COUNCIL OF MULTIPLE LISTING SERVICES

BYLAWS

Revisions effective January 1, 2025

I. NAME, OFFICES, REGISTERED AGENT, PURPOSE

1.1 Name. The name of the corporation shall be Council of Multiple Listing Services ("CMLS" or "Corporation") and it shall be formed as a not-for-profit corporation pursuant to the Washington Nonprofit Corporation Act (the "Act") by filing the Articles of Incorporation ("Articles") with the Secretary of State of the state of Washington.

1.2 Principal Offices of the Corporation. The principal office of the Corporation shall be located at such place as the Board of Directors may from time to time designate.

1.3 Registered Agent. The Board of Directors (sometimes herein referred to as the "Board") shall select and designate a registered agent for the Corporation in each state in which the Corporation is required to maintain or appoint a registered agent.

1.4. Purpose. The purpose of CMLS is to advocate for the real estate multiple listing services ("MLS") industry and to provide facilitation of information and management ideas to empower members (and their constituents) to meet the challenges of changing technology, legal issues, and organizational structures in the MLS industry.

II. MEMBERSHIP

2.1 Classes of Members. The Corporation shall have three classes of membership: Class A, Class B, and Class C. Additional classes of membership may be established by amendment to these Bylaws.

2.1.1 Class A Members. Any real estate multiple listing services organization or any organization operating a real estate multiple listing service shall be eligible for Class A membership (also referred to as "Regular Members") of the Corporation, upon submission of the membership application and payment of any required fees and/or dues.

2.1.2 Class B Members. Any vendor, consultant, or other organization that provides products and services to the real estate industry shall be eligible for Class B membership (also referred to as "Business Partner Members") of the Corporation, upon submission of the membership application and payment of any required fees and/or dues.

2.1.3 Class C Members. Any other organization not adequately described in Classes A or B may be eligible for Class C membership upon approval from the Board of Directors on such terms and conditions as the Board of Directors shall, from time to time, determine.

2.2 Dues and Charges.

2.2.1 Membership fees, dues and/or other charges; the time for payment thereof; and procedures in the event of delinquency; shall be as established, from time to time, by the Board of

Directors.

2.2.2 Membership fees, dues and/or other charges are non-refundable, unless the Board specifies otherwise.

2.3 Restrictions on Membership.

2.3.1 Transfer of Membership. Membership in the Corporation is not transferable or assignable by the member. Organization name changes are not considered transfers or assignments for the purpose of this section.

2.3.2 No Authority to Take Action. No member shall have any power or authority to take any action on behalf of the Corporation or to bind the Corporation.

2.3.3 No Endorsement. Except as expressly permitted by the Board of Directors in writing, no member shall state or imply in any advertisement or other public communication that the Corporation endorses, recommends or supports the use of the member's service or product.

2.4 Member Committees. The Board of Directors may create such committees, task forces, or other working groups as the Board deems appropriate and the Board shall determine the makeup, including the appointment of members and a chairperson, the authority, and operating procedures of such committees, task forces, or working groups.

2.5 Termination of Membership. The Board of Directors may, by two-thirds affirmative vote, suspend or expel a member for (a) cause, after an appropriate hearing; (b) becoming ineligible for membership; or (c) failure to pay the membership fee, dues and/or other charges owed by the member.

2.6 Member Resignation. Any member may resign by submitting written notice to the Corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any membership fees, dues and/or charges accrued and unpaid by the member.

2.7 No Membership Certificates. No membership certificates of the Corporation shall be issued.

III. MEMBERSHIP MEETINGS

3.1 Annual Meetings. At the discretion of the Board of Directors, the Annual Membership Meeting of the Corporation may be held at the designated Annual Conference each year or at such time and place as the Board of Directors may determine.

3.2 Special Meetings. Special meetings of the membership may be called by the Chair, the Board of Directors, or not less than twenty-five percent of the membership entitled to vote at such meeting.

3.3. Notice of Member Meetings. The Chair, or the Secretary/Treasurer, shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, by facsimile transmission or by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating 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. At any time, upon the written request of not less than twenty-five percent of the members entitled to vote at the meeting, it shall be the duty of the Secretary/Treasurer to give notice of a special meeting of members to be held at such date, time and place as the Secretary/Treasurer may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary/Treasurer shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the first class mail postage prepaid properly addressed to the member at his or her address as it appears on the records of the Corporation. Notices by electronic transmission must be delivered in accordance with Article III Section 9 of these Bylaws.

3.4. 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 law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

3.5. Membership Quorum. Fifty-one percent of the membership of the Corporation entitled to vote must be present in person to constitute a quorum for the transaction of business at any annual or special meeting of the membership. In the event a quorum is not present, a majority of the members so represented may adjourn, and a second notice will be sent, and members attending the second membership meeting, in person, shall constitute a quorum.

3.6 Voting.

3.6.1 General Matters. For general matters submitted to a vote at a meeting of the members, each Class A and each Class B Member will be entitled to one vote.

3.6.2 Board of Director and Officer Elections and Appointments. Elections shall be carried out in accordance with procedures adopted by the Board of Directors and these Bylaws.

(a) Class A Members shall be entitled to vote for the election of the Board of Directors. Each Class A Member shall be entitled to a number of ballots according to that Class A Member's subscribership as follows:

Class A Members with 20,000 or more subscribers shall be entitled to 10 ballots.
Class A Members with 10,000-19,999 subscribers shall be entitled to 6 ballots.
Class A Members with 3,000-9,999 subscribers shall be entitled to 3 ballots.
Class A Members with 2,999 or fewer subscribers shall be entitled to 1 ballot.

Each Class A Member shall be entitled to the above number of ballots regardless of the number of Director positions to be elected.

(b) Only the Board of Directors shall be entitled to vote for the Officers of the Corporation.

(c) *Voting by mail or by electronic means*. Election of members of the Board of Directors and Officers may, at the discretion of the Board of Directors, be taken by ballot without a

meeting in writing by postal mail or other electronic means pursuant to which the members or Directors entitled to vote are given the opportunity to vote. In such case, a written ballot shall be sent to each member entitled to vote in the election prior to or at the open of the election. The written ballot shall contain the names of the candidates and the terms for which they are running. The candidate(s) with the highest number of votes for each open position shall be elected without regard to the number of votes cast by Members or Directors. No candidate shall be required to obtain a majority of votes cast. In the event of a tie between leading candidates, the election shall be decided by the toss of a coin.

(d) The Class B Directors shall be appointed by the then-current Board of Directors.

3.6.3 Proxies. No voting by proxy will be authorized.

3.7. 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 with respect to the subject matter thereof. 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. Any such written consent shall be inserted in the record of minutes as if it were the minutes of a meeting of the members.

3.8. Meetings by Telephone. Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of 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.

3.9. Electronic Transmission. The Corporation may deliver to a member: notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other documents may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

IV. BOARD OF DIRECTORS

4.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

4.2 Number; Composition. The Board of Directors shall consist of not less than three or more than twenty-one Directors. No person may serve more than eight consecutive years as a Director, including service as an Officer (other than CEO), Class A Director, and Class B Director. The Board of Directors shall have the following composition:

4.2.1 Officer Directors. All Officers except the CEO are Directors;

4.2.2 Class A Directors. Up to twelve Directors; and

4.2.3 Class B Directors. Up to three Directors.

As permitted under the Act and the Articles, the number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Chair of the Board of Directors may appoint non-voting members to serve in advisory positions upon approval and confirmation by a two-thirds vote of the Board of Directors.

4.3 Qualifications. Each Director shall be an employee of an active member, in good standing, of the Corporation. If the member organization of any Director fails to renew or maintain its active membership in the Corporation or if the relationship between the Director and his or her member organization is severed, then the individual is no longer eligible to serve as a Director. In addition to the foregoing requirements, the Board of Directors may not include more than one individual from a member organization. Additional qualifications for director candidates shall be subject to any qualification policy adopted by the Board of Directors.

4.4 Term; Elections and Appointment.

4.4.1 Class A Directors. Class A Directors shall serve in staggered four-year terms. Up to six of the Class A Directors shall be elected annually by members in accordance with Section 3.6 and shall serve commencing on January 1 of the following year.

4.4.2 Officer Directors. Officer Directors shall serve their terms according to Section 5..

4.4.3 Class B Directors. Class B Directors shall be appointed by the then-current Board to serve a three-year term. Class B Directors shall serve commencing on January 1 of the following year.

4.5 Vacancies. Vacancies occurring on the Board of Directors for any position may be filled by a majority vote of the remaining members of the Board of Directors. An individual so appointed shall serve for the unexpired term of his/her predecessor. Any term served by a Director appointed to fill a vacancy does not count towards any term limit.

4.6 Attendance. Failure of a member of the Board of Directors to attend three consecutive meetings either in person or via phone of the Board of Directors in an annual twelve-month period, without an approved excused absence, shall automatically constitute his/her resignation as a member of the Board of Directors. Directors, excluding the Chair, may request an excused absence from the Chair prior to a Board meeting, which the Chair shall provide in his or her reasonable discretion. The Chair may notify the CEO prior to or after a Board meeting if the Chair will be absent from a meeting.

4.7 Resignation. Any Director may resign at any time by delivering written notice to the Chair or the Secretary/Treasurer, or by giving oral or written notice at any meeting of the Board. 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.

4.8 Removal.

4.8.1 Removal by Members. At a meeting of members called expressly for that purpose, one or more Officers or Directors may be removed from office, with or without cause, by two- thirds of the votes cast by Class A and Class B Members then entitled to vote on the election of Directors represented in person at a meeting of members at which a quorum is present.

4.8.2 Removal by the Board. Upon a petition signed by the majority of Directors, with proper notice to the Director who is the subject of such petition, any Director may be removed from the Board with cause, at any time, by a two-thirds vote of the Board of Directors after an appropriate hearing; any hearing procedure shall be in accordance with the policy adopted by the Board of Directors.

4.9 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall, from time to time, be designated by the Board of Directors. The members of the Board of Directors shall be notified either in writing or via electronic means of the time and place of regular Board of Director meetings, no less than 7 days prior to the meeting; such meeting shall be held in person or via phone at the discretion of the Board. Upon each member being so notified, no further notice of regular meetings need be given unless the time and place thereof is changed.

4.10 Special Meetings. Special meetings of the Board of Directors may be called at any time by or at the request of the Chair or any three members of the Board of Directors. The persons calling the special meeting shall give notice of the purpose thereof to the Chair and CEO of the Corporation. The Secretary/Treasurer shall then fix the date, place and time of the meeting and give notice thereof, and of its purpose, to all of the members of the Board of Directors at least five days in advance of the meeting.

4.11 Meeting by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of 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.

4.12 Board Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if consent in writing, setting forth the action so taken, is executed by all of the Directors entitled to vote, and is approved by a quorum of the members of the Board of Directors or committee members as the case may be. At the discretion of the Chair, the Executive Committee may conduct official Corporation business by telephone, fax, email or written consent. 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. Any such written consent shall be inserted in the record of minutes as if it were the minutes of a Board meeting.

4.13 Board of Directors Quorum. Presence of fifty-one percent of the then-current members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special Board of Directors meeting. A quorum for any regular or special meeting may be established

through a combination of physical and virtual presence. If a quorum is not present at a meeting, a majority of the Board present may adjourn the meeting from time to time without further notice.

4.14 Conflicts of Interest; Confidentiality; other policies. Every Director shall agree to and comply with the conflict of interest policy adopted by the Board of Directors. In addition to any confidentiality obligations under the Act, every Director shall agree to and comply with the confidentiality policy adopted by the Board of Directors. Every Director shall agree to and comply with other governance policies as adopted by the Board of Directors.

4.15 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. In the event of a tie vote of the Board of Directors, the Chair shall cast a vote as the tie-breaking vote.

4.16 Presumption of Assent. A member of the Board of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail or via electronic transmission to the Secretary/Treasurer of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member who voted in favor of such action.

4.17 Compensation. Members of the Board of Directors shall not receive any compensation for acting as such, but may be reimbursed for expenses incurred in the business of the Corporation in accordance with reimbursement and expense policies adopted by the Board of Directors, or in the discretion of the Board of Directors.

4.18 Submission of Acts for Approval by Members. The Board of Directors, at its discretion, may submit any contract, resolution, act or proposition for approval or ratification at any meeting of the membership and unless otherwise specifically provided by law, any contract, resolution, act or proposition that shall be approved or ratified by the majority vote of the membership present at that meeting shall be as valid and binding as if it had been approved or ratified by every member of the Corporation and by the Board of Directors.

4.19 Board Committees. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Officers or Directors. Such committees shall have and exercise the authority of the Board 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 consolidations 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 revoke proceedings therefor; 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 member of any responsibility imposed upon it, him or her by law.

4.19.1 Executive Committee. There shall be an Executive Committee consisting of the Chair (non-voting except as provided below), the Vice Chair, the Secretary/Treasurer, the Immediate Past Chair, and the CEO (non-voting). The Executive Committee shall transact business of an emergency or delegated nature, negotiate any contract or contract renewal between the Corporation and the CEO, and administer the finances and routine business of the Corporation between meetings of the Board of Directors; and shall report the substance of any actions to the Board of Directors at its next meeting. At the discretion of the Chair, the Executive Committee may conduct business by telephone, fax, email or written consent. A majority of the Officers shall constitute a quorum. In the event of a tie vote of the Executive Committee, the Chair shall cast the tie-breaking vote.

4.19.2 Nominations Committee. The Chair shall appoint a Nominations Committee with no fewer than five members of the Board of Directors, including the Immediate Past Chair, who will serve as the committee chairperson. The members of the Nominations Committee shall serve a one-year term; provided that any member of the Nominations Committee shall cease to serve in such capacity if he or she is no longer a member of the Board of Directors. Subject to Board approval, the Nominations Committee shall establish policies for the nominations of persons as Directors; such policies may include reasonable information disclosure requirements for prospective Director candidates and deadlines for submission of proposed nominations. The Nominations Committee shall submit a list of nominees for projected Board of Directors vacancies to the Board of Directors before the open of the election.

4.19.3 Committee Quorum; Manner of Acting. A majority of the number of Directors or Officers composing 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.

4.19.4 Resignation from Board Committee. Any member of any committee may resign at any time by delivering written notice thereof to the Chair, the Secretary/Treasurer, or the chairperson 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, the acceptance of such resignation shall not be necessary to make it effective.

4.19.5 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove any member of any committee elected or appointed by it.

4.20 **Indemnification**. The Corporation shall indemnify each 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 (other than an action by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Director or Officer of the Corporation, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, association, trust or other enterprise, against expenses (including attorneys' fees), judgments, fined, and amounts paid in

settlement actually and reasonable incurred by the person in connection with the action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Act, any bylaw, or agreement. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Act as in effect at the time of the adoption of these bylaws or as amended from time to time.

V. OFFICERS

5.1 Officers. The Officers of the Corporation shall be the Chair, Vice Chair, Immediate Past Chair, Secretary/Treasurer, and Chief Executive Officer ("CEO") (ex officio). No two offices may be held by the same person. The title "Chair" corresponds with "President" and "Vice Chair" corresponds with "Vice President" under the Act.

5.2 Term. Officers shall be elected annually by the Board of Directors in accordance with Section 3.6; provided the last person to hold the position of Chair serves as Immediate Past Chair unless that person is unable or unwilling to serve, in which chase the Chair may appoint any person as Immediate Past Chair. An Officer remains a Class A Director while holding office if, at the time of election to the office, one or more years remained on the Officer's term as director. All officer positions are one-year term positions.

5.3 Resignation. Any Officer may resign at any time by delivering written notice to the Chair, the Secretary/Treasurer, or to the Board, by giving oral or written notice at any meeting of the Board. 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.

5.4 Removal. Upon a petition signed by the majority of Directors, with proper notice to the Officer who is the subject of such petition, any Officer may be removed from the Board, at any time, by a two-thirds vote of the Board of Directors after an appropriate hearing; any hearing procedure shall be in accordance with the policy adopted by the Board of Directors.

5.5 Officer Vacancies. A vacancy in any Officer position may be filled by a nomination from the Chair of a then-current Class A Director and confirmed by majority vote of the Board of Directors for the unexpired portion of the term.

5.6 Officer Qualifications. A person must have completed at least one year as a Class A Director before holding an Office. Only a person who served in the preceding year as a Class A Director or Officer is eligible to hold an office. A person must be a Class A director to be an Officer, except that a person may hold the Immediate Past Chair position if their term as Class A Director has expired. No person may serve more than two consecutive years in the same office, and no person may serve more than five consecutive years as an Officer. Consecutive years of service as an Officer count toward consecutive years of service as a Director under Section 4.2. Additional qualifications for officer candidates shall be subject to any qualification policy adopted by the Board of Directors.

5.7 General Duties of Officers.

5.7.1 Chair. The Chair shall preside over meetings of the members and the Board. The Chair shall be *ex officio* a non-voting member of all committees that may, from time to time, be constituted by the Board of Directors. In addition, the Chair shall perform all other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Directors. The Chair shall have oversight and direct supervision of the CEO, subject to any limitations prescribed in writing by the Board.

5.7.2 Vice Chair. In the absence of the Chair, or his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

5.7.3 Immediate Past Chair. The Immediate Past Chair shall assist the Chair in the discharge of his or her duties and may direct and shall perform such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors.

5.7.4 Secretary/Treasurer. The Secretary/Treasurer shall (a) keep and maintain, or cause to be kept and maintained, the minutes of the proceedings of the Board of Directors and membership meetings; (b) give, or cause to be given, all notices which must be given under these Bylaws or by statute; (c) be custodian of the Corporation records; (d) keep, or cause to be kept, a register of the post office address of each member; (e) keep and maintain, or cause to be kept and maintained full and accurate books and records of the Corporation; (f) send or cause to be sent to the Board such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board; (g) participate in the development of the annual budget and in the monitoring of actual financial performance in relation to the budget; and (h) in general, perform all other duties assigned from time to time by the Chair or by the Board of Directors.

5.7.5 Chief Executive Officer. In addition to the other Officers, the Corporation shall employ a Chief Executive Officer ("CEO"), appointed by a majority vote of the Board of Directors of the Corporation, who shall be the managing executive officer of the Corporation and shall, subject to the ultimate authority of the Chair, have the primary supervisory responsibility and authority for management of the Corporation, implementation of the policies of the Corporation, as determined by the Board of Directors, and for the overall management of the property, business, and affairs of the Corporation. The CEO shall have the authority to hire, supervise, evaluate and terminate other staff and shall perform such other duties as prescribed by the Board of Directors. The CEO shall execute all documents and instruments which are required in the ordinary course of the Corporation's business, or which are required by law to be executed by the Corporation. Transactions outside the ordinary course of the Corporation's business shall be subject to any policy adopted by the Board of the Directors and shall require the approval of the Chair. The CEO shall perform other such functions as may be prescribed by the Board of Directors, from time to time.

VI. CORPORATION FUNDS; CONTRACTS; LOANS

6.1 Deposits. All funds of the Corporation, including investments, other than a reasonable amount for petty cash, shall be deposited, in the name of the Corporation, in such banks or other depositories as the Board of Directors shall select.

6.2 Checks. Subject to any policy adopted by the Board of Directors, all disbursements by the Corporation, other than small amounts from petty cash, shall be by check, draft or wire transfer if previously approved by the Secretary/Treasurer or other Officers of the Corporation.

6.3 Contracts. Subject to any policy adopted by the Board of Directors, the Chief Executive Officer has the sole authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority is vested subject to the limitations set forth by the Board of Directors or these Bylaws.

6.4 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution adopted by majority vote of the Board of Directors. Such authority, when granted, will be confined to specific instances.

VII. ADMINISTRATIVE PROVISION

7.1 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 Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class of membership, if applicable of each member and Director, and any of the name and post office addresses 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 member of three months standing or to a representative of more than five percent of the membership.

7.2 Fiscal Year. The fiscal year of the Corporation shall be the twelve months ending December 31.

7.3 Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in the then-current version Roberts' Rules of Order on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

VIII. AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by vote of a majority of Directors in office, except that this Article VIII may only be amended by unanimous action of the Board of Directors. Such an action may be taken at a regular or special meeting for which written notice of the purpose shall be given. These Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IX. GENERAL PROVISIONS

9.1 Dispute Resolution. In the event of a dispute between or among any members of the Corporation, or between a member and the Corporation, the disputing members and/or the Corporation shall first attempt to negotiate a mutually agreeable resolution to the dispute within

thirty (30) days after one or more members notify the other member(s) and/or Corporation in writing that a dispute exists. If the dispute cannot be resolved through negotiation, then the members and/or Corporation agree to submit the dispute to non-binding mediation underthe AAA Rules before a mutually agreeable mediator, or if agreement on a mediator cannot be reached, then to a mediator chosen by the AAA.

9.2 Applicable Law. These Bylaws shall be construed and enforced in accordance with the laws of the State of Washington, without giving effect to the principles of conflicts of law thereof.

9.3 Severability. If any provision of these Bylaws is held to be illegal, invalid or unenforceable, the provision shall be fully severable, and these Bylaws shall be construed and enforced as if the illegal, invalid, or unenforceable provision had never constituted a part of these Bylaws, and the remaining provisions of these Bylaws shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance from these Bylaws.

9.4 Entire Agreement. These Bylaws are the final integration of the agreement of the parties with respect to the matters covered by it and supersedes any prior understanding or agreement, oral or written, with respect thereto.

9.5 Notice. Except as otherwise provided by these Bylaws, any notice to be given or to be served in connection with these Bylaws must be in writing and shall be deemed to have been given when delivered personally, deposited in the United States mail, postage prepaid, or sent electronically; if to the Corporation, at or to its registered office, or by email at the email address of the Corporation as indicated on the Corporation's website for notice from members, and if to a member, at or to the address or email address specified in its membership application. At any
time, by giving five days' prior written notice to the Corporation, a member may designate another address in substitution of the foregoing address as the address to which notice is to be given to it.