

BYLAWS
OF THE
LINCOLN COUNTY ECONOMIC DEVELOPMENT COUNCIL

ARTICLE I
NAME AND LOCATION

1.1 Name. The name of this Corporation is the Lincoln County Economic Development Council.

1.2 Principal Office. Until changed by appropriate resolution of the Board of Directors ("Board"), the principal office of this Corporation is located at P.O. Box 1304, 303 6th Street, Davenport, WA. 99122.

ARTICLE II
DEFINITION/CONSTRUCTION

Unless the context clearly requires otherwise, all words or terms used in these Bylaws which are given special meaning or definition in the Washington Nonprofit Corporation Act, RCW Ch. 24.03 ("the Act"), have the same meaning and usage as contained in the Act. These Bylaws shall be interpreted in accordance with the provisions of the Act and/or the general law of the State of Washington. To the extent that any provision of these Bylaws conflicts with the Act or the general law of the State of Washington, such offending provision shall be deemed amended to conform therewith.

ARTICLE III
PURPOSE

3.1 Purposes. The purposes for which this Corporation is formed and shall conduct its affairs are as follows:

3.1.1 To operate exclusively for social welfare purposes, within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended or hereafter recodified ("501(c)(3)"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under '501(c)(3).

3.1.2 To the extent not inconsistent with the foregoing, to act and to engage in any other business, trade or activity which may lawfully be conducted by a Washington nonprofit corporation pursuant to the Act.

A. To resolve some of the issues that stem from the distressed rural economy in Lincoln County. The goals are to increase business activity and capital investment, extend employment opportunities, retain current employment opportunities and enhance the overall economy of Lincoln County, Washington, by encouraging cooperation and communication in economic development activities with the following objectives:

- i. To insure that adequate industrial facilities are available to meet the needs of existing and potential manufacturers.
- ii. To develop new markets for area products and services.
- iii. To insure the availability of investment capital.
- iv. To bring the public and private sectors together to develop and implement an action plan or local economic development.
- v. To diversify the region's economic base; to reduce its vulnerability to economic declines and to encourage the development of new high growth industries.
- vi. To assist private-for-profit businesses in expanding and in improving their economic viability.
- vii. To create a favorable climate for business development in the region.

B. To provide education and employment training opportunities to residents of Lincoln County, Washington with the following objectives:

- ii. To coordinate work-force education, employment and training services in Lincoln County, Washington.
- iv. To encourage the utilization of and participation in Lincoln County, Washington's employment services.

- C. Work directly with the county and municipal governments of Lincoln County with the following objectives:
- vi. To encourage the development of healthy local economies through long-range community planning.
 - vii. To assist member organizations in securing state and federal assistance to address economic development and public works needs that cannot be met with local funds.
- D. To promote Lincoln County as a whole with the following objectives:
- i. To encourage inter-governmental cooperation.
 - ii. To provide a forum for the regular exchange of ideas.
 - iii. To market the economic potentials of Lincoln County, Washington.
 - iv. To maintain a Lincoln County data bank.
 - v. To represent regional interests at the state, interstate and national levels.
 - vi. To conduct and coordinate regional planning efforts.
- E. To cooperate with all levels of government local, state and federal and with all interested private individuals and legal entities in the furthering of all such purposes; to accept and use any federal or state aid funds available and any private funds which may be made available to the corporation for its uses and purposes; to make all necessary studies and surveys, to borrow money; to buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade or otherwise to acquire or dispose of real or personal property; to exercise these powers commonly exercised by natural persons and to do all acts or things useful or incidental to the purposes for which this corporation is constituted.

ARTICLE IV
MEMBERSHIP

4.1 Membership. Active Membership in this Corporation shall be individuals or entities doing business in Lincoln County desirous of furthering the objects and purposes of this Corporation. These individuals or entities must also contribute monetarily by payment of dues or provision of in kind services and meet any additional requirements contained in the Bylaws or as determined by resolution of the Board of Directors ("Board").

4.2 Dues/In Kind.

4.2.1 Membership Dues. Membership dues shall be determined by the Board at its annual meeting. Initial dues shall be paid within thirty (30) days of becoming a Member. Annual dues shall be paid on or before May 31st. The Board reserves the option to waive the initial dues. The Treasurer will direct staff to notify Members whose dues are sixty (60) days in arrears, and those Members whose dues are not paid within thirty (30) days after such notice will not be in "good standing" and may be dropped from Membership, by action of the Board.

4.2.2 In Kind Services. In the discretion of the Board, certain Members may be permitted to provide in kind services, such as accounting or legal services, in lieu of payment of Membership dues.

4.3 Certificates of Membership. Certificates of Membership may be issued. If issued, certificates shall be numbered, and the name of each Member shall be entered in the Membership register as the certificates are issued. The form of the certificates shall be approved by the Board and certificates shall exhibit the Member's name and be signed by the President and the Secretary.

ARTICLE V

MEETINGS OF MEMBERSHIP

5.1 Annual Meeting. An annual Membership meeting shall be held between June 1st and December 31st of each and every year at such date and time and at such location as is designated by the Board for the purpose of electing Directors.

5.2 Special Meetings. The President at the request of twenty-five percent (25%) of the Members or the Board may call special Membership meetings for any purpose. All special meetings shall be held at the office of this Corporation unless another location is designated in the notice of meeting.

5.3 Notice of Meeting. Written, printed or electronic notice stating the place, day and hour of the annual meeting and, in case of a special meeting, the day, hour, place and purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, or by e-mail to each Member entitled to vote at such meeting.

5.4 Voting. Each Member in good standing is entitled to one (1) A majority vote of the Members present at a meeting at which a quorum exists (or existed prior to withdrawal) shall the election of Directors.

5.5 Quorum. Twenty percent (20%) of the Members entitled to vote represented in person or by proxy shall constitute a quorum at all Membership meetings.

5.6 Proxies. At all Membership meetings, a Member may vote by written proxy dated and signed by the Member or by the Member's authorized attorney-in-fact. Such proxy (including the Member's executed power of attorney, if applicable) shall be filed with the Secretary before the meeting is called to order. Unless otherwise provided in the proxy, a proxy shall be invalid thirty (30) days after the date of its execution. No proxy shall be valid for more than eleven (11) months after the date of its execution.

5.7 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles of Incorporation ("Articles"), or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.

5.8 Order of Business. The order of business at the annual Membership meeting is as follows:

- a. Calling of the role and certifying proxies;
- b. Acknowledging that a quorum does or does not exist;
- c. Election of Directors
- d. Adjournment.

5.9 Minutes. Minutes shall be kept at all Membership meetings of all acts and discussions during the meetings in books maintained for that purpose and retained in the office of this Corporation.

ARTICLE VI **DIRECTORS**

6.1 General Powers. The business and affairs of this Corporation shall be managed by the Board.

6.2 Number, Tenure and Qualifications. The Board is composed (9) nine to eleven (11) Directors who must be individual Members or representatives of entity Members. The number of Directors may be changed from time to time by amendment to these Bylaws. The Board will be made up of diverse representation of private business enterprise, public development authorities, chambers of commerce and local government officials.

6.3 Selection of Directors.

6.3.1 Nominating Committee: Consists of the majority of the Board of Directors. Nominations are to be presented at the Annual Membership Meeting for the purpose of election. Additional nominations can come from the floor from “Good Standing Members”.

6.3.2 Notice: Within ten (10) days after the Secretary's receipt of the nominations of the Nominating Committee, the Secretary shall include the names of those nominated and the petition procedures for additional nominations as set forth in section 6.3.3 below in the Notice of the annual meeting.

6.3.3 Other Nominations: Members may also nominate one or more candidates by filing a petition listing their nominee(s) with the Secretary. Nominations coming from the floor can be declared by voice at the annual membership meeting. If a written ballot is used, a write-in vote will be acceptable for the election.

6.3.4 Election Procedure: The Secretary shall, after the deadline for submission of petitions, and prior to the annual Membership meeting, cause a ballot to be prepared setting forth the names of all persons nominated for election to the Board. The election shall be held at the annual Membership meeting. No quorum of Members shall be required in order to hold the election. The election shall be chaired by the President. The election shall be by voice vote (or other method of voting as selected by the President) of the Members in good standing present at the meeting. The nominees receiving the largest number of votes shall be declared elected and they shall take office effective immediately. The Secretary shall publicize the election results to the Board, Members and public forthwith.

6.4 Annual Meeting. The annual Board meeting is to be held without notice in conjunction with and at the same place as the annual Membership meeting.

6.5 Regular Meetings. The Board shall convene regular meetings monthly. The monthly meeting location may rotate around the Lincoln County region. The time and place posted on the Lincoln County EDC website. At all regular meetings, the Board may undertake all acts authorized or permitted by these Bylaws, the Articles or the Act.

6.6 Special Meetings. Special Board meetings may be called by or at the request of the President or Vice-President, any six (6) Directors, or twenty-five percent (25%) of the Members.

6.7 Notice. Written notice of each special Board meeting shall be delivered personally, mailed or e-mailed to each Director at least seven (7) days before the meeting. The attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened; provided that any Director though objecting who thereafter participates in any business conducted at such meeting is deemed to have waived such objection. Unless required by other provisions of these Bylaws, the Articles or the Act, neither the business to be transacted, nor the purpose of any regular or special Board meeting need be specified in the notice or waiver of notice of such meeting.

6.8 Quorum and Adjourned Meetings. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting and continue it to a later date and time certain without further notice. At any reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the adjourned meeting. Directors present at a properly called meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

6.9 Action by Communication Equipment. Members of the Board or any Committee appointed by the Board may participate in the meeting of such Board or Committee by means of a conference phone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means will constitute presence, in person, at a meeting.

6.10 Manner of Acting. Each Director is entitled to one (1) vote on each issue addressed at Board meetings. Except as provided with respect to filling a vacancy on the Board in section 6.12, the act of the majority of the Directors present at a meeting at which a quorum is present (or if a quorum was present initially and Directors withdraw leaving less than a quorum) is the act of the Board.

6.11 Removal. A Director may be removed from the Board as follows:

6.11.1 After three (3) unexcused absences from regular Board meetings within any twelve (12) month period, by a majority vote of the Board, excluding the Director sought to be removed, without notice, at any regular Board meeting.

6.11.2 By a two-thirds (2/3) vote of the Board, excluding the Director sought to be removed, whenever in the opinion of the Board the best interests of this Corporation would be served by such removal; provided that any such removal shall only be undertaken following notice at a special meeting called for that purpose.

6.12 Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the Directors present at any regular Board meeting or special Board

meeting called for that purpose, though less than a quorum. A Director appointed to fill a vacancy shall serve in office and until his/her successor is elected and qualified. .

6.13 Presumption of Assent. A Director present at a Board meeting at which action on a corporate matter is taken is presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or he/she files a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or he/she forwards such dissent by certified U.S. mail, return receipt requested, to the Secretary within one (1) day after the adjournment of the meeting. A Director who votes in favor of such action may not dissent.

6.14 Action by Directors Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if a written consent setting forth the action taken or to be taken is signed by the majority of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. Further, such consent has the same force and effect as a unanimous vote, and may be stated as such in any documents filed for the public record.

6.15 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles or the Act, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.

6.16 Minutes. Minutes shall be kept at all Board meetings of all acts and discussions during the meetings in books maintained for that purpose and retained in the office of this Corporation.

6.17 Salaries. The Directors shall act without pay or compensation. They may, however, be paid or reimbursed by this Corporation for their actual expenses incurred on behalf of this Corporation by authorization or ratification of the Board.

6.18 Ex-Officio Members. The President has the authority to appoint Ex-Officio Members to the Board (Ex-Officio Directors), for a term of one (1) year coinciding with the term of the President. Ex-Officio Directors are eligible to serve on all Committees and task forces and be active in all aspects of corporate activities. Ex-Officio Directors have full voting rights on all Committees and task forces on which they are serving, but are not eligible to vote or to make motions on matters brought before the Board. Each Ex-Officio Director must be either an individual Member or representative of an entity Member.

ARTICLE VII

EXECUTIVE COMMITTEE

- 7.1 Executive Committee. There shall be an Executive Committee of the Board comprised of four (4) Directors, who shall consist of the President, the Vice-President, the Secretary and the Treasurer
- 7.2 Authority. The Executive Committee shall review all activities of this Corporation and acts of the Board and Committees, make recommendations for actions to be taken by this Corporation to the Board, shall prepare and propose an annual budget for adoption by the Board and shall review and approve all non-budgeted expenditures. In addition, the Executive Committee shall have the authority to undertake all acts that may be hereafter authorized in these Bylaws.
- 7.3 Vacancies. Vacancies on the Executive Committee shall be filled by the President.
- 7.4 Meetings. The Executive Committee shall meet as directed by the President.
- 7.5 Quorum. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.
- 7.6 Voting. Each member of the Executive Committee shall have one (1) vote on each issue addressed at Executive Committee meetings. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present is the act of the Executive Committee.

ARTICLE VIII

OFFICERS

- 8.1 Number. The Officers shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom is elected by the Board.
- 8.2 Election and Term of Office. The Officers shall be elected by the Board at each annual meeting. If the election of Officers is not held at such meeting, the election shall

be held as soon thereafter as is convenient. Each Officer shall hold office until the next annual meeting and until his/her successor shall have been elected and qualified, unless he/she dies, resigns or is removed.

8.3 Nomination of Officers: The President shall, no less than ten (10) days prior to the annual Board meeting, appoint a Nominating Committee to nominate Officers for election and report to the Board at its annual meeting. Officers may be elected from those nominated by the Nominating Committee, or from those nominated from the floor by Directors.

8.4 Removal. Any Officer may be removed by the Board by a majority vote with or without cause at any time, but such removal is without prejudice to the contract rights, if any, of the person so removed. Election of an Officer does not of itself create contract rights.

8.5 Vacancies. A vacancy in any office caused by death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term.

8.6 President. The President is the chief executive officer and, subject to the Board's control, shall supervise all of the business and affairs of this Corporation. The President shall preside over all Board, Executive Committee and Membership meetings. With the Secretary or other Officer authorized by the Board, the President may sign all contracts and other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws exclusively to the President or to some other Officer or agent of this Corporation or is required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties customarily incident to the office of a President and such other duties as may be prescribed by the Board from time to time.

8.7 Vice-President(s). In the absence of the President, or the President's inability or refusal to act, or in the event of the death of the President, the Vice-President (or in the event of more than one Vice-President, the Vice-President who was first elected to such office and is designated as First Vice-President) shall perform the duties of the President, and when so acting, has all the powers of and is subject to all the restrictions upon the President. Vice-Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

8.8 Secretary. The Secretary shall oversee the staff in the following duties: (a) keep the minutes of Membership, Executive Committee and Board meetings; (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; (d) keep a register of the post office address of each Member as furnished to the Secretary by each Member; (e) have general charge of the Membership and minute books of this Corporation; and (f) perform all duties customarily incident to the office of a Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

8.9 Treasurer. The Treasurer shall oversee the staff in the following duties(a) charge and custody of and responsibility for all funds and securities of this Corporation; (b) receive and give receipts for monies due and payable to this Corporation from any source whatsoever, and deposit all such monies in the name of this Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and (c) in general perform all of the duties customarily incident to the office of a Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surety or sureties as the Board shall determine.

8.10 Salaries. The Officers shall not receive salaries unless otherwise provided by the Board. They may, however, be paid or reimbursed by this Corporation for their actual expenses incurred on behalf of this Corporation by authorization or ratification of the Board.

ARTICLE IX **COMMITTEES**

9.1 Committees Authorized. The Board, by resolution, may designate and appoint committees, including Standing Committees (hereinafter defined), each of which shall consist of one (1) (or more) Director. No Committee shall have the authority of the Board in reference to amending the Articles or these Bylaws, adopting a plan of merger or consolidation, recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of this Corporation other than in the usual and regular course of its business, or recommending to the Members a voluntary dissolution of this Corporation. The creation and existence of any Committee and the delegation of authority thereto shall not operate to relieve the Board or any Director of any responsibility imposed by these Bylaws or the Articles. All Committees shall keep regular minutes of all acts and discussions during their meetings and shall cause them to be recorded in books kept for that purpose in the office of this Corporation.

ARTICLE X **EXECUTIVE DIRECTOR**

10.1 The Executive Committee shall employ an Executive Director. The Executive Director is the principal administrative officer of this Corporation, has charge of the day-to-day management of the property, business, employees and affairs of this Corporation and shall perform such other functions and duties as may be assigned by the Executive Committee.

10.2 The compensation and benefits of the Executive Director shall be determined by the Executive Committee.

ARTICLE XI
CONTRACTS, LOANS, CHECKS AND DEPOSITS

11.1 Contracts. The Board may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances.

11.2 Loans. No loans shall be contracted on behalf of this Corporation and no evidence of indebtedness may be issued in its name unless authorized, in advance, by the Board.

11.3 Loans to Officers and Directors. No loans shall be made by this Corporation to its Members, Officers or Directors.

11.4 Checks, Drafts, Etc.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of this Corporation, shall be signed by such Officer or authorized agent and in such manner as is determined by the Executive Committee.

11.5 Deposits. All funds of this Corporation not otherwise employed shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as is determined by the Executive Committee.

ARTICLE XII
FISCAL YEAR

The fiscal year of this Corporation starts on July 1.

ARTICLE XIII
LIMITATION OF LIABILITY

No Director or Officer is liable for acts, defaults or omission of such Director or Officer or of any other Director or Officer or for any liability, damage or loss sustained by this Corporation or any Member or Director, unless the same was proximately caused by or resulting from the willful misconduct or gross negligence of such Director or Officer.

ARTICLE XIV
INDEMNIFICATION

15.1 Each Director or Officer now or hereafter serving this Corporation and each person who at the request of and on behalf of this Corporation is now serving or hereafter serves as a Director or Officer of any other corporation, whether for profit or not for profit, and his/her respective heirs, executors and personal representatives, shall be indemnified by this Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he/she shall be adjudged in

such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duties; but such indemnification shall not be deemed exclusive of any other right to which such person may be entitled under these Bylaws, the Act or any agreement, vote of the Board, Executive Committee, Members or otherwise; provided that there shall be no indemnification of any Officer or Director under circumstances where indemnification would be contrary to the Act.

15.2 The indemnification provisions as set forth in section 15.1 is in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law and shall inure to the benefit of the legal representatives or assigns of such person.

ARTICLE XV **LIMITATION ON AUTHORITY**

No Officer or Director shall use his/her authority as an Officer or Director as a means of furthering any personal, political or other aspirations, nor shall this Corporation as a whole take part in any activity or movement not in keeping with its real and established objects and purposes as set forth in the Articles, these Bylaws or any strategic plan, mission statement or other promulgation of the Board. Further, no Officer or Director shall take part in any act or transaction which would disqualify this Corporation as tax-exempt under 501(c)(3).

ARTICLE XVI **AMENDMENT OF BYLAWS**

These Bylaws or any provision hereof may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular meeting or special meeting called for that purpose.

ARTICLE XVII **BOOKS AND RECORDS**

This Corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Members, the Board and Committees; and shall keep at its office a register of the names and addresses of its Members. All books and records of this Corporation may be inspected by any Member whose dues are not in arrears, or his/her agent or attorney, for any proper purpose at any reasonable time and at his/her expense.

ARTICLE XVIII
RULES OF PROCEDURE

The rules of procedure at all Membership, Board and Committee meetings are the rules contained in Robert's Rules of Order on Parliamentary Procedure, duly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles or with any resolution of the Board.

Ron Groff, President

Date

CERTIFICATION

As the duly elected and qualified Secretary of the Lincoln County Economic Development Council, I hereby certify that the above is a true and correct copy of the Bylaws of the Lincoln County Economic Development Council adopted by the Board of Directors on October 28th, 2010.

Lynn McWhorter, Secretary

Date: _____