Final

BYLAWS OF THE AMERICAN LEADERSHIP FORUM TACOMA/PIERCE COUNTY CHAPTER

ARTICLE 1
NAME AND PURPOSE

1.1 Name

The name of the Corporation is The American Leadership Forum Tacoma/Pierce County Chapter ("Corporation").

1.2 Purpose

This Corporation is organized exclusively for the purposes as stated in its Articles of Incorporation.

1.3 Mission

The mission of the Corporation is to join and strengthen a diverse community of leaders in Pierce County to better serve the public good.

ARTICLE 2
MEMBERSHIP, DUES AND MEETINGS

2.1 Senior Fellows

All persons who have graduated from the program of the Tacoma/Pierce County Chapter of the American Leadership Forum are Senior Fellows of the Corporation, hereinafter referred to as "the Senior Fellows."

2.2 Membership

All Senior Fellows with the person's consent shall be considered members of the Tacoma/Pierce County Chapter and shall be entitled to all rights and privileges associated with membership. The rights and privileges of membership shall be defined by the Board from time to time. The Board may also admit persons to membership who are Senior Fellows from other chapters with that person's consent.

Senior Fellows may withdraw from membership at any time by notifying the organization in writing.

2.3 Dues

The Board of Directors shall have the right to assess annual dues, assessments and/or fees to the Membership as a condition to being considered a Member of the Corporation.

2.4 Meetings

The Membership shall meet annually at a place and time designated by the Board of Directors. Electronic notice of the meeting shall be provided at least ten (10) and no more than fifty (50) days prior to said meeting. The form of the notice shall be transmitted in any manner allowed under Chapter 24.03ARCW. The Membership may also call a special meeting of the Membership pursuant to RCW 24.03A.395. Only business within the purpose or purposes described in the meeting notice required by RCW 24.03A.410(3) may be conducted at a special meeting of the Members.

2.5 Quorum

For purposes of the Annual Meeting, a quorum of the Members shall be required for the transaction of business. A quorum of the Members shall be based on the following mathematical formula: The number of people constituting the current Board of Directors multiplied by two, plus one. For example, if the Board of Directors consists of eighteen (18) persons at the time of the Annual Meeting, the number of Members of the Membership to constitute a quorum shall be (37) persons (18 x 2 + 1). A member of the Board of Directors present at the Annual Meeting of the Membership shall be included in the calculation of a quorum.

Notwithstanding the forgoing, the following actions shall require a quorum of at least one hundred (100) members: amending the articles of incorporation; adopting a plan of merger or consolidation; a sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; a voluntary dissolution of the Corporation; or a revocation of voluntary dissolution.

2.6 Termination and Suspension of Membership.

A membership in the Corporation may be terminated or suspended pursuant to RCW 24.03A.375.

ARTICLE 3
BOARD OF DIRECTORS

3.1 Number, Vacancies, Tenure, Recruitment, and Selection.

3.1.1 Board Size

The direction and management of the affairs of the Corporation and the control and disposition of its

properties and funds shall be vested in a Board of Directors which shall consist of not fewer than ten (10) and not more than twenty-five (25) persons. All members of the Board of Directors shall be Senior Fellows and members in good standing of the American Leadership Forum ("ALF"). The Board should include the immediate past president.

The Board of Directors shall determine the number of new Directors to be elected at the Annual Membership Meeting. Directors shall be elected by a quorum defined in Section 2.5 of the Senior Fellows present at the Annual Meeting.

3.1.2 Emeritus Board Member

From time to time, the Board may identify and elect a past Board member who has provided exemplary wisdom, leadership, and vision as an Emeritus member who serves as an historian and advisor to the Board and a resource for the Chief Executive Officer. An Emeritus member may participate in meetings and committees, votes, and counts toward a quorum of the total number of Board members. The Board may have no more than two (2) emeritus members at a time. Emeritus members are not subject to the tenure limits.

3.1.3 Vacancies

A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering the occupant permanently incapable of participating in the management and affairs of the Corporation. A vacancy may also be declared by the Board of Directors for any member of the Board who fails to actively participate and attend meetings on a regular basis as provided in section 3.1.5 below. The Board shall have the right to fill a vacancy of the Board regardless of whether the person was appointed or elected by the Members.

3.1.4 Tenure

All board members shall serve a tenure of not more than two (2) consecutive three-year terms, except for the President or past President of the Board who may serve no more than three (3) consecutive three-year terms.

A Director shall be eligible for re-election to the Board of Directors at any annual meeting of the Members following the annual meeting upon which his or her applicable consecutive term expires.

3.1.5 Removal

Any or all Directors who have been appointed or elected by the Members may be removed by the Members with cause, by the vote of 15% (fifteen per cent) of the active Members at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal question are provided in advance as provided elsewhere in the Bylaws. For purposes of these Bylaws, "with cause" shall mean, in the judgment of the Members, the board member has engaged in conduct that is a material breach of their fiduciary duties, policies, or bylaws, or has committed acts that are grossly negligent, willful, or in bad faith, or has otherwise failed to perform their duties in a manner consistent with the organization's mission and values.

Any or all Directors who have been appointed or elected by the Directors may be removed by the Board of Directors, with or without cause, by the vote of a majority of the Directors then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal question are provided in advance as provided elsewhere in the Bylaws.

A Board member may be automatically removed from the Board for excess absences if they have missed three (3) unexcused absences from Board meetings in a single calendar year.

Notwithstanding the forgoing, the Board of Directors of the Corporation may remove a Director even if elected or appointed by the Membership pursuant to the provisions of RCW 24.03A.530(5).

3.2 Annual Meeting.

The Board shall meet annually during the second quarter of the calendar year for the election of officers and the transaction of such other business as may lawfully come before the meeting. The Annual Board Meeting shall follow immediately after the Annual Membership Meeting. All members may attend the annual meeting of the Board of Directors.

3.3 Board Meetings

Regular meetings of the Board of Directors shall normally be held at least six (6) times per calendar year. The time and place of each regular meeting shall be determined by the President or by action of the Board of Directors. It shall be the duty of the Secretary to give ten (10) days' notice of such meetings to each Director in person, by email, electronic communication, mail or telephone. The Board Chair may also schedule educational, non-voting, study sessions of the Board.

3.4 Special Meetings.

Special meetings of the Board shall be held whenever called by the Secretary upon the direction of the President or upon written request of any two Directors. It shall be the duty of the Secretary to give at least forty-eight (48) hours' notice of such meetings in person, by email, mail or telephone to enable the Directors so notified to attend such meetings.

3.5 Quorum for Meetings.

A majority of the Directors serving in office shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws.

3.6 Electronic or Telephonic Participation.

Meetings of the Board of Directors or any committee designated by the Board of Directors may be held by remote communication pursuant to RCW 24.03(a)-390 to RCW 24.03(a)-480 to the greatest extent practical. Any communications platform used must permit all persons participating in the meeting to hear each other at the same time. Participation by such means constitutes full attendance.

ARTICLE 4
GENERAL OFFICERS

4.0 Election.

The officers of this Corporation shall be President, Vice President, Past President, Secretary and Treasurer, and such other officers as may be determined and selected by the Board. Each officer will be a member of the Board. The Board, at its annual meeting, shall elect officers. The officers so elected shall hold office for a period of one year or until their successors have been elected.

4.1 Duties of Officers.

4.1.1 President. The President shall preside at all meetings of the Board of Directors and the Executive Committee and shall discharge such duties as from time to time are delegated by the Board. The President shall see that all orders and resolutions of the Board are carried into effect and shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so from the Board.

4.1.2 Vice President. The Vice President shall discharge the duties of the President in the event of the President's absence or disability for any cause and shall perform such additional duties as are prescribed from time to time by the Board.

4.1.3 Past President. The immediate Past President shall be a resource to the Board and the Executive Committee and perform additional duties as are prescribed by the Board. The Past President shall Chair the Governance Committee.

4.1.4 Secretary. The Secretary shall keep or cause to be kept the records and correspondence of the Corporation under the direction of the President. The Secretary shall ensure that notice of all meetings of the Board is given, shall ensure that true minutes are kept of all meetings of the Board, and shall discharge such other duties as shall be assigned by the President or the Board. In case of the absence or disability of the Secretary, the Board may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability. The Secretary shall Chair the Communications Committee.

4.1.5 Treasurer. The Treasurer shall keep or cause to be kept account of all monies, credits, and property of the Corporation and keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have oversight of all the funds and assets of the Corporation and shall ensure deposit of the same in such banks or depositories as the Board shall designate. The Treasurer shall keep or cause to be kept proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board, and shall submit a report of the accounts and financial condition of the Corporation at each Board business meeting and at the annual meeting of the Members. In general, the Treasurer shall perform all the duties that are incident to the office of Treasurer, subject to the Board instruction, and shall perform such additional duties as may be prescribed from time to time by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant treasurer to perform the duties of the Treasurer during such absence or disability. The Treasurer shall Chair the Finance Committee.

ARTICLE 5

COMMITTEES

5.1 Executive Committee

The officers of the Corporation and the chairs of all standing committees of the Board shall serve as an Executive Committee of the Board and shall have such authority as the Board designates by resolution to take actions necessary to conduct corporate business between meetings of the Board.

Minutes of the Executive Committee meetings shall be shared with members of the Board and the Executive Committee shall report to the Board at its meetings. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at all Executive Committee meetings.

The Executive Committee shall have and may exercise, between meetings of the Board, all of the authority of the Board in the management of the general affairs of the Corporation except that the Executive Committee shall not have authority with respect to the following matters:

a) The approval of actions requiring Member approval pursuant to the Bylaws, Articles of Incorporation or the laws of the State of Washington;
b) The filling of vacancies or removal on the Board or on any committee of the Board, including the Executive Committee;
c) The amendment or repeal of these Bylaws or the adoption of new bylaws; and/or
d) Sale or transfer of any asset of the Corporation involving more than five thousand dollars ($5,000.00).

5.2 Standing Committees

There shall be the following standing committees: Communications, Fellows Program, Finance, Fund Development, Governance, Selection, and Senior Fellows Program. Each shall comprise a minimum of one Board Director plus Senior Fellows, except Governance as described below.. Committees shall have a minimum of three members.

The President shall select and appoint the Chairs of all committees and, in consultation with those chairs, approve the members of the standing committees. Committee member's skill sets should match the identified needs of the Committee.

The chairs of all standing committees shall be Directors unless otherwise approved by the President and shall not serve as chair of such committee for more than three consecutive years, unless otherwise approved by the Board.

Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall

have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, her or them by law.

5.2.1 Finance Committee

The Finance Committee shall oversee the financial status of the organization including the preparation of an annual budget. The finance committee oversees and monitors the organization's financial policies, insurance coverage, banking relationships and fiscal separation of duties. The finance committee assists the Chief Executive Officer with budget preparation. It coordinates with the Fund Development Committee on business planning and funding needs. It shall be chaired by the Treasurer.

5.2.2 Selection Committee

The Selection Committee shall seek and review Fellows' nominations, establish a timeline and process for the selection of Fellows, and work with the Chief Executive Officer to seat a class. The committee shall maintain the integrity of the nomination process. It may review and revise the nomination process from time to time.

5.2.3 Fellows Program Committee

The Fellows Program Committee in coordination with the Chief Executive Officer shall oversee the quality of the current class program. It shall consult with contracted Class facilitators on Class progress and recommendations. It shall review and recommend changes in curriculum and oversee formal program evaluation.

5.2.4 Communications Committee.

The Communications Committee shall work closely with the Chief Executive Officer to develop and distribute information that expands community awareness of ALF's contributions to the community and increases donor support, Senior Fellow engagement, and nominations to Fellows classes. The committee shall guide ALF communication and marketing strategy including brand, voice and tone, consistency,

relevant impact stories, and communication methods and channels. This committee is convened and meets on an as-needed basis.

5.2.5 Senior Fellows Program Committee

The Senior Fellows Program Committee shall plan, design, implement and evaluate engagement opportunities that build value for ALF Senior Fellows. It shall work to keep the ALF Senior Fellows network active and engaged.

5.2.6 Fund Development Committee

The Fund Development Committee, in partnership with the Chief Executive Officer, shall oversee the development of a strategic business and financial plan to ensure the financial health of the Corporation. It shall assist the Chief Executive Officer by reviewing current funding strategies, and identifying potential sources of individual and corporate gifts. It shall support the Chief Executive Officer in making funding requests that help operate and maintain the programs of the Tacoma-Pierce County Chapter. It shall lead the Senior Fellows fundraising effort.

5.2.7 Board Governance Committee

The Board Governance Committee shall propose a slate of Board candidates to the membership for its approval, provide orientation for new Board members and ensure that all Board members are engaged and accountable. It shall also propose a slate of officers for the Board and chapter representatives to the National ALF Board for the Board of Director's approval. It shall propose necessary updates and additions to the Organization's Bylaws and policies for a vote of the Board. The committee shall be composed solely of Board members.

5.2.8 Other Committees.

The Board shall have the authority to establish other committees by resolution of the majority of the Board.

ARTICLE 6
ROLES AND RELATIONSHIPS

Chief Executive Officer

The Board of Directors shall select and employ a Chief Executive Officer, qualified by education and experience who shall manage the affairs of the Corporation. The Chief Executive Officer shall be given

the necessary authority and responsibility to operate the Corporation in all its activities, subject to such policies as may be issued by the Board of Directors. The Chief Executive Officer shall employ and supervise qualified, competent individuals to manage the affairs of the Corporation.

The duties, authority and responsibility of the CEO shall be established by the Board of Directors and contained within a job description which may be changed from time-to-time.

Compensation. The compensation of the Chief Executive Officer shall be recommended by the members of an Executive Committee and approved by the Board of Directors.

ARTICLE 7
APPOINTMENTS

The Board may appoint agents or employees as it deems necessary who will have such authority and perform such duty as shall from time to time be prescribed by the Board. All appointed agents shall hold their respective position at the pleasure of the Board and may be removed from office or discharged at any time with or without cause, provided that the removal without cause shall not prejudice contractual rights, if any, of such agents.

ARTICLE 8
AMENDMENTS

These Bylaws may be amended by the Board at any meeting of the Board by the affirmative vote of a majority of the Directors, provided that notice of the proposed amendment shall be given to each Director in writing at least ten (10) days prior to such meeting. The Bylaws may also be amended without a meeting by the unanimous written consent of the Directors.

ARTICLE 9
INDEMNIFICATION

Indemnification of Directors, Officers, and Employees. The Corporation shall, to the fullest extent authorized by Washington law as it now exists or may subsequently be amended to broaden said rights, indemnify any person who has served at any time as a Director, Officer, or employee of the Corporation

and is made a party to a proceeding, brought or threatened, because of the person's service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE 10
DISSOLUTION

8.1 Distribution of Net Assets.

In the event the Corporation is dissolved, the Board of Directors, after paying or adequately providing for its debts and obligations, shall distribute the net assets of the Corporation to nonprofit funds, foundations, recognized associations, or organizations having the same or similar purposes as the Corporation and which at the time have established their tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or comparable provisions of subsequent legislation).

8.2 Trusts and Endowments.

In the event the Corporation is dissolved, all trusts and endowments held by the Corporation at the time of dissolution shall be distributed to such organizations in a manner which will assure continuity of the trust or endowment and continuity of the purpose for which the trust or endowment was created. Should any trust or endowment provide for continuity under the circumstances of corporate dissolution, the terms of the trust or endowment shall prevail.

ARTICLE 11
RULES

In the absence of any provision in these Bylaws to the contrary, all meetings of the Board of Directors, and all committees of the Board of Directors of the Corporation shall be governed by Robert's Rules of order.

Kurt Fremont , being the Secretary of the American Leadership Forum Tacoma- Pierce County Chapter, hereby certifies that the foregoing Bylaws, as amended, were approved by the Board of Directors of the Corporation on date. These Bylaws amend and restate all prior versions in their entirety.

Signature

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Kurt Fremont, Secretary