

## By-Laws of Mars Hill Fellowship

### A Nonprofit Corporation Without Members

#### Article I The Government

SECTION A – The senior leadership of Mars Hill Fellowship, also known as Mars Hill Church, shall be vested in a governing board of male elders/pastors, hereinafter referred to as the Council of Elders or the Eldership, which is composed of both paid and unpaid elders/pastors who follow the leading of Jesus who is the Senior Pastor of Mars Hill (1 Peter 5:1–4). To be considered as an elder, a man must have been called by God into leadership at Mars Hill (Acts 20:28) and be a man of the highest Christian character according to the qualifications of Scripture (1 Timothy 3:1–7; Titus 1:5–9). The Council of Elders shall be the Board of Directors for purposes of the Washington Nonprofit Corporation Act.

- Relation to God
  - A man – masculine leader
  - Above reproach – without any character defect
  - Able to teach – effective Bible communicator
  - Not a new convert – mature Christian
- Relation to Family
  - Husband of one wife – one-woman man, sexually pure
  - Has obedient children – successful father
  - Manages family well – provides for, leads, organizes, loves
- Relation to Self
  - Temperate – mentally and emotionally stable
  - Self-controlled – disciplined life of sound decision-making
  - Not given to drunkenness – without addictions
  - Not a lover of money – upright, not greedy
- Relation to Others
  - Respectable – worth following and imitating
  - Hospitable – welcomes strangers, especially non-Christians for evangelism
  - Not violent – even-tempered
  - Gentle – kind, gracious, loving
  - Not contentious – peaceable, not quarrelsome/divisive
  - Good reputation with outsiders – respected by non-Christians
  - Mutually submissive to the other elders

Additionally, he must competently and consistently accomplish the biblical duties of an elder/pastor which include:

- Prayer and Scripture study (Acts 6:4)
- Ruling/leading the church (1 Timothy 5:17)
- Managing the church (1 Timothy 3:4–5)
- Caring for people in the church (1 Peter 5:2–5)
- Giving account to God for the church (Hebrews 13:17)
- Living exemplary lives (Hebrews 13:7)
- Rightly using the authority God has given them (Acts 20:28)
- Teaching the Bible correctly (Ephesians 4:11; 1 Timothy 3:2)
- Preaching (1 Timothy 5:17)
- Praying for the sick (James 5:13–15)
- Teaching sound doctrine and refuting false teachings (Titus 1:9)
- Working hard (1 Thessalonians 5:12)
- Rightly using money and power (1 Peter 5:1–3)
- Protecting the church from false teachers (Acts 20:17–31)
- Disciplining unrepentant Christians (Matthew 18:15–17)

SECTION B – The Council of Elders determines the lead elder, who functions as the first among equals and is the lead pastor for the church. It is the duty of the lead elder to help lead the Council of Elders and the rest of the church in effectively obeying God’s leading as revealed in Scripture.

SECTION C – Selection as an elder pursuant to Article II below confers the authority to preach, administer the ordinances prescribed in Article IX below, marry, and enjoy all the rights and privileges accorded to licensed or ordained ministers under secular law.

SECTION D – No loan shall be made from the church to any director. Any director who assents to the making of such a loan shall be jointly and severally liable for its repayment.

## Article II The Eldership Process—Selection of Elders

SECTION A – The process of becoming an elder/pastor involves at least the following steps:

- The man must be a member in good standing at Mars Hill who has demonstrated the calling, character, and competency of an elder.
- The man must make his desire to become an elder known to one of the elders and be interviewed by the lead elder for approval.
- His nomination must be approved by the Executive Elders without objection from anyone on the Council of Elders.

- If accepted as an elder nominee, the man will then undergo a period of training and testing.
- Training, prior to becoming an elder, will include whatever is deemed necessary to enhance the nominee's understanding of an elder's responsibilities as outlined in Scripture.
- Upon completing his training and testing process, the man must be approved by all elders without objection to be introduced to the church members as an official elder candidate.
- If approved as an elder candidate, members of Mars Hill will be notified that he has met the criteria of an elder. Anyone in or out of the church having a concern regarding the man's qualifications to lead as an elder will have four weeks to notify the elders, who can investigate the matter to determine if there is any reason to disqualify the man.
- If the elders do not find any reason to reject the man as an official elder, an official final vote of the elders shall be taken and if there are no objections to his installation from any elder, the man will be installed by the laying on of hands, after which he shall be considered an ordained and licensed minister of the gospel.
- Selection as an elder does not result in contract rights as an employee. All employees are "at will" and the employment relationship may be terminated without regard to such person continuing to serve as an elder.

### Article III

#### The Eldership Service—Duration, Resignation, Removal

SECTION A – Once a man becomes an elder at Mars Hill it is expected that the man would continue to serve as an elder indefinitely.

SECTION B – If the elders determine that an elder needs an extended Sabbath for a season because of a legitimate need (e.g., illness, tragedy), then that elder can transition to an inactive and non-voting elder for a set period of time as determined by the lead elder.

SECTION C – To resign from the Council of Elders, an elder must notify the lead elder by letter, which the lead elder will then distribute to the other elders.

SECTION D – An elder who senses God's call to leave Mars Hill to help plant a Mars Hill-sponsored church plant should make his desire known to the lead elder. If the elders confirm his calling, the elder will be sent out with blessing to help lead another church.

SECTION E – Any credible charge of moral impropriety, doctrinal error, or anything else that could displease the Lord or harm Mars Hill, against an elder shall be investigated by a taskforce established by the elders. During the investigation, the elder in question shall not be allowed to vote on any church

matters and shall be placed on temporary leave. If the elder taskforce finds credible evidence of wrongdoing, the elder in question shall be tried by the elders according to the criteria of Scripture (e.g., James 3:1; 1 Timothy 5:19–21). A three-fourth's vote of the remaining elders is necessary in order to find an elder guilty of the charges. If such a verdict is rendered by the remaining elders, the consequences for such a finding shall be determined by the remaining elders, with any action (up to and including removal) requiring another three-fourths vote of the remaining elders. In such instance, the members of Mars Hill shall be notified in writing of the process and results.

#### Article IV The Eldership Structure and Procedure

SECTION A – Regarding the number of elders, there should always be a minimum of three elders without a maximum cap on eldership.

SECTION B – Elders shall be structured into multiple working teams with lead elders for those teams.

- Council of Elders – all Elders of Mars Hill Church
- Executive Elder Team – a small team of Elders, elected by the vote of the Council of Elders, who have organizational influence over the entire church and who can and will lead the organizational vision and mission of the church
- Departmental Elder Teams – each department builds a team of specialists to lead, pastor, and manage the department
- Site Elder Teams – each site will have a team of elders to pastor and manage the details of the site
- Ad Hoc Elder Teams – these are teams assembled on an as-needed basis to handle a particular project or process; these teams will be assembled for a particular season to deal with particular issues

SECTION C – The duties and powers of Departmental, Site, and Ad Hoc Elder Teams; the Executive Elder Team; and the full Council of Elders are set forth in Articles V, VI, and VII respectively.

SECTION D – The full Council of Elders shall meet monthly or as determined by the executive elder team. The executive elder team shall meet monthly or more frequently on an as-needed basis as determined by the members of the executive elder team. Departmental, Site, and Ad Hoc Elder Teams may meet weekly or on an as-needed basis to adequately discharge their duties of overseeing their areas of responsibility.

Except as otherwise specified in these bylaws, meetings of the Council of Elders or an elder team may be called by the lead elder for the particular team upon 24 hours notice (or, in an emergency, upon less than 24 hours notice) via electronic notice (e-mail), telephone, or personal notice.

SECTION E – Quorum for purposes of a meeting of the full Council of Elders or an elder team shall be a simple majority of the voting members.

SECTION F – Except as otherwise specified in these bylaws for a particular action, the decision of the Council of Elders or an elder team shall be determined by a majority vote of those present at the meeting.

#### Article V Departmental, Site, and Ad Hoc Elder Teams

SECTION A – Departmental, Site, and Ad Hoc Elder Teams may be established from time to time by resolution adopted by majority of the directors. The Departmental and Site Elder Teams shall be of indefinite duration; resolutions creating an Ad Hoc Elder Team shall specify the purpose and powers of such team and its duration. Subject to the limits specified in Section C, below, and RCW 24.03.115 or similar statute, a Departmental, Site, or Ad Hoc Elder Team shall have the powers and duties set forth in the resolution establishing such team.

SECTION B – The elders serving on a Departmental, Site, or Ad Hoc Elder Team shall be designated by the Council of Elders from time to time, and a particular elder may only be removed from an elder team by a decision of the Council of Elders.

SECTION C – No Departmental, Site, or Ad Hoc Elder Team shall have the powers or duties reserved for the Executive Elder Team or the full Council of Elders. The Departmental, Site, or Ad Hoc Elder Team shall notify the lead elder of any decision that might reasonably have church-wide significance in order to determine whether it should be submitted to the Executive Elder Team or full Council of Elders.

#### Article VI The Executive Elder Team

SECTION A – The executive elder team is a team of firsts among equals within the Council of Elders. The executive elder team needs to collectively have comprehensive oversight over every aspect of the church. Executive elders primarily need to spend time leading leaders, seeing the big picture, and must be able to think globally regarding church-wide issues that will impact all of Mars Hill. Executive elders need to be good team-builders that work for unanimity among the individual elder teams they lead. Executive elders must work as a team for the protection and health of the church, representing the best interests

of the entire church and not simply interests of a particular part of the church. This team needs to be filled with men who can make wise and efficient decisions as leaders trusted by the other elders and church members.

SECTION B – The size of the executive elder team shall be no less than four men and no more than seven men.

SECTION C – The executive elder team shall consist of men who meet the following criteria in addition to the qualifications and duties of an elder outlined in Article I:

- The elder must be a full-time employee of Mars Hill Church
- The elder must have served as an elder for at least one year
- The elder must nominate himself for consideration to be a member of the executive elder team.
- The elder must receive a two-thirds vote of approval by all elders
- If more than seven men meet these criteria, then those seven men receiving the highest number of votes will be accepted
- If there is a tie among two or more men for the seventh seat on the lead elder team, a new vote will be taken by all elders (on only the seventh position) with the man receiving the highest vote total being appointed to the lead elder team

SECTION D – The executive elder team will serve for a term of two years. Executive elder team terms shall commence on July 1. Every two years the process of electing the executive elder team shall be repeated. The election, by secret ballot, shall occur at the first all-elders' meeting of June preceding the end of the executive team's two-year term. Vacancies on the executive elder team shall be filled as soon as practical by the full Council of Elders.

SECTION E – Except for those powers and duties reserved for the full Council of Elders under Article VII, Section A and RCW 24.03.115 or similar statute, the following issues are reserved for determination by the executive elder team and may not be decided by a Departmental, Site, or Ad Hoc Elder Team:

- Establishing the overall vision for the entire church
- Purchase, sale, or rental of real estate
- Approving new services and venues
- Comprehensive operational budget line items
- Capital expenditures budget
- Hiring and firing of elders who are also employees (the employment status of an employee who is also an elder may be determined by the executive elder team, but such person's status as an elder is reserved to the full Council of Elders)
- Issues delegated or reserved to the executive elder team by resolution of the full Council of Elders

SECTION F – For an issue to meet the approval of the executive elder team it must receive a unanimous vote (abstention permitted).

SECTION G –Immediately following the election of the executive elder team pursuant to Section D, the full Council of Elders shall appoint members of the new executive elder team to serve as President, Vice President, Secretary, and Treasurer to serve as officers for purposes of the Washington Nonprofit Corporation Act. The president shall be the chief executive officer of the corporation and the lead elder/pastor of the church described in Article I, Section B. He shall chair the meetings of the Council of Elders and the executive elder team. The Vice President shall serve the role of president during the absence of the president. The treasurer shall maintain proper books of account for the church. The secretary (who shall not also be the president) will ensure official minutes of each executive team meeting are kept, as well as meetings of the entire Elder Council, and will keep on file and authenticate all pertinent minutes and other appropriate documentation used in making decisions and/or taking action. An officer may be removed as such by the full Council of Elders without regard to such person’s status on the executive elder team. A vacancy in any officer position shall be filled as soon as practical by the full Council of Elders.

## Article VII The Full Council of Elders

SECTION A – The following issues are reserved for the full Council of Elders, with any voting requirements other than simple majority specified for such issue.

- Election of an elder. Approval requires no objections (abstention permitted).
- Discipline or removal of elders. Voting requirements and procedure are set forth in Article III, Section E.
- Changes to and adoption of articles of incorporation or by-laws: three-fourths approval of all elders
- Any significant change to essential doctrine: three-fourths approval
- Election or Removal of Executive Elder Team or Officers: as set forth in Article VI, Section C
- All powers reserved for the full Council of Elders as described in RCW 24.03.115 or similar statute.

Furthermore, any decision by any elder team, including the executive elder team, may be overridden by a simple majority vote of all elders. An objection to a decision by the executive elder team may be brought by any elder, and the matter scheduled for a review and vote, provided the objection was brought within a month of the decision being made.

SECTION B – To ensure that there is full disclosure to all elders, proper notice of all proposals requiring a vote of the full council of elders or the executive elders shall be provided to all the elders at least 30 days in advance, unless a credible emergency exists. Detailed minutes and voting record of each executive elder team meeting, as well as all other elder team meetings where a vote is taken (e.g., departmental, site, ad hoc) shall be published and disseminated to the elders, with records kept on file. The following information shall also be provided to every elder:

- Annual financial statements from CPA review
- Annual salaries and benefits list
- In-house prepared quarterly financial statements
- Quarterly church-wide tithing/giving report

## ARTICLE VIII Indemnification

SECTION A – The corporation shall have the following powers:

1. Power to Indemnify. The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee, or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

2. Power to Pay Expenses in Advance of Final Disposition. The corporation may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter “advancement of expenses”); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of (a) a written affirmation of the director’s, officer’s, employee’s or agent’s good faith



belief that he or she has met the standard of conduct described in RCW 23B.08.510, and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

3. Power to Enter Into Contracts. The corporation may enter into contracts with any person who is or was a director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

4. Expansion of Powers. If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.

5. Limitation of Powers. No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

#### SECTION B – Indemnification of Directors, Officers, Employees and Agents.

1. Directors. The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

2. Officers, Employees, and Agents. The corporation, by action of its Board of Directors, may indemnify and hold harmless any person who is or was

an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the Board of Directors may determine.

3. Character of Rights. To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

4. Enforcement. A director ("Claimant") shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in Section 1.2 above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the Claimant is so entitled.

If a claim under this Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the Claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the Claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the Claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the Claimant is not so entitled.

5. Rights Not Exclusive. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, agreement, vote of disinterested directors, or otherwise.

SECTION C – Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or any person who, while a director, officer, employee or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act.

SECTION D – Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

SECTION E – Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

SECTION F – Applicable Law. For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

## ARTICLE IX

### Amendments to Articles, Bylaws, and Doctrinal Statement

Proposed amendments to the articles of incorporation or bylaws shall generally be approved by the executive elder team prior to submission to the full Council of Elders. Voting requirements for amendment are set forth in Article VII, Section A.

## ARTICLE X

### Members of Mars Hill Church

SECTION A – Mars Hill Church shall not have members for purposes of the Washington Nonprofit Corporation Act. The reference to “member” in these bylaws is a spiritual and theological term that does not have any civil effect for purposes of state law (Romans 12:45-5; 1 Corinthians 12:12-27). Consistent with the biblical concept of member and this Section A, members shall not have voting rights.

SECTION B – All persons desiring to unite with this Church shall sign an application to become a part of the fellowship, complete the required member process, sign the member covenant, and shall appear before at least one church member making a confession or reaffirmation of their faith in Jesus Christ as their Lord and Savior. Candidates coming in by transfer of letter from another church will follow the same procedure. Candidates having been approved by at least one church member must affirm by signature their agreement with the Doctrinal Statement and the Bylaws of Mars Hill. They must also agree to support in

worship, giving, and service, and satisfy other conditions of fellowship defined by the Council of Elders.

SECTION C – Church Discipline. The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Corinthians 5), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

1. Members of Mars Hill Church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by an elder team (e.g., site, departmental, ad hoc, executive, all-elder council), shall be subject to church discipline. Each potential case of discipline will be weighed on its own merits and dealt with according to the following Scriptural examples:

- When a Christian sins against another Christian (Matthew 18:15–22)
- When someone is a gossip (Proverbs 16:28; Proverbs 20:19; Corinthians 12:20–21)
- When someone who professes faith lives in sin without repentance (1 Corinthians 5:1–13)
- When someone continually blasphemes God (1 Timothy 1:18–20)
- When a Christian sins and is repentant (Galatians 6:1–5)
- When someone encourages false doctrine (Acts 20:25–31; 1 Timothy 1:4–7; 1 Timothy 4:1–8)
- When someone is a habitual doctrinal debater (2 Timothy 2:14–26)
- When someone will only listen to false teachers (2 Timothy 4:1–5)
- When someone is sincere but deceived (2 Corinthians 11:3–4, 13–15)
- When a teacher is in moral sin or doctrinal error (James 3:1)
- When an elder is in moral sin or doctrinal error (1 Timothy 5:19–21)

2. Members of Mars Hill Church are not guaranteed confidentiality regarding issues of church discipline, and understand that in submitting themselves to the authority of the church, issues of a sensitive or personal nature may become known to others. This includes, but is not limited to, notification of the authorities if a crime has been committed or if a real threat of someone being endangered exists (Romans 13:1–7), as well as other violations of scripture that may not result in physical danger.

3. Those who are members of the church or who regularly participate in church activities may be dismissed from the church by the agreement of at least two elders. The dismissal of a church member may be made known to all church members. If the offense is a publicly known matter the executive elder team has the discretion to determine if the member's discipline should be made known to the entire church (1 Corinthians 5:1–5).

4. A person dismissed from Mars Hill for disciplinary reasons may be reinstated to full membership if the person's repentance is accepted as genuine by the elder team that oversaw the person's discipline.

5. Each member of this church, and every other professing Christian who regularly attends or fellowships with this church, agrees that there shall be no appeal to any court because of a discipline process or dismissal. A member who is under discipline by the church, as defined in the previous paragraphs, forfeits and waives the right to resign from Mars Hill Church. Resignation is possible only by a member who is in good standing and who is not under any disciplinary action.

6. Separate and apart from the process of church discipline, but subject to the discretion and approval of an elder team (e.g., site, departmental, ad hoc, executive, all-elder council), a member, non-member regular participant in church activities, or other individual, may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

7. Separate and apart from the process of church discipline, but subject to the discretion and approval of an elder team (e.g., site, departmental, ad hoc, executive, all-elder council), members who have not met all of the criteria of church membership for a period of six months or longer may be removed as a member of Mars Hill Church and may be asked to no longer attend Mars Hill.

## ARTICLE XI Administrative Provisions

### SECTION A – Definitions.

“Deliver” means: (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers; (c) electronic transmission, in accordance with the director's or officer's consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers under Section B.

“Electronic transmission” means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

“Execute,” “executes,” or “executed” means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

Any term not defined in these Bylaws shall have the definition in Chapter 24.03 RCW, as presently enacted or hereafter amended.

#### SECTION B – Electronic Notice.

1. Consent to Electronic Notice. In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

2. Revocation of Consent to Electronic Notice. A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

SECTION C – Effective Date of Delivery. If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid. If the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.