

**AMENDED
BY-LAWS
OF**

**PARKS, ARTS, RECREATION AND CULTURAL FOUNDATION OF
THURSTON COUNTY
(PARC Foundation)**

ARTICLE I.

MEMBERS AND TRUSTEES

1. The Trustees shall be elected by a majority of the board and the board shall consist of not fewer than four (4) nor more than fifteen (15) individuals residing in Thurston County, Washington who shall manage all the affairs of the corporation.
 - A. When possible, the trustees shall include one member from either the park and recreation board or commission or the arts board or commission of Lacey, Olympia, Tumwater, and Thurston County.
 - B. In selecting the additional trustees, consideration shall be given to:
 - (1) Persons associated with units of local governments in Thurston County other than those listed above;
 - (2) Persons with expertise in raising and administering funds, such as attorneys and officials of financial institutions; and
 - (3) Persons of varied backgrounds from Thurston County with a demonstrated interest in enhancing parks, arts, recreation, or culture.
2. Each of the trustees shall hold office for a term of three (3) years.

ARTICLE II.

MEETING OF BOARD OF TRUSTEES

1. **ANNUAL MEETING.** The annual meeting of the Board of Trustees shall be between January 1st and April 30th of each year at a time and place fixed by the Board of Trustees.
2. **REGULAR MEETINGS.** Meetings of the Board of Trustees shall be scheduled on a regular basis.
3. **NOTICE OF MEETINGS.** Notice of the time and place of meetings of the Board of Trustees shall be given by the President by mail, e-mail, or personal communication over the telephone or otherwise, at least (10) days prior to the meeting date.
4. **QUORUM.** A majority of the Board of Trustees (excluding open/vacant positions) shall constitute a quorum for the transaction of business. Any act of the majority of trustees present at a meeting at which a quorum is present shall be an act of the Board of Trustees. At any meeting of

the Board of Trustees at which a quorum is present, any business may be transacted, and the board may exercise all of its power.

5. SPECIAL MEETINGS. Special meetings may be called by any trustee or trustees. Special meetings may be called only for urgent business that must be concluded before a regular meeting can be convened as set forth in these by-laws. Notice of special meetings must be given by in-person communication or personal telephone communication (not messages). All trustees must be notified as soon as possible after the decision to call a special meeting is made. The dates of special meetings shall be set to allow the maximum possible notice under the circumstances, but in no case less than three days' notice. The trustee or trustees calling special meetings shall certify in writing that they have made all reasonable efforts to notify all trustees of special meetings, including dates, times, and methods by which they attempted to notify trustees, and whether these attempts were successful. For special meetings, a quorum shall be all trustees present, but in no case fewer than three trustees.

ARTICLE III.

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or by the laws of the State of Washington, to be taken at a meeting of the trustees of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE IV.

OFFICERS

1. OFFICERS ENUMERATED. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Trustees, each of whom shall be annually elected by the Board of Trustees from its membership and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of the Trustees may prescribe.
 - A. THE PRESIDENT. The President shall exercise the customary powers pertaining to the Office of President. The President shall preside at meetings of the Board of Trustees.
 - B. THE VICE PRESIDENT. The Vice President shall act as President when the President is absent or disabled.
 - C. THE SECRETARY. The Secretary shall keep the written record of Board proceedings.
 - D. THE TREASURER. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited into the appropriate accounts all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Trustees. The Treasurer shall perform all of the duties incident to the office of Treasurer.

2. VACANCIES. Vacancies in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting.
3. REMOVAL. Any officer may be removed by the Board of Trustees whenever in its judgment the best interest of the corporation will be served thereby.

ARTICLE V.

PERSONAL LIABILITY

To the fullest extent permitted under Washington law, the personal liability of trustees and officers of this corporation for monetary damages is eliminated. Furthermore, the corporation shall indemnify and hold harmless to the fullest extent permitted under Washington law any person made a party to any proceeding by reason of the fact that he or she is or was a trustee or officer, against judgments, penalties, fines, settlements, and reasonable expenses including advances.

ARTICLE VI.

ADMINISTRATIVE AND FINANCIAL

1. FISCAL YEAR. The fiscal year of the corporation shall be from January 1st to December 31st.
2. FISCAL ACCOUNTS. The treasurer or fiscal agent designated by the Board of Trustees will maintain an administrative account and any other types of funds and investment accounts deemed necessary by the Board of Trustees. The administrative account may charge any other established accounts(s) of the foundation a management fee of no more than three percent (3%) annually to cover the foundation's administrative cost.
3. LOANS PROHIBITED. No loans shall be made by the Corporation to any to any Trustees or officers.
4. AMENDMENT OF BY-LAWS. These By-Laws may be amended or repealed by the affirmative vote of a majority of the Board of Trustees at any annual, regular or special meeting of the board.
5. RULES OF PROCEDURE. The rules of procedure at meetings of the Board of Trustees of the corporation shall be the rules contained in Robert's Rules of Order on parliamentary procedure, as amended, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation, or any resolution of the Board of Trustees.

ARTICLE VII.

ADOPTION OF BY-LAWS

The By-Laws outlined above were duly amended and adopted by the Board of Trustees on the _____ day of _____, 2003.

James D. Reddick
President of the Board of Trustees