

BYLAWS OF THE GRIFFIN NEIGHBORHOOD ASSOCIATION

ARTICLE I. PURPOSE

The Griffin Neighborhood Association is a nonprofit corporation registered with the State of Washington.

The purposes of the Griffin Neighborhood Association are to preserve and enhance the quality of life in the Griffin area, foster a sense of community within the Griffin area, and attempt build a community consensus on major issues confronting the Griffin area. The Griffin area means an area encompassed by the boundaries of the Griffin School District, which generally is the greater Steamboat peninsula area of Thurston County. Major issues confronting the Griffin area include growth and land use issues, enhancing the natural environmental and aesthetics of the community, preserving the rural nature of the community, shoreline protection, habitat preservation, protecting water quality and availability, transportation issues, and school planning.

Typically, the following steps will be taken to reach community consensus and issue resolution: (1) Research an emerging issue as an honest broker of information; (2) raise awareness within the community of a particular issue using a variety of communication methods; (3) determine the community's options and, if necessary, provide a forum for debate; and (4) adopt a position on the issue and support that position before the appropriate decision makers, if a community consensus is determined to exist for these actions.

ARTICLE II. OFFICERS

The principal office of the Griffin Neighborhood Association shall be located at the residence of the President of the Association or at such other place as the Board of Directors may designate.

ARTICLE III. MEMBERS

Section 1. Annual Meetings.

An annual meeting of the members shall be held in the month of January, at a place, date, and time selected by majority vote of the Board of Directors, for the purpose of electing directors and for the transaction of any other business that may come before the meeting.

Section 2. Special Meetings.

A special meeting of the members, for any other purpose or purposes, may be called by the President on the President's own initiative and at a place, date, and time selected by the President. A special meeting shall be called by the President

when requested by a majority of the Board of Directors. When a special meeting is called at the request of a majority of the Board, the Board by majority vote shall also select the place, date, and time for the meeting, and the President shall call the meeting at the place and on the date and at the time so selected.

Section 3. Meeting Notice.

The Secretary of the Board shall prepare written notice stating the place, date, and hour of the annual meeting and of any special meeting and shall provide the same to the members, either personally or by mail, not less than 10 nor more than 50 days before the meeting. In the case of a special meeting, the Secretary's notice shall also include a statement of the purpose of the meeting.

Section 4. Quorum and Voting Rights.

The members of the Association who paid their membership dues at least three days prior to an annual or special meeting of the members, and who are present at the meeting, shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Eligibility and Term of Membership.

Any person owning property or residing within the Griffin area is eligible to become a member of the Griffin Neighborhood Association. The Board may condition membership upon the payment of a fee set by the Board and designed to defray some of the Association's expenses. The Board shall prescribe the term of membership. The Board may accept a petition for membership from any other interested person and allow this person to become a member of the Griffin Neighborhood Association.

Section 6. Membership List.

The Secretary shall maintain a complete list of the members in alphabetic order.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers and Qualifications.

The affairs of the Griffin Neighborhood Association shall be managed by the Board of Directors. Board members shall serve without compensation. Each Board member must be a current member of the Association and be who is elected or appointed to that position as provided in this Article.

Section 2. Number and Tenure.

There shall be no fewer than ten and no more than 17 directors on the Board. Each director shall be elected to a two-year staggered term of office by the general membership at an annual meeting and shall serve until the director's successor has been elected and qualified. A director may succeed himself or herself.

Initial staggering of terms of office shall be accomplished in 2007 by the Board selecting by lot those positions to be filled at the annual membership meeting held in 2008, with the remaining positions to be filled at the annual membership meeting held in 2009. Half of the positions shall be filled at the annual membership meeting held in 2008, if an even number of director positions exists, or a simple majority of the number of positions shall be filled at the annual membership meeting held in 2009, if an odd number of director positions exists.

Whenever a new director position is filled by election at the annual membership meeting or by appointment of the board, the regular term of the new position shall be designated so that no more than a simple majority of the regular membership terms normally would be filled at any annual membership meeting.

Section 3. Meetings.

The Board shall hold a regular meeting not more than 30 days after each annual meeting of the membership at which it shall elect its officers. The Board shall hold such other meetings: (a) as the President believes appropriate and which are scheduled by the President; or (b) as may be called and scheduled by any three members of the Board.

Section 4. Meeting Notice.

Notice of any Board meeting shall be given at least five days before the meeting. Notice may be given personally, by mail, by electronic means, or by telephone. If mailed, notice shall be deemed to be delivered when deposited in the United States mail.

Section 5. Quorum.

A majority of the members serving on the Board shall constitute a quorum for the transaction of business.

Section 6. Executive Committee.

The Board of Directors may create an Executive Committee of the Board and vest in the committee those powers and duties possessed by the Board which the Board believes should be exercised by the Executive Committee. If an

Executive Committee is created, then a majority of the directors appointed to the committee shall constitute a quorum for the transaction of business and the provisions of Section 4 shall apply to the committee's meetings.

Section 7. Vacancies.

Any vacancy in the Board of Directors shall be filled by the majority vote of the remaining members of the Board and the person named to fill the vacancy shall serve for the remainder of the unexpired term.

ARTICLE V. OFFICERS

Section 1. Officers Specified.

The officers of the Griffin Neighborhood Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers that the Boards deems necessary.

Section 2. Elections and Terms.

The officers shall be elected annually by the Board of Directors at the first meeting of the Board held after each annual meeting of the members.

Section. 3. Removal.

Any officer may be removed from office by majority vote of the Board whenever, in the Board's judgment, the best interests of the Griffin Neighborhood Association will be served.

Section 4. Vacancy.

A vacancy in any office may be filled by the Board for the duration of the unexpired term.

Section 5. President.

Subject to the control and policies of the Board of Directors, the President shall:

(a) Be the principal executive officer of the Association and shall supervise all of the business and affairs of the Association;

(b) When present, preside at all meetings of the Board or of the Executive Committee of the Board, if such a committee is created;

(c) Be vested with the authority to sign, along with any other official designated by the Board, any contracts or other instruments authorized to be

executed by the Board. However, the Board may delegate the power to sign or execute a contract or instrument to any other officer or member of the Board; and

(d) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President.

In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary.

The Secretary shall:

(a) Keep the minutes of the members' and of the Board of Directors' meetings;

(b) See to it that all notices are properly given;

(c) Be custodian of the corporate records;

(d) Keep a record of all members that includes their mailing addresses, telephone numbers, and email addresses; and

(e) In general perform all duties incident to the office of Secretary and in general perform all other duties that may be assigned to the Secretary by the President or by the Board of Directors.

Section 8. Treasurer.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association. As such, the Treasurer shall receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in a financial institution selected by the Board or in accordance with policies adopted by the Board, and shall make such payments as shall be authorized by the Board. The Board may authorize officers and other members to be reimbursed for their expenses incurred in conducting the business of the Association and for purchases or payments they made on behalf of the Association.

ARTICLE VI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific interests.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE VIII. AMENDMENTS

These bylaws may be amended, repealed, or new bylaws adopted by a majority vote of the directors representing a majority of the Board of Directors at any annual meeting of the Board or Directors or at any special meeting of the Board when the proposed change has been set out in the notice of such meeting.