

BYLAWS
OF
MARY E. THELER COMMUNITY CENTER

Date of Annual Meeting:

Second Monday in January

Adopted:

November 5, 1984

B Y L A W S

OF

MARY E. THELER COMMUNITY CENTER
A Nonprofit, Tax-Exempt Corporation
Which has no Members/Shareholders
("Center")

ARTICLE I. OFFICE

The office of the Center shall be established and maintained at:

P.O. Box 1445, N.E. 22871 Highway 3,
Belfair, Washington 98528

in the County of Mason, State of Washington. The Board of Directors ("Board") may change said office from one location to another within the state.

ARTICLE II. PURPOSE & AUTHORITY

The purpose of the Center is to provide a community center for the general public which shall be used exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III. MEETINGS

1. Place of Meetings. Any meeting of the Board may be held at the office of the Center, or any other place which the Board may designate.

2. Annual Meetings. Annual meetings of the Board shall be held each year on the second Monday of January, at 7:00 p.m., but in case such date shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day not a holiday. At such meetings the reports and proposals concerning the affairs of the Center shall be considered; and any other business shall be transacted which is within the power of the Board.

3. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board, or by any two or more of the directors.

4. Notice of Meetings. Notice of the time and place of any special meetings of the Board shall be given by the Secretary, or the director or directors calling the meeting, by mail, telegram, or by personal communication over the telephone, at least five (5) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. At any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

6. Meeting Adjournment. Any Board meeting, annual or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the directors present. In the absence of a quorum, no other business may be transacted.

7. Voting Powers. At any annual or special meeting of the Board, each director shall be entitled to one vote on each matter submitted to a vote of the directors.

8. Proxies. A director may vote by proxy, executed in writing by the director or by his duly authorized attorney-in-fact.

9. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all the directors, collectively or individually, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the meeting of the Board.

ARTICLE IV. DIRECTORS

1. Number and Term. The authorized number of directors shall be five. Directors shall be appointed by the Board of Directors of North Mason School District. Each director shall serve a one year term and shall be eligible for re-election.

2. Resignations. Any director, member of a committee, or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein. If no time is specified, the resignation shall be effective at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

3. Vacancies. Vacancies in the Board shall be filled by appointment by the Board of Directors of North Mason School District. Each director so appointed shall hold office for the unexpired term of his predecessor.

4. Removal. Any director may be removed, with or without cause by a majority vote of the other Directors, or by a majority vote of the Board of Directors of North Mason School District.

5. Compensation. Directors shall not receive any salary for their services as directors, or as members of committees, but, by resolution of the Board, compensation for the actual cost of attending a meeting may be allowed for each meeting. Nothing herein contained shall be construed to preclude any director from serving the Center in any other capacity, as an officer, agent, or otherwise, and receiving compensation therefor.

ARTICLE V. OFFICERS

1. Officers. The officers of the Center shall be a President, Vice President, Secretary and Treasurer, and shall be elected by the Board and shall hold office for a period of one year or until their successors are elected. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be directors.

2. President. The President shall be the chief executive officer of the Center and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. He shall preside at all meetings of the Board in the absence or non-election of a Chairman of the Board. The President shall have general supervision, direction and control of the business of the Center. The President shall execute bonds, mortgages and other contracts on behalf of the Center.

3. Vice President. The Vice President shall have such powers and shall perform such duties as shall be assigned to him by the Board.

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4. Treasurer. The Treasurer shall oversee the custody of the Center funds and securities and shall cause the Center manager to keep full and accurate account of receipts and disbursements in books belonging to the Center. He shall deposit all funds and other valuables in the name and to the credit of the Center in such depositories as may be designated by the Board.

The Manager shall disburse the funds of the Center as may be ordered by the Board or the President, taking proper vouchers for such disbursements. He shall render to the President and Board at the regular meetings of the Board, or whenever they may request it, an account of all his transactions as Manager and of the financial condition of the Center.

5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and all other notices required by law or by these Bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person directed to do so by the President, or by the Board. He shall record all the proceedings of the meetings of the Center and of the Board in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the President, and attest the same.

ARTICLE VI. Indemnification

1. The Center shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Center) by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Center, or is or was serving at the request of the Center as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Center, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall all not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the

best interests of the Center, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The Center shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Center to procure a judgment in its favor by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Center, or is or was serving at the request of the Center as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Center and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Center unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. To the extent that a director, trustee, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 above, or in defense of any claim, issue or matter therein, he shall be indemnified by the Center against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under paragraphs 1 and 2 above (unless ordered by a court) shall be made by the Center only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee or agent is proper, in the circumstances, because he has met the applicable standard of conduct set forth in paragraphs 1 and 2 above. Such determination shall be made

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(b) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to

act in the matter by a majority vote of the full Board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to such proceeding; or

(c) In a written opinion by legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services within the past three years for the corporation or any party to be indemnified, selected by the Board of Directors or a committee thereof by vote as set forth in (a) or (b) above, or if the requisite quorum of the full Board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full Board (in which selection directors who are parties may participate).

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph 4 upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Center as authorized by this bylaw.

6. The indemnification provided by this bylaw shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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 the heirs, executors and administrators of such a person.

7. In the case of a person who is a "disqualified person" under IRC §4941, the indemnification provided by this bylaw shall be limited to the extent necessary to avoid engaging in an act of self-dealing as defined in IRC §4941(d) and corresponding treasury regulations.

ARTICLE VII. MISCELLANEOUS

1. Checks. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Center shall be signed by an officer or officers, agent or agents of the Center, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

2. Fiscal Year. The fiscal year of the corporation shall be a calendar year.

3. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

4. Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

ARTICLE IX. RULES OF PROCEDURE

The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in Roberts Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

I, the undersigned, being the secretary of this corporation, hereby certify that these Bylaws were adopted at the meeting of the directors held on the date shown on the cover sheet.

DATED: NOVEMBER 5, 1984.

Helen L. Madson
Secretary

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Seattle, Washington