

**BYLAWS
OF
MOUNT RAINIER 1974**

STRUCTURE

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ARTICLE 1. OFFICES

1.1 OFFICES – The principal office of the corporation shall be located in Washington State as the Council of Officers and Directors (“Council”) so designates. The corporation may have such other offices, either within or without the State of Washington, as the Council may designate or as the corporation may require from time to time.

ARTICLE 2. MEMBERS

2.1 MEMBERS – The corporation shall have Members. The rights of Members are defined in the Articles and Bylaws of the corporation and align with the definition of members in RCW 24.03A Washington Nonprofit Corporation Act.

2.2 QUALIFICATIONS AND VOTING RIGHTS – There shall be one class of members. A Member shall be a living alumnus of the Class of 1974 of Mt. Rainier High School, Des Moines, Washington.

Each Member shall be entitled to one vote upon each issue available for voting. When voting to elect Council Directors, each Member is entitled to vote for as many persons as there are Council Directors to be elected.

2.3 DUES AND DONATIONS – There shall be no dues for members.

The corporation may accept donations as determined by the Council. Such donations shall be consistent with restrictions placed on social clubs within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

2.4 ANNUAL MEETING OF MEMBERS – An annual meeting of Members shall be held during the third calendar quarter of the year as determined by the Council, for the purpose of electing Council Directors and transacting such other business as may properly come before the membership. If the annual meeting is not held in the third calendar quarter, the Council shall hold the meeting as soon thereafter as may be convenient.

2.5 SPECIAL MEETING OF MEMBERS – The President, a majority of the Officers, or not less than three Council Directors may call a special meeting of the Members for any purpose.

2.6 PLACE OF MEETINGS – All meetings of Members shall be held within or without the State of Washington as determined by the President or by a majority of the Officers.

2.7 NOTICE OF MEETINGS OF MEMBERS – The President or the Secretary-Treasurer shall deliver to each Member a notice of the meeting not less than thirty nor more than sixty days before the meeting. Notices can be delivered in person, by mail, by facsimile transmission, or by other electronic transmission. Each notice shall state the place, date, and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears in the records of the corporation. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted or (b) has been posted on an electronic network with comprehensible instructions regarding how to get additional information.

2.8 WAIVER OF NOTICE – Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington State law, a waiver provided in writing by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

2.9 QUORUM – Ten or more Members of the corporation, and represented in person, or by telephone, or by other accepted electronic means, shall constitute a quorum at a meeting of the Members. If less than a quorum of the Members is represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice.

2.10 MANNER OF ACTING – A simple majority vote of the votes entitled to be cast by Members represented at a meeting, at which a quorum is present, shall be required for the adoption or passage of any matter voted upon by Members, unless a greater proportion is required by applicable Washington Law, the Articles of Incorporation, or these Bylaws. Members may not vote by proxy but they may vote remotely by means provided for by the Council.

2.11 ACTION BY MEMBERS WITHOUT A MEETING – Any action which could be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken is signed by all Members entitled to vote on such matters. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such

written consent shall be inserted in the minutes book as if it were the minutes of a meeting of the members. For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that includes contact information other than the email address allowing the sender to be contacted to verify their intent.

2.12 MEETINGS HELD ELECTRONICALLY – Members of the corporation may participate in a meeting of Members by means of a conference telephone or similar electronic communications medium in which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. OFFICERS

3.1 NUMBER AND QUALIFICATIONS – The Officers of the corporation shall be, at minimum, a President, a Vice President, and a Secretary-Treasurer, each of whom shall be elected by the Council. The Council may, by majority vote, separate the Secretary-Treasurer position into the positions of Secretary and Treasurer. The Council may choose to appoint assistants or aides to help in the conduct of the corporation’s business, said assistants or aides to have such authority, and perform such duties, as are specified by the Council. Any officer may be assigned by the Council any additional title that the Council deems appropriate. Only the Secretary and Treasurer positions may be held by the same person; no other offices may be so held.

3.2 ELECTION AND TERM OF OFFICE – The Officers shall be elected each year by the Council at the annual meeting of the Council. Unless an Officer dies, resigns, or is removed from office, the Officer shall hold office until the next annual meeting of the Council or until the Officer’s successor is elected.

3.3 PRESIDENT – The President shall, subject to the Council’s direction, supervise and oversee all of the assets, business, and affairs of the corporation. The President shall preside over meetings of the Members and the Council. The President may choose to vote on all matters before the Council, or may choose to vote only to break ties in voting.

The President may sign contracts or other instruments, except when the signing and execution thereof have been expressly prohibited by these Bylaws, or have been delegated by the Council or by these Bylaws to some other Officer or agent of the corporation, or are required by law to be otherwise signed or executed by another Officer or in another manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Council from time to time.

3.4 VICE PRESIDENT – In the event of the death of the President or the President’s inability to act, the Vice President shall perform the duties of the President, except as may be limited by action of the Council, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Council, the same powers as the President to sign contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Council.

3.5 SECRETARY – The Secretary shall: (a) keep the minutes of meetings of the members and the Council, and minutes which may be maintained by committees of the Council; (b) see that all

notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office and email address of each Member, and of the name and post office and email address of each Officer and Director; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Council. The Secretary may obtain assistance from the Council or from Members of the corporation to ensure these duties are accurately completed and records are properly maintained.

The Secretary will be responsible to ensure all tasks are completed by themselves or with assistance from the Council or Members of the corporation with clear communication with the President and Council as to who is working to fulfill these volunteer duties.

3.6 TREASURER – If directed by the Council, the Treasurer position shall be created as an Officer of the corporation. The Treasurer shall have a background in fiscal management and must agree to a reference check. The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the corporation; (b) receive moneys due and payable to the corporation from any source whatsoever; (c) deposit or ensure the deposit of all such moneys in the name of the corporation in banks, or other depositories selected in accordance with the provisions of these Bylaws; (d) disburse funds as directed and approved by the Council; (e) provide financial reports to the Council at its meetings and on request; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Council. The Treasurer may obtain assistance from the Council or Members of the corporation to ensure these duties are accurately completed and records are properly maintained.

The Treasurer will be responsible to ensure all tasks are completed by themselves or with assistance from the Council or Members of the corporation with clear communication with the President and Council as to who is working to fulfill these volunteer duties.

3.7 RESIGNATION – Any Officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary (or Secretary-Treasurer), or the Council, or by giving oral or written notice at any meeting of the Council. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation, once so communicated, is final.

3.8 REMOVAL – Any Officer or agent elected or appointed by the Council may be removed from office by the Council whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.9 VACANCIES – A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Council for the unexpired portion of the term or for a new term established by the Council.

ARTICLE 4: DIRECTORS

4.1 QUALIFICATIONS – Directors shall be Members of the corporation. Directors may have such other qualifications as the Council may prescribe by amendment to these Bylaws.

4.2 TERM OF INITIAL DIRECTORS – The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of Members, at which time Directors shall be elected.

4.3 ELECTION OF DIRECTORS – Directors shall be elected each year by Members at the annual meeting of Members.

4.4 DIRECTOR TERM OF OFFICE – In the first election of Directors, the Officers will designate one and two-year terms for Director positions to assure staggered terms in successive elections. Terms of Directors following the first election shall be two years. Terms of Directors shall be staggered to the extent possible.

In the event a Director dies, resigns, or is removed before the expiration of their term, the Council may appoint an Active Member to fill the remainder of that term.

4.5 BALLOTS REQUIRED – The election of Directors shall be conducted by ballot, physical and/or electronic, in such manner as the Council shall prescribe.

ARTICLE 5. COUNCIL

5.1 GENERAL POWERS – The affairs of the corporation shall be managed by a Council of Officers and Directors, hereinafter referred to as the Council.

5.2 NUMBER – The Council shall consist of the Officers and not less than three nor more than seven Directors, the specific number to be set by vote of the Council. The number of Directors may be changed from time to time as voted on by Members. In the event the number of Directors is reduced, affected incumbent Directors shall fulfill their full two-year term of service unless they are unable or unwilling to continue such service.

5.3 ANNUAL COUNCIL MEETING – The annual meeting of the Council shall be held without notice immediately following and at the same place as the annual meeting of Members.

5.4 REGULAR COUNCIL MEETINGS – The Council may specify the date, time, and place for the holding of regular meetings.

5.5 SPECIAL COUNCIL MEETINGS – Special meetings of the Council may be called by the President or by any two Directors.

5.6 MEETINGS HELD ELECTRONICALLY – Council meetings may be held electronically by means of a conference telephone or similar electronic communications medium in which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Council meetings are open to all

Members and the President or Council may, from time to time, call upon individual Members or others for advice.

5.7 PLACE OF MEETINGS – All meetings shall be held at a place within or without the State of Washington as designated by the Council, by any persons entitled to call a meeting, or by a waiver of notice signed by all Directors.

5.8 NOTICE OF SPECIAL MEETINGS – Notice of special Council meetings shall be given to Officers and Directors in writing or by personal communication with the individual Officer or Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Officer or Director at their address shown in the records of the corporation or given by electronic transmission. The business to be transacted at, or the purpose of any special meeting, shall be identified in the notice of such meeting. No business other than that described in the notice may be transacted.

5.9 WAIVER OF NOTICE IN WRITING – A director may waive, in writing, any notice required by this chapter, the articles, or the bylaws before or after the date and time stated in the notice.

5.10 WAIVER OF NOTICE BY ATTENDANCE – The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In such instances, the Director may not vote for or assent to action taken at the meeting.

5.11 QUORUM – A majority of the number of Officers and Directors in office shall constitute a quorum for the transaction of business at any Council meeting. If a quorum is not present at a meeting, a majority of the Officers and Directors present may adjourn the meeting from time to time without further notice.

5.12 MANNER OF ACTING – The act of the majority of the Officers and Directors present at a meeting at which there is a quorum shall be the act of the Council, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington Law.

5.13 PRESUMPTION OF ASSENT – An Officer or Director of the corporation present at a Council meeting at which action is taken shall be presumed to have assented to the action unless their dissent or abstention is entered into the minutes of the meeting, or unless such Officer or Director files a written dissent or abstention to such action with the person acting as secretary for the meeting before the meeting is adjourned, or forwards such dissent or abstention by registered mail to the Secretary (or Secretary-Treasurer) of the corporation immediately after the the meeting is adjourned. Such right to dissent or abstain shall not apply to an Officer or Director who voted in favor of the action.

5.14 ACTION BY COUNCIL WITHOUT A MEETING – Any action which could be taken at a meeting of the Council may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. A majority of such written consents authorizes the action. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Council meeting.

5.15 RESIGNATION – Any Director may resign at any time by delivering written notice to the President or the Secretary (or Secretary-Treasurer) at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation, once so communicated, is final.

5.16 REMOVAL – At a meeting called expressly for the purpose of removing one or more Officers or Directors, an Officer or Director may be removed from office, with or without cause, by two-thirds of the votes cast by Members voting at such meeting. A quorum of Members is required for such action to be deemed valid.

5.17 VACANCIES – A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Council. A Director who fills a vacancy shall serve for the unexpired term of the Director’s predecessor in office.

5.18 COMPENSATION – Officers and Directors shall receive no compensation for their service on the Council but may receive reimbursement for expenditures incurred on behalf of the corporation and authorized by the Council.

ARTICLE 6: COMMITTEES

6.1 STANDING COMMITTEES – The Council, due to the size and nature of the corporation’s business, shall have no standing committees.

6.2 ADVISORY COMMITTEES – The Council may designate and appoint one or more advisory committees, each of which may include Directors, so long as the number of Directors on the committee is less than a quorum of the Council. The Council shall establish the charge and tasks for the committee and appoint its chair and members.

Advisory committees may be composed of Members, Officers, Directors, and other such persons as the Council deems necessary to properly advise the Council.

Committee meetings may be called by the President or by the Chair of the committee.

6.3 QUORUM AND MANNER OF ACTING – A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

6.4 RESIGNATION OF COMMITTEE MEMBER – Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary (or Secretary-Treasurer), or the Chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation, once so communicated, is final.

6.5 REMOVAL OF COMMITTEE MEMBER – The Council, by action adopted by a majority of the Council members in office, may remove from office any member of any committee elected or appointed by it.

6.6 NOTICE OF COMMITTEE MEETINGS – Notice of committee meetings shall be given to a committee member in writing or by personal communication with the person not less than five days before the meeting. Notices in writing may be delivered or mailed to the committee member at their address shown in the records of the corporation or given by electronic transmission.

ARTICLE 7. ADMINISTRATIVE PROVISIONS

7.1 LOANS PROHIBITED – No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name

7.2 LOANS AND CREDIT TO OFFICERS AND DIRECTORS PROHIBITED – No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

7.3 CHECKS, DRAFTS, AND SIMILAR INSTRUMENTS – All checks, drafts or other orders for the payment of money, issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by the Council.

7.4 BOOKS AND RECORDS – The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Members and Council, and any minutes which may be maintained by committees of the Council; records of the name, email address and membership type, if applicable, of each Member and Director, and of the name and mailing address of each Officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any Active Member.

7.5 ACCOUNTING YEAR – The accounting year of the corporation shall be the twelve months ending December 31.

7.6 RULES OF PROCEDURE – The rules of procedure at meetings of the Council and committees of the Council shall be 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 any resolution of the Council.

ARTICLE 8: AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority number of Officers and Directors in office at any meeting of the Council. A quorum of Members may petition the Council for changes in these Bylaws, in which case a two-thirds vote of Members present at any annual meeting will be cause for these Bylaws to be altered, amended, or repealed.

The foregoing Bylaws were adopted by the initial Council of Officers and Directors by a majority vote at a meeting of the Council held on March 14, 2024.

Secretary