

Brain Energy Support Team (BEST)

Bylaws

Adopted: December 16, 2009

ARTICLE I

Name - Purposes - Operation

Section 1. Name - The name of the organization is the Brain Energy Support Team (BEST). The principal place of business of the corporation shall be established by the Board of Directors.

Section 2. Purpose - This Corporation is organized exclusively for charitable, educational and support service. Its purposes qualify under section 501 (c) 3 of the Internal Revenue Code, or any corresponding section of any future federal tax code. The mission of BEST is to provide support, advocacy, public awareness, education and socialization opportunities to individuals with a brain injury and their families. Outreach and education to medical and other professionals, legislators and administrators, and the general public will help accomplish this mission.

Section 3. Operations: Policies and Procedures - All Policies and Procedures required for the operations of BEST will be adopted by the Board of Directors. These policies are available by request and stored in electronic files on the organizations online server. Best efforts to keep these files will be kept current and are the official files of the organization and sufficient for all purposes.

- A. **Administrative Policies and Procedures:** The administration of BEST will be implemented through Administrative Policies and Procedures.
- B. **Programs Policies and Procedures:** All operational policies and procedures governing the functions of Programs will be included in the Program Policies and Procedures. The purposes, goals, details and anticipated outcomes of each Program will be documented.
- C. **Electronic Communication – Electronic Files:** An Administrative Policy shall be adopted to implement the policy to use electronics as the preferred method of communication for all organizational purposes and communications; and, the policy that electronic files are the official files of the organization and sufficient for all purposes. It is anticipated, but not required, the purposes, goals, details and anticipated outcomes of each Program will be documented, up-dated, and, in any event, openly available for inspection/view to the extent to not violate grant terms and/or proprietary material not appropriate for dissemination, as determined in the sole discretion of the Board of Directors

ARTICLE II

Membership

Section 1. Eligibility – Voting – Attendance at Meetings

a. **Eligibility** - Membership in the corporation shall be open to all persons and all members shall have equal voting rights. Each member shall have one vote.

b. **Voting – Board of Directors** - The Membership shall elect the members of the Board of Directors. In a Membership vote for members of the Board of Directors, the person receiving the greatest number of votes for the particular position shall be elected. The voting procedure and details, including the staggering of terms, may be memorialized in an Administrative Policy and Procedure.

c. **Voting - Dissolution and Amendment of Articles of Incorporation - Super Majority** - A Membership vote for dissolution and amendment of the Articles of Incorporation of BEST requires a super majority of two-thirds (2/3) majority vote of those members entitled to vote at a meeting called for the specific purpose of voting upon dissolution and/or Amendment of the Articles of Incorporation. Other super majority votes, such as the extra-ordinary sale of all or a substantial part of the assets, as required by Washington State Law will be observed/followed.

d. **Voting – Simple Majority** - All matters other than those of subparagraph C above are carried/adopted with a simple majority vote. The matters adopted by simple majority include by is not limited to: election of Board of Directors, adoption/change of Bylaws, other resolutions as presented to the Membership by the Board of Directors.

e. **Quorum** - A quorum for any Membership business shall be ten percent (10%) of those entitled to vote. However, in the event the Board of Directors has business before the membership, including but not limited to the election of the Board of Directors, and a membership quorum is not met for two (2) consecutive annual meetings and/or special meetings, the business submitted for membership vote shall be deemed adopted if adopted by the Board of Directors. These adoptions shall be presented to the membership for ratification at the first meeting where the membership quorum requirements are met. Any actions taken under Board of Director adoptions under this provision are valid until invalidated by the membership.

Section 2. Resignation/Membership Term and Withdrawal

a. Resignation: A member may resign at any time by notification of the desire to resign. It is anticipated an Administrative Policy and Policy and Procedure be adopted to provide the resignation process and procedure.

b. Membership Term and Withdrawal

i. All Individuals with Brain Injury and family members/caregivers are life members until the membership is withdrawn.

ii. A membership may be withdrawn by a super-majority of seventy – five percent (75%) vote of the Board of Directors. It is anticipated an Administrative Policy and Procedure will be adopted describing the membership withdrawal process and procedure.

iii. Non life membership may be withdrawn under an expanded special process, and, the Administrative Policy and Procedure may provide for an automatic withdrawal of membership for the non-payment of dues.

iv. A person whose membership is withdrawn can not vote and may be excluded, as determined in the sole discretion of the presiding person, from any or all BEST meeting and/or activity.

Section 3. Meetings

a. **Attendance** - Each member may and is invited to attend any BEST meeting, including but not limited to the Membership Annual Meeting, Membership Special Meetings, and Board of Director Meetings. Upon receiving a request from a quorum of membership, the president shall call a membership special meeting. The Board of Directors may adopt an attendance policy.

b. **Conduct of Meetings** – The President shall preside at Membership meetings. In the conduct of the meeting, Roberts Rules of Order are a guide, but not a strict requirement, to be followed.

c. **Recognition of Members as Attendees** - As the presiding officer of the meeting, the President shall recognize as attendees for all purposes including but not limited to; the determination of a quorum, exercise of voting rights:

i. Members physically present; and/or,

ii. Members physically absent but participating through telephone, internet or other electronic means.

d. **Notice**

i. **Method** - Notice of membership meeting may be made by any means calculated to notify the most members. The preferred notice method is electronically, but may include mail, telephone, direct contact, or any other method. All meeting times will be added on the organization's website.

ii. **Time** - Notice of any special, or, annual meeting shall be given not less than Fourteen (14) days prior to the meeting date. Emergency meetings are called at the discretion of the Board of Directors. Actual notice is proper notice for any meeting.

ARTICLE III

Board of Directors

Section 1. Board of Directors

a. **Eligibility/Composition** - Any member may be elected to the Board of Directors, but the Board of Directors shall at all times consist of a majority of individuals with a brain injury.

b. **Duty** - The Board of Directors governs BEST and sets policy. Policy may be set by general resolution or, preferably, by adoption of Project or Administrative Policies

and Procedures. A Director shall perform the duties of a Director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of BEST, 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 financial statements and other financial data, in each case prepared or presented by: one or more officers or employees of the corporation whom the director believes to be reliable and competent in the matter presented; and/or counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; and/or a committee of the board upon which the director does not serve, duly designated in accordance with a provision in the articles of incorporation or 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 is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

c. **Charitable Purpose - Articles of Incorporation** - The Articles of incorporation describe BEST's purposes. The purposes of BEST provided in the Articles of Incorporation are intended as a statement of general purpose. If the Board of Directors approves a Project that is consistent with the general charitable purposes listed in the Articles of Incorporation, the Articles of Incorporation shall be seen as a guide and not a prohibition. For example the Articles of Incorporation is concentrated upon Brain Injury, but if the Board of Directors approves a project that includes stroke or other impairments that are not directly brain injury, such projects are within the charitable purposes of BEST and may be adopted and implemented.

d. **Meetings**

i. **Frequency of Meetings** - The Board of Directors meet as frequent as the President shall determine is necessary, but, not less frequently than quarterly. Provided, three (3) Directors agreeing a meeting is needed, may call a meeting.

ii. **Calling of Meetings/Notice** - The President, with assistance of the Secretary, shall call meetings. Provided, three (3) Directors agreeing a meeting is needed, may call a meeting. Notice of a meeting shall be given at least fourteen (14) days prior to the meeting; however, shorter notice may be given as required/necessary. Receipt of actual notice at any time is adequate notice. Notice of Board of Director meetings may be made by any means calculated to notify the Board members. The preferred notice method is electronically, but may include mail, telephone, direct contact, or any other method.

- iii. **Quorum** - A quorum shall be at least three (3) Directors and in all events, regardless of the number in attendance, must include a majority of Survivor Directors.
- iv. **Voting** - Each director shall have one vote.
- v. **Attendance** - The President shall recognize as attendees for all purposes including but not limited to; the determination of a quorum, exercise of voting rights: Directors physically present; and/or, Directors physically absent but participating through telephone, internet or other electronic means.
- vi. **Resolutions – Simple Majority** - The business of the Board of Directors shall be conducted by resolution moved and seconded. A resolution is adopted when passed by a simple majority of Directors voting.

Section 2. Term

- a. **Term** - The term of a member of the Board of Directors is four (4) years. There will be no term limits for a Board of Director. The years of a Director's runs from annual meeting to annual meeting. For the initial year, a Director's term year shall run from the first annual meeting to the next annual meeting.
- b. **Initial Board Number and Initial Staggered Terms.**
 - i. The initial Board of Directors consists of eight (8) members.
 - ii. Each Director shall serve a term of four (4) years and shall run from annual meeting to annual meeting; or, until his/her successor takes office. However, the initial Board of Director term shall be staggered with one-quarter (1/4) of the initial number of Board members having a four (4) year term, one-quarter (1/4) having a three (3) year term, one-quarter (1/4) having a two (2) year term, and, one-quarter (1/4) having a one (1) year term.
- c. **Resignation** - A Director may resign at any time by delivering a resignation to BEST Upon the resignation of a Director, the Board of Directors may, but is not required, appoint an eligible person to serve the resigning director's remaining term. Attendance of a Director at Board of Director meetings is crucial to the ability of BEST to further its purposes; therefore, the Board of Directors may adopt an Administrative Policy and Procedure detailing the circumstances the Board of Directors may inquire of a Board Member whether the Board member wishes to resign or begin attending meetings.
- d. **Removal** - A Director may be removed as provided in RCW 24.03.103.

Section 3. Election

- a. **Board of Directors** - Board members will be elected by the membership as provided in Article II of these Bylaws. The voting procedure and detail shall be provided by the Board of Directors by an adopted Administrative Policy and Procedure.

b. **Officers -Qualification - Term** - The Board of Directors shall elect the BEST officers. An officer shall be a BEST member but is not required to be an individual with a brain injury. The term of an officer is one (1) year, from annual meeting to annual meeting, and there is no limitation on the number of terms an officer may serve in the same or different office.

ARTICLE IV

Officers

Section 1. Officer- Number - There are four officers of the board, consisting of a President (Chair), Vice President (Vice-chair), Secretary and Treasurer. The number of Vice Presidents (Vice Chairs) may be increased as decided, from time to time, by the Board of Directors.

Section 2. Duties

a. **President (Chair)** - The President (Chair) shall convene and preside over all meetings, including but not limited to, Membership and Board of Director meetings; and, shall preside or arrange for other officers to preside at each meeting in the following order: Vice President (Vice-Chair), Secretary, Treasurer. The President (Chair) shall perform duties normally performed by the President (Chair) of an organization; and, such other duties as the Board of Directors may from time to time assign.

b. **Vice President (s) (Vice Chair(s))** - A Vice President (Vice-Chair) acts/presides in the absence of the President (Chair) and may chair committees on special subjects as designated by the board. Vice President(s) (Vice Chair(s)) shall perform duties normally performed by a Vice President (Vice Chair) of an organization; and, such other duties as the Board of Directors may from time to time assign.

c. **Secretary** - The Secretary shall be responsible for keeping records of Membership and Board of Director actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda as appropriate, and assuring that corporate records are maintained. The Secretary shall perform duties normally performed by the Secretary of an organization; and, such other duties as the Board of Directors may from time to time assign.

d. **Treasurer** - The Treasurer shall make a report at each Board of Director meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and prepare financial information. The Treasurer shall perform duties normally performed by the Treasurer of an organization; and, such other duties as the Board of Directors may from time to time assign.

ARTICLE V

Committees

Section 1. Committees - The Board of Directors may create such committees as it from time to time deems necessary to implement each approved Project and for any other purpose the Board of Directors may find appropriate. The Committees shall work closely with the Executive Director and the Committee shall report to and/or receive direction, if required, to/from the Board of Directors at the request of the Board of Directors or the Committee finds necessary.

Section 2. Financial Committee - There shall be a Financial Committee. The treasurer is the chair of the Finance Committee, which includes a minimum of three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with Executive Director, and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year is a calendar year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI

Executive Director and Staff

Section 1. Executive Director - The Executive Director is appointed, hired and/or removed by the Board of Directors. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director is expected to attend all board meetings, report on the progress of the organization, answer questions of the Board of Director members and carry out the duties described in the job description. The Executive Director shall perform duties normally performed by the Executive Director of an organization; and, such other duties as the Board of Directors may from time to time assign.

ARTICLE VII

Personal Liability – Director Liability -Indemnification

Section 1. Personal Liability - No Member, Officer, Employee or Director of BEST shall be personally liable for the actions, debts or obligations of BEST of any nature

whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the actions, debts or obligations of BEST.

Section 2. Director Liability - 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.

Section 3. Indemnification

a. **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, Officer, Employee or Agent of the Corporation or, while a Director, Officer, Employee or Agent, he or she is or was serving at the request of the Corporation as a Director, Trustee, 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, Trustee, Officer, Employee or Agent or in any other capacity while serving as a Director, Trustee, 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, Trustee, 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 b of this Article with respect to proceedings seeking solely to enforce rights to 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 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, Officer, Employee or Again, 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 1 or otherwise.

b. **Right of Claimant to Bring Suit** - If a claim for which indemnification is required under Section a. 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 case 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 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, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) 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.

c. **Nonexclusively 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, vote of members, if any, or disinterested directors or otherwise.

d. **Insurance, Contracts and Funding** - The Corporation may maintain insurance at its expense to protect itself and any Director, Trustee, 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 persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The

Corporation may, without further membership action, enter into contracts with any Director, Officer, Employee or Agent 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.

ARTICLE VIII

Conflict of Interest Policy

Section 1. Purpose - The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable State and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. **Interested Person** - Any Director, Principal Officer, or member of a committee with governing board-delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest** - A person has a financial interest if the person has directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
 - ii. A compensation arrangement with the Organization or with an entity or individual with which the Organization has a transaction or arrangement.
 - iii. A potential ownership interest or investment in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - v. A financial interest is not necessarily a conflict of interest. Under Section III, subparagraph b. a person who has a financial interest only if the appropriate governing board or committee decides if a conflict of interest exists.

Section 3. Procedure

a. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees

with governing board delegated powers considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest**

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she

ii. Shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

iii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iv. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

v. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy**

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings - The minutes of the governing board and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature

of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. Persons who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No person, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements - Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews - To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts - When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX ***Compensation***

Section 1. Compensation Administrative Policies and Procedures - Administrative Policies and Procedures shall be adopted specifying the Policy and Procedure when BEST is establishing compensation for Officers, Directors, and Highly Compensated employees. The Administrative Policies and Procedures shall include, but are not limited to, the implement the following policies:

a. The individuals approving the compensation arrangements follow the Conflict of Interest provided in Article VIII of these Bylaws.

b. Compensation arrangements will be approved prior to payment of the compensation.

c. All compensation arrangements shall be in writing specifying the terms including the applicable dates.

d. The decision of each person deciding or voting on a compensation arrangement shall be recorded in writing.

e. Compensation arrangements shall be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations.

f. The information on which the compensation arrangement is based shall be recorded in writing, and, shall include the source of the information.

Section 2. Definition – Highly Compensated Employee - An employee is a Highly Compensated Employee when the employee is designated as a Highly Compensated Employee In Internal Revenue Form 1023, or, any successor form relating to application

for tax-exempt status as an Internal Revenue Code Section 501(c)(3), or any successor Internal Revenue Code successor section.

ARTICLE X ***Fiscal Year***

Section 1. Fiscal Year - The fiscal year shall be the calendar year.

ARTICLE XI ***AMENDMENTS***

Section 1. Amendments - An inviolable BEST commitment is openness of purpose and operation; and, democratic principles where every voice is heard, every person treated with respect and every opinion valued. The Bylaws of the Corporation shall always reflect this commitment.

Bylaws of the Corporation may be adopted or amended by a super majority (2/3) of the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with law; and, the provisions and spirit of the Articles of Incorporation. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors. The Board of Directors may, but are not required, ask for ratification of the Bylaws by the membership at any annual or special meeting..

ARTICLE XII ***Effective Date – Governing Law***

Section 1. Effective Date – Governing law - The effective date of these Bylaws and any amendments are the date adopted by the Board of Directors. The adoption date of the initial Bylaws is December 16, 2009. These Bylaws and all actions relating to the Bylaws shall be governed by the laws of the State of Washington and chapter 24.03 RCW.