

BYLAWS OF THE SPINA BIFIDA ADVOCATES
of Washington State
("BYLAWS")

ADOPTED February 14, 2014

ARTICLE I. NAME, PURPOSES AND OFFICE

SECTION 1. NAME. This entity shall be known as: THE EVERGREEN SPINA BIFIDA ASSOCIATION, doing business as the SPINA BIFIDA ADVOCATES OF WASHINGTON STATE, INC., a Washington corporation, with non-profit and tax-exempt 501(c)(3) status (hereinafter referred to as "the Organization").

SECTION 2. MISSION AND PURPOSES.

A. MISSION. The Organization's mission is to advocate for everyone in the State of Washington affected by Spina Bifida by providing support, events, outreach and public awareness.

B. PURPOSES.

1: To improve the quality of life of people with Spina Bifida, as well as others affected by Spina Bifida, through support, programs, and services.

2: To exchange ideas and distribute information on all aspects of Spina Bifida to anyone interested in Spina Bifida.

3: To promote and improve treatment and research into causes and prevention of Spina Bifida.

4: To increase public awareness and understanding of Spina Bifida.

5: To work with other organizations with similar goals in improving care and treatment of individuals with Spina Bifida and similar conditions.

SECTION 3. PRINCIPAL OFFICE. The Organization may maintain an office which serves as the primary point of contact for the Organization.

SECTION 4. SERVICE AREA: The service area for the Organization shall be the State of Washington, USA.

ARTICLE II. CONSTITUENTS. The Organization will include anyone who has demonstrated an active interest in the Organization without regard to gender, race, age, color, sexual orientation, religion, creed, degree of disease or disability, or

socioeconomic status. Constituents shall have only such privilege and receive such assistance from the Organization as shall be determined by the Board of Directors from time to time. Constituents shall not have the right to vote on Organization matters.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. ORGANIZATION MANAGEMENT. Except as otherwise provided herein, all corporate powers shall be exercised by or under the authority of and the affairs of the Organization managed under the direction of the Board of Directors. The members of the Board of Directors shall be "Directors."

SECTION 2. DELEGATION OF DUTIES. The Board of Directors may delegate certain duties to committees, councils, advisory groups, task forces, working groups, Officers and the Executive Director/Chief Executive Officer of the Organization in accordance with these Bylaws.

SECTION 3. The Board of Directors is the final authority on Organization operations.

SECTION 4. DIRECTORS.

A. QUALIFICATIONS. A Director must exhibit an interest in the Organization's concerns, purposes, goals, and mission. Any of the following individuals may not be a Director:

1. An individual who is paid staff in any capacity with the Organization
2. An individual who is a Family Member of paid staff in any capacity with the Organization

Directors that are also members of the same family shall be limited to three (3). For the purposes herein a Family Member shall be defined as: a Director's spouse, parent (including mother and father-in-law), child (including son and daughter-in-law), sibling (including brother and sister-in-law), and first cousin whether related by blood, marriage or adoption, and anyone who shares a serving Director's home.

B. NUMBER. The Board of Directors shall consist of the number of Directors determined by the Board of Directors from time to time;

provided that (i) the addition or removal of Directors shall be in accordance with the other provisions of these Bylaws and (ii) notwithstanding any other provision of these Bylaws, the Board of Directors shall comprise no less than 8 Directors and no more than **17** Directors at any time.

C. ELECTION AND TERM OF OFFICE

1. ELECTION. New members of the Board of Directors shall be elected at each Annual Meeting of the Board of Directors from a slate of nominees prepared and presented in accordance with Organization Policies.
2. TERM OF OFFICE. Each Director shall hold office for a term of 3 years or until such time as their successor shall have been elected and qualified, except in the case of vacancies filled under Article III Section 6. The Board shall endeavor to elect Directors on a rotating basis with one-third of the Directors elected each year or until their resignation, retirement, disqualification or removal from office.
3. LIMITATIONS. Unless authorized by the Board of Directors shall serve no more than two consecutive terms. An individual may serve up to a maximum of 12 years as a Director and/or Officer..

D. COMPENSATION. A Director shall receive no salary or other compensation for services as a Director. A Director may receive reimbursement for reasonable expenses incurred in connection with necessary or appropriate activities on behalf of the Organization, consistent with Organization Policy and the approved annual budget.

SECTION 5. MEETINGS.

- A. SCHEDULE. The Board of Directors shall meet a minimum of three times per year, one of which must be in person. . One meeting shall be held in conjunction with the Annual Meeting. Other meetings will be held at a time and place set by the President, with the Board of Directors' concurrence, in person, by telephone or by other electronic means
- B. ANNUAL MEETING. An Annual Meeting of the Board of Directors

shall be held each year. The Board of Directors, at the Annual Meeting, shall elect Officers, elect new Directors, and transact such other business as may be necessary or appropriate.

- C. NOTICE OF MEETING. Notice of any meeting of the Board of Directors shall be given in accordance with these Bylaws at least ten days in advance thereof by written or electronic notice to each director.
- D. QUORUM. A majority of Directors shall constitute a quorum. A quorum may be broken if the number of Directors at the meeting falls below a majority and the only business that can then be transacted is adjournment.
- E. VOTING. Issues shall be decided by a simple majority affirmative vote of the Directors present, in person, unless specifically noted otherwise in these Bylaws.
- F. WRITTEN ACTION BY DIRECTORS. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is (i) signed by each Board of Directors member and (ii) filed with the minutes of the Board of Directors proceedings.
- G. MEETING VIA TELECOMMUNICATION. Some or all of the members of the Board of Directors or members of any committee, subcommittee, task force or work group may participate in any meeting by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating in a meeting by this means shall constitute presence in person at the meeting. All requirements and provisions for a meeting herein also shall apply should the meeting occur by telecommunications.

SECTION 6. VACANCIES. A vacancy created by the departure of a Director or Officer may be filled until the next Annual Meeting with the recommendation of the President and the majority approval of the Board of Directors. Temporary appointments may be made by the President until an Annual Meeting can be held.

SECTION 7. REMOVAL FROM OFFICE AND APPEAL PROCEDURES. A Director or Officer may be removed from office with or without cause by a two-thirds majority

vote of the Board of Directors. Any Director or Officer so removed has the right of appeal at the next regular Board of Directors meeting. The appeal cannot be tabled. A two-thirds vote in favor of the appellant is required to reinstate a removed Director or Officer.

SECTION 8. RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

- A. Determine an organizational mission and purpose.
- B. Develop strategic plans.
- C. Recommend and set policy.
- D. Review and revise the Organization's organizational structure.
- E. As feasible employ an Executive Director/Chief Executive Officer for such period of time and upon the terms and conditions as the Board of Directors may determine.
- F. Provide leadership in and establish goals and programs for Organization fund raising efforts.
- G. Manage Organization income and assets to ensure adequate financial resources are available.
- H. Execute the duties assigned to the Board of Directors in these Bylaws.
- I. Enhance the public image of the Organization and Spina Bifida in general.
- J. Exercise all corporate powers necessary to manage the affairs and property of the Organization.
- K. Establish and disband ad-hoc committees, councils, advisory boards, task forces and working groups of the Organization.
- L. Carry out fiduciary duties and governance responsibilities not covered by the above, pursuant to applicable law.

ARTICLE IV. OFFICERS

SECTION 1. POSITION DESCRIPTION.

- A. The "Officers" of the Organization shall consist of persons occupying the following positions:
 - 1. "President";
 - 2. "Vice-President";
 - 3. "Secretary";
 - 4. "Treasurer"; and
 - 5. "Immediate Past President."
- B. The Board of Directors may create other Officer positions.
- C. **TERM OF OFFICE.** All Officers shall be elected to 2 or 3-year terms by the Board of Directors at an Annual Meeting. Persons serving as President, Vice-President-t and Immediate Past President may be limited to one 2-year term. Persons serving in the office of Secretary and Treasurer may be limited to two 2-year terms.
- D. **NON_CONSTRAINT ON DIRECTORS HOLDING OFFICE.** Each Officer shall be a serving Director. A Director may hold I more than one office at a time as circumstances dictate

SECTION 2. RESPONSIBILITIES. The responsibilities of the Officers shall be determined by the Board of Directors from time to time and include, but are not limited to, the following:

- A. **PRESIDENT.**
 - 1. Generally supervise the affairs of the Organization including (i) preside over Organization, Board of Directors, and Executive Committee Meetings, (ii) act as the primary communications link between the Board of Directors and the Executive Director/Chief Executive Officer, (iii) coordinate communication between the Organization and outside entities, (iv) in consultation with the Board of Directors, appoint members of committees, councils, and

other task groups, (v) serve as an ex-officio member of all committees, (vi) encourage and supervise other Officers and Directors in establishing meaningful programs that support the Organization's strategic plans and (vii) work with the other Officers and Directors in completing their responsibilities as set forth in these Bylaws.

2. Prepare the agenda for Organization Meetings, Board of Directors meetings and Executive Committee meetings.

B. VICE PRESIDENT

1. In the absence or illness of the President, the Vice President shall perform all the duties of the President; when so acting shall have all the powers of, and be subject to all the restrictions upon the President.

C. SECRETARY.

1. Shall attend meetings of the Board of Directors and of the Executive Committee; provide for the production and safekeeping of the minutes of such meetings; and have copies of the minutes of each meeting sent to the members of the Board.
2. Shall also ensure that Board notices are duly given in accordance with the provision of the Bylaws or as required by law, be custodian of the Organization's records and maintain a copy of the Bylaws.

D. TREASURER.

1. Shall cause the collection, receipt, deposit and disbursement of all funds of the Organization as directed by the Board of Directors; shall oversee the keeping of regular books of account; shall submit such financial information at each Board meeting or as the Board of Directors or Organization may from time to time require; and shall perform such other duties as may from time to time be assigned by the Board of Directors.
2. Shall, if required by the Board of Directors, give a bond for the faithful discharge of duties in such sum as may be paid by the Organization.

3. Shall cause the preparation of and submit to a meeting of the Board of Directors an annual budget based on anticipated income and the needs of planned programs and operations.

4. Shall provide at each Annual Meeting of the Board of Directors a complete financial statement of the Organization for the preceding year, and such other statements from time to time as may be required by the Board of Directors.

E. IMMEDIATE PAST PRESIDENT. Serve as advisor to Organization President and Vice President.

F. REMOVAL FROM OFFICE. Any Officer elected by the Board of Directors may be removed by action of the Board of Directors as stipulated in Article III, Section 7 with or without cause, whenever, in the Board's judgment, the best interest of the Organization would be served thereby.

ARTICLE V. EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER The Organization, acting through the Board of Directors, may employ an individual to act as "Executive Director/Chief Executive Officer" of the Organization for such period of time and upon such terms and conditions as the Board of Directors may determine. The Executive Director/Chief Executive Officer shall not be a Director.

ARTICLE VI. COMMITTEES; COUNCILS; ETC

SECTION 1. STANDING COMMITTEES. The following may be standing committees of the Organization: (i) Executive Committee (chaired by the Board President), (ii) the Finance Committee (chaired by the Treasurer), (iii) the Audit Committee (chaired by a Board Member), (iv) the Governance Committee (chaired by a Board Member) and (v) the Development Committee (chaired by an Organization constituent).

SECTION 2. EXECUTIVE COMMITTEE. The Board of Directors may, by affirmative vote of a majority of the number of Directors fixed by these Bylaws, elect an Executive Committee of the Board of Directors at each Annual Meeting. The members of the Executive Committee, all of whom shall be members of the Board, shall consist of the President (who shall serve as committee chair), Immediate Past President, Vice President (who shall serve as Vice

Chair), Secretary, Treasurer and, if desired, up to two Director(s)-At-Large. Unless restricted by the Board, the Executive Committee shall have and exercise between meetings of the Board of Directors all power and authority of the Board of Directors, except as provided by statute, these Bylaws, or Organization Policies. The Executive Committee shall make regular reports to the Board or as otherwise directed.

SECTION 3. SCOPE OF AUTHORITY. The Board of Directors shall determine the scope of authority of each committee, council, advisory council, taskforce and working group contemplated by Article VI Section 1 and, Section 2. The scope of authority of each such Board of Directors shall be (i) recorded in writing, (ii) approved by the Board of Directors and (iii) kept in the books and records of the Organization.

ARTICLE VII. BOOKS AND RECORDS. All Organization books and records may be inspected by the appropriate authorized agencies for any proper purpose at any reasonable time.

ARTICLE VIII. FISCAL YEAR. The Organization fiscal year shall be the calendar year.

ARTICLE IX. CORPORATE SEAL. The Organization's Corporate Seal shall bear the inscription "Spina Bifida Advocates of Washington State".

ARTICLE X. INDEMNIFICATION. To the extent covered by any existing "Officers and Directors" liability insurance policy purchased by the Organization, the Directors, employees, and agents of the Organization shall be indemnified by the Organization for the deductible amount not covered by the coverage provisions of said insurance policy.

ARTICLE XI. ADMINISTRATION OF FUNDS. The receipt of any gift, device, bequest, or other contribution of money or other property, or any legal or equitable estate therein by the Organization shall be held by the Organization. The money and other property arising therefrom shall be handled and disposed of by the Organization in the promotion of the purposes provided in Article I, Section 3.

ARTICLE XII ADMINISTRATION

SECTION 1. NOTICE. Except where otherwise specified in the By-laws, Notice of any meeting should be at least ten (10) days in advance of said meeting. The method of Notice may be means sufficient to provide notice to the affected person: in person (one to the other), by mail, electronic or

telephonic means.

SECTION 2. WAIVER OF NOTICE. Before any meeting, any member may, in writing, waive notice of the meeting and such waiver shall be deemed equivalent to giving notice to that member. Attendance at the meeting shall be a waiver of notice to that member of the time and place of the meeting, except where such attendance is for the express and limited purpose of objecting to the transaction of any business because the meeting is allegedly unlawful.

SECTION 3. IN ATTENDANCE. For the purposes of a quorum, attendance at a meeting will be considered valid whenever the member can adequately participate in and express opinions in the meeting. This can be done in a variety of ways: in person (physically present in the same room with other members), by mail (where another member of the group has received written instructions on the other members views, etc. for that particular meeting), telephonically (conference call or third party relay), electronically (email, chat room, videoconferencing, etc.,) or by proxy.

SECTION 4. PROXY. Proxies will be considered a valid means of being in attendance at a meeting and for the purpose of voting in that meeting. A proxy should be in writing, must be dated, be specific in its parameters, name who is to receive it and have an expiration date. If a verbal proxy is accepted, it should later be reduced to writing to ensure the person giving the proxy has ratified any action taken by the recipient of the proxy.

SECTION 5. CAPTIONS. Introductory captions as shown throughout the bylaws are for organizational purposes only, only to facilitate the easy reading of the document and to promote easy reference of the information it contains. They should not be used to misconstrue or modify any of the verbiage within the individual sentences

ARTICLE XIII AMENDMENTS. These by-laws may be amended, restated, or replaced by an affirmative two-thirds vote of the Board of Directors and for which notice of the proposed amendments, restatements or replacements have been sent at least 30 days prior to the vote,

CERTIFICATION: These Bylaws of THE EVERGREEN SPINA BIFIDA ASSOCIATION, doing business as the SPINA BIFIDA ADVOCATES OF WASHINGTON STATE, INC., and formerly as the SPINA BIFIDA ASSOCIATION OF WASHINGTON STATE, a Washington corporation, with non-profit and tax-exempt 501(c)(3) status, consist of the preceding eleven (13) articles.

In Witness thereof, the undersigned certify that these Bylaws have been approved, ratified and adopted by the appropriate approving authorities of the Organization. .

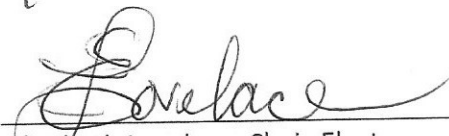
Dated: February 14, 2014



Jason Lane, Chair



Jason Lane, Interim Secretary



Elizabeth Lovelace, Chair-Elect