

**BYLAWS**  
**OF**  
**SGC SOARING FOUNDATION**

(A non-profit corporation incorporated under the  
Washington Non-Profit Corporation Act, RCW 24.03)

**PART I.**

Membership

A. Members. The member of the Corporation shall be the Seattle Glider Council, Inc. and any future member designated by Seattle Glider Council, Inc.

B. Voting Rights. Each member shall be entitled to one vote upon each matter coming before any meeting of the membership, which vote may be exercised either in person or by written proxy.

**PART II.**

Membership Meetings

A. Annual Meeting. The annual meeting of the Members of the corporation for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each year on the 15<sup>th</sup> of November at the registered office of the corporation, or at some other time or place, either within or without the State of Washington as designated by the Board of Directors.

B. Special Meetings. Special meetings of the Members for any purpose or purposes may be called at any time by the President or the Board of Directors to be held at such time and place as the President or the Board of Directors may prescribe.

C. Special Meetings Called by Members. Upon the request of the Members holding in the aggregate one-tenth (1/10) of the voting power of all Members, it shall be the duty of the Secretary to call a special meeting of the Members to be held at such place and at such time as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after the receipt of said request, and if said Secretary shall neglect or refuse to issue such call, those making the request may do so.

D. Notice of Meetings. Written notice of the place, day and hour of the annual membership meeting and written notice of the day, place, hour and purpose or purposes of special membership meetings shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the corporation, with postage thereon prepaid.

E. Waiver of Notice. Except where expressly prohibited by law or the Articles of Incorporation, notice of the day, place, hour and purpose or purposes of any Membership meeting may be waived in writing by any Member at any time, either before or after the meeting, and attendance at the meeting in person or by proxy shall constitute a waiver of such notice of the meeting unless prior to or upon commencement of such meeting such person in attendance asserts that proper notice was not given.

F. List of Members. At least ten (10) days before a Membership meeting, the Secretary of the corporation shall compile a complete list of the Members entitled to vote at any meeting or adjournment thereof, arranged in alphabetical order, with the address of each Member and the number of Memberships held by each Member. Such list shall be open for examination by any Member during usual business hours at the registered office of the corporation for a period of at least ten days prior to any such meeting. Such list shall also be produced and kept open for examination at the time and place and during the course of any such meeting.

G. Quorum. Fifty (50%) percent of the voting power of the Members, present in person or by proxy, shall constitute a quorum of Members for the transaction of business and the vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which there is a quorum, shall be the act of the corporation, except as otherwise provided herein, by law or by the Articles of Incorporation. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

H. Adjourned Meetings. Whether for failure to obtain a quorum or otherwise, an adjournment or adjournments of any Membership meeting may be taken to such time and place as the majority of those present may determine without any other notice than announcement at such meeting being given. Any meeting at which directors are to be elected shall be adjourned only from day to day until such directors are elected, and in the case of any meeting which is adjourned because of the failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum.

I. Proxies. The holder of any proxy for a Member shall present evidence of his appointment by an instrument in writing signed by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution. Revocation of a Member's proxy shall not be effective until written notice thereof has actually been received by the secretary of the corporation.

### PART III.

#### Powers

The corporation shall have the following powers which shall be exercised by the Board of Directors and its officers:

A. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

B. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

C. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

D. To make contracts and incur liabilities, engage legal counsel, accountants, employees and agents, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

E. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

F. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district or possession of the United States, or in any foreign country.

G. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of Washington, for the administration and regulation of the affairs of the corporation.

H. Unless otherwise provided in the Articles of Incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes.

I. To cease its corporate activities and surrender its corporate franchise.

J. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

#### PART IV.

##### Board of Directors

A. Number and Qualification. The business affairs and property of the Corporation shall be managed by a Board of Directors, consisting of three (3) persons, who need not be Members. The Members, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent director or reducing the number of directors to less than three (3).

B. Election - Term of Office. The directors shall be elected by the members at each annual membership meeting, to hold office for a ~~X~~ year term and until their respective successors are elected and qualified unless removed earlier by the members at a special meeting held in accordance with Part II and Section IV, C below and called for that purpose. In the event of failure to elect directors at any annual membership meeting, or in the event of failure to hold any annual membership meeting as provided by these Bylaws, directors may be elected at a special meeting of the membership called for that purpose.

C. Removal of Directors. Any director elected by the members may be removed, with or without cause, by two-thirds of the votes cast by the members having voting rights with regard to the election of any director, represented in person or by proxy at a meeting of members at which a quorum is present in accordance with Part II and called for that purpose.

D. Vacancies. Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by resignation, death, retirement, disqualification, removal or otherwise, will be filled by replacement directors elected at a special meeting of the members called for that purpose and held in accordance with Part II. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

E. Quorum and Voting. At any meeting of the Board of Directors, the presence in person of a majority of the directors shall constitute a quorum for the transaction of business. If a quorum is present, the act of a majority of the directors present at such meeting shall be the act of the Board of Directors and of this corporation except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. The directors present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Abstention from voting on a motion by a director present at a meeting at which there is a quorum shall be counted as a vote against the motion.

F. Annual Meeting. The first meeting of the Board of Directors following the annual membership meeting shall be known as the annual meeting thereof, and shall be held immediately after the annual membership meeting or immediately after any special membership meeting at which members of the Board of Directors are elected. Said meeting shall be held at the same place as such membership meeting unless some other place shall be specified by resolution of the members.

G. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place, day and hour as shall from time to time be fixed by resolution of the Board.

H. Special Meetings. Special meetings of the Board of Directors may be held at any place at any time whenever called by the President, or any two or more directors.

I. Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of all meetings of the Board of Directors other than the annual meetings shall be given by the Secretary, or by the person calling the meeting, by mail, radio, telegram, or by personal communication over the telephone or otherwise, at least two (2) days prior to the day upon which the meeting is to be held. However, no notice of any regular meeting need be given, if the time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of such resolution mailed to every director at least three (3) days before the first meeting held pursuant thereto. Notice of any meeting of the Board of Directors may be waived in writing by any director at any time, either before or after such meeting, and attendance at such meeting in person shall constitute a waiver of notice of the time, day, place and purpose of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

J. Directors' Action Without a Meeting. The Board of Directors may take any action which it could properly take at a meeting without such a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors. Such consent shall have the same effect as a unanimous vote.

K. Compensation. Directors as such shall receive no compensation for their services as Directors, except that they may be reimbursed for actual expenses incurred because of their position.

L. Committees. By resolution adopted by a majority of the directors in office, the Board of Directors may establish one or more committees consisting of two (2) or more directors, which committees shall have and exercise the authority of the Board of Directors, to the extent provided in such resolution and subject to any limitations imposed by law.

## PART V.

### Officers

A. Officers Enumerated - Election; Powers. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may designate, all of whom shall be elected by the Board of Directors at each annual meeting of directors, to hold office until the next annual meeting of directors, if not removed earlier by a vote of the Directors. The officers shall have the powers described in this Part 5 but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

B. Qualifications. Officers of the corporation need not be directors.

C. The President. He shall exercise the usual executive powers pertaining to the office of the President. If a director, he shall preside at meetings of the Board of Directors and of the membership and perform such other duties as the Board of Directors may from time to time designate.

D. The Vice President. The Vice President shall act as President in the absence or disability of the President and shall perform such other duties as the Board of Directors may from time to time designate.

E. The Secretary. The Secretary, personally or with the assistance of others, shall keep records of the proceedings of the directors, committees and members, attest all deeds, bonds, contracts and other obligations or instruments in the name of the corporation; keep the corporate seal, if any, and affix the same to proper documents; and perform such other duties as the Board of Directors may from time to time designate.

F. The Treasurer. The Treasurer shall have the care and custody, and be responsible for, all funds and securities of the corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable

effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, he shall perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the Board of Directors.

G. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

H. Compensation. The salaries, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.

## PART VI.

### Books, Records and Reports

A. Records of Meetings and Membership Registers. The corporation shall keep current and complete records of all proceedings of the Board of Directors and the membership and shall keep at its registered office or principal place of business a record of its membership giving the names and addresses of all Members.

B. Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members, when certified by the President or Secretary.

C. Books of Account. The corporation shall keep appropriate and complete books of account.

D. Examination of Records. Upon presenting a written demand requesting examination and providing a detailed statement of the purpose of such examination, any Member of record shall have the right to examine for any proper purpose, in person or by his attorney or agent, during usual business hours, the corporation's list of its members, records of accounts and minutes of membership meetings and make extracts therefrom, subject to a reasonable charge for the expense incurred by the corporation in connection with said examination.

## PART VII.

### Fiscal Year

The fiscal year end of the corporation shall be December 31<sup>st</sup>.

## PART VIII.

Corporate Seal

The corporate seal of the corporation, if any, shall be in such form as the Board of Directors may approve from time to time.



PART IX.

Miscellaneous

A. Loans. No loans shall be made by the corporation to any officer or director of the corporation.

B. Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of members, directors and committees, where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the corporation.

C. Amendment. These Bylaws may be altered, amended or repealed by the Board of Directors.

PART X.

Indemnification of Directors and Officers

A. Grant of Indemnification. Subject to Section X.A each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director of the Corporation or who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of this or another Corporation or of a partnership, joint venture, trust, other enterprise, or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director 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 fullest extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys' fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) 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 and shall inure to the benefit of his or her heirs, executors and administrators.

B. Limitations on Indemnification. Notwithstanding Section X.A, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by Washington law, nor, except as provided in Section X.D with respect to proceedings seeking to enforce rights to indemnification, shall the Corporation indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

C. Advancement of Expenses. The right to indemnification conferred in this section shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board of Directors shall have adopted a resolution expressly disapproving such advancement of expenses.

\* D. Right to Enforce Indemnification. If a claim under Section X.A is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Section X.C is not paid within 20 days after a written claim has been received by the Corporation, 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 claim. The claimant shall be presumed to be entitled to indemnification hereunder 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 so entitled. It shall be a defense to any such action (other than an action with respect to expenses authorized under Section 10.3) that the claimant has not met the standards of conduct which make it permissible for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) 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 because he or she has met the applicable standard of conduct set forth herein or by Washington law nor (except as provided in Section X.C) an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) 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.

E. Nonexclusivity. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall be valid to the extent consistent with Washington law.

F. Indemnification of Officers, Employees and Agents. 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 officers, employees and agents of the Corporation on the same terms and with the same scope and effect as the provisions of this section 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, Washington law or on such other terms as the Board may deem proper.

G. Insurance and Other Security. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an officer, director, agent, or employee, whether or not the Corporation would have the power to indemnify such person against the same liability under Washington law. The Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this section 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 section.

H. Amendment or Modification. This section may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an officer or director as to any acts or omissions taken or omitted to be taken prior to the effective date of such amendment.

I. Effect of Section. The rights conferred by this section shall be deemed to be contract rights between the Corporation and each person who is or was a director or officer. The Corporation expressly intends each such person to rely on the rights conferred hereby in performing his or her respective duties on behalf of the Corporation.