote on that motion will be brought forward. .

CERTIFICATE OF ADOPTION

The undersigned, being the Co-Chairs of the University District Service Fund, , hereby certifies that the foregoing is a true and correct copy of the Amended and Restated Bylaws adopted by resolution of the Board at a meeting of the Board held on March, 2019 at which a quorum was present.

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Sally Clark    CO-Chair

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Miles Richardson – Co-Chair