

NORTH SLOPE HISTORIC DISTRICT
BY-LAWS

ARTICLE I - LAWS GOVERNING

The North Slope Historic District (herein after called the Corporation) shall be governed by and operated under provisions of the Washington Nonprofit Corporations Act and the Articles of Incorporation exclusively for and in furtherance of its stated purposes. In the event of conflict between these by-laws and the Washington Nonprofit Corporations Act (RCW 24.03), the Act shall govern. In no event shall any of the assets of Corporation be used contrary to the provisions of Section 170(c)(2)(B) of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

ARTICLE II - MEMBERSHIP

All adult residents and owners of residential and commercial property within the boundaries of the North Slope Historic District are members of this Corporation.

ARTICLE III • BOARD OF DIRECTORS

Section 1. General Powers. All property and business affairs of the corporation shall be managed by a Board of Directors. The Board of Directors has responsibilities as provided for by the Washington Nonprofit Corporations Act, Chapter 24.03 of the Revised Code of Washington.

Section 2. Number, Qualifications and Term of Service. The number of Board members shall be fifteen (15), but the number may be increased or reduced provided, however, that no such amendment shall operate to shorten the term of any serving Director to less than the term to which elected. Directors must be voting members. No person convicted of a felony shall serve as a Director or Officer of this corporation. No person shall be discriminated against for membership on account of race, color, religion, sex, age or national origin. Except as otherwise provided by these by-laws, the Directors shall be elected for a two (2) year term. (Amendment Number 2 to the North Slope Historic District By-Laws, Section 2 Rescinded, and new Section 2 added, the December 9, 2004)

Section 3. Election of Board. The initial Board of Directors of the corporation shall be those in the Articles of Incorporation and shall serve until the first annual meeting or until their successors are duly elected and shall qualify. Subsequently, Directors of the Corporation shall be elected by a majority vote of voting members present at the annual meeting. At the first annual meeting and at annual meetings thereafter, the voting membership shall elect or reelect all Board positions for a two (2) year term. In the event the voting membership increases the number of Directors as herein provided, the initial term of office of any new Director may be set at one (1) year, so that eventually an equal number of Directors shall be elected or re-elected at each annual meeting. The Directors elected shall be those persons receiving the greatest number of votes cast. Directors shall assume office upon completion of such election. In the event the annual election results in vacancies on the board because insufficient candidates ran for office, a majority of remaining Directors may subsequently appoint replacements to serve unfilled terms.

Section 4. Quorum and Manner of Acting. Except for actions requiring a commitment of Corporation funds, a majority of Directors present shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of

Directors unless otherwise provided by law, the Articles of Incorporation, or these by-laws. A quorum for any action requiring commitment of funds requires is a majority of elected Directors

Section 5. Resignation and Removal. Any Director or member of a Committee may resign at any time by notice to the Chair of the Board of Directors or to the Secretary of the Corporation. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director or member of a Committee may be removed for cause at any time by a majority of the whole Board of Directors at any regular or special meeting for which notice of the purpose was given.

Section 6. Vacancies. Any vacancy in the Board of Directors may be filled by the majority vote of the remaining Directors, though less than a quorum, at the next annual or regular meeting, or any special meeting called for that purpose. Each Director so elected shall hold office for the unexpired term of such vacant office.

Section 7. Compensation. Officers and Directors shall serve without compensation, except as provided for through reimbursement of authorized expenses under these by-laws.

ARTICLE IV - OFFICERS

Section 1. Officers. The initial officers of the Corporation shall be those in the Articles of Incorporation and shall serve until the first annual meeting or until their successors are duly elected. Subsequently, the Directors will select from their members a President, a Secretary and a Treasurer to act as Officers of the Corporation. Officers will serve one (1) year terms at the pleasure of the Board. No two or more offices may be held by the same person.

Section 2. President. The President, subject to the control of the Board of Directors, shall have general supervision of the affairs of the corporation and attend generally to its executive business. He or she shall keep the Board of Directors and the voting membership appropriately informed on the business and affairs of the corporation. The President will serve as the Chair of the Board of Directors and act as alternate Treasurer as required.

Section 3. Secretary. The Secretary shall keep or cause to be kept minutes of the meetings of the Board of Directors, and general membership meetings. The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned by the Board or the President.

Section 4. Treasurer. The Treasurer shall have charge of and be responsible for the receipt, disbursement and safekeeping of all funds and securities of the corporation. The Treasurer shall deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws. From time to time, and whenever requested to do so, the Treasurer shall render a statement of the condition of the finances of the corporation to the Board of Directors. The Treasurer shall perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the Board of Directors or the President.

Section 5. Alternate Treasurer. In the absence of the Treasurer, the President shall

temporarily assume the functions of the Treasurer and be authorized to release funds for actions approved by the Board.

Section 6. Resignations. Officers may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein

Section 7. Removal of Officer. Any officer may be removed for cause, at any time, by the affirmative vote of a majority of Directors of the Corporation and the vacancy of the position, caused by such removal, will be filled as provided in these bylaws.

Section 8. Vacancies. Any vacancy of an office will be filled by the majority vote of the Board of Directors at the next meeting or at a special meeting called for the purpose, and each officer, so elected shall hold office for the unexpired term of such vacant office.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation may indemnify any Director or Officer or former Director or former Officer, for expenses, costs, and attorneys' fees actually and necessarily incurred by such Director or Officer in connection with any claim assessed against them because of having been or being such Director or Officer, except where such expenses, costs and attorneys' fees are proven to have been incurred through that Director's or Officer's misconduct. A finding of misconduct must be made by the Board of Directors in consultation with legal counsel, and be made part of the Corporation's record.

ARTICLE VII - MEETINGS

Section 1. Meetings will be conducted under provisions of Robert's Rules of Order.

Section 2. Place of Meeting. The Annual and General Meetings, and the regular or special meetings of the Board of Directors shall be held at any place designated by a majority of the Board of Directors present when selection is made or as otherwise provided in these by-laws.

Section 3. Annual and General Meetings. The annual meeting of the Corporation shall be the last scheduled meeting of each calendar year, usually held during the month of November. General Meetings will be held as required or desired. Publishing of meeting times and location in the Corporation's newsletter will constitute proper notification. Regular meetings of the Board of Directors shall be held as required or desired, but at least quarterly. (Original Sec. 3 rescinded and replaced by the above, 10/11/13)

Section 4. Board Regular and Special Meetings and Notice. Regular meetings will normally be held on a quarterly basis. Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary at the request of three or more Directors. Notice of such meeting(s), stating the time and place of the meeting, shall be given to each Director by mail, telephone, email, or personally. Such notice shall be given not less than four (4) days before the meeting. If notification is by mail, the notice will be posted at least six (6) days prior to the meeting. In all cases, the notice shall state the principal purpose or purposes of the meeting. (Original Section 4 Rescinded and replaced by amendment number 2 to the North Slope Historic District By-laws, December 9, 2004) (Section 4 rescinded and replaced by amending, 10/11/13.)

Section 5. Organization. At each annual meeting, the membership shall elect Directors by a majority members present at the meeting. The Directors will then appoint a President of the Corporation to act as Chair, a Secretary, and a Treasurer.

Section 6. Absence of Officers. In the absence of the President or Secretary at any meeting, the Directors present will appoint a temporary President or temporary Secretary to perform their function for that meeting.

Section 7. Order of Business. At all meetings of the Board of Directors, business shall be transacted in accordance with the agenda provided by the President and approved by a majority of Directors present.

Section 8. Attendance. Attendance by Board Members is expected at all properly noticed meetings. If circumstances preclude attendance, the President must be notified of the Member's expected absence prior to the scheduled meeting. When a Board Member has been absent for two (2) properly noticed meetings (without informing the President of the anticipated absence), the Board may declare the seat vacant in accordance with Article IV, Section 7 of these By-Laws. When the Board declares the seat vacant, the President shall notify that person in writing that he or she is no longer a Board Member. (New Section 8 added by Amendment number 2 to the North Slope Historic District By-laws December 9, 2004)

ARTICLE VIII - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Appointment and Powers. A Majority of the Board of Directors may designate one or more Committees, consisting of one (1) or more of the Directors of the corporation, and any number of members of the North Slope Historic District. To the extent provided in said resolution or in these by-laws, Committees shall have and may exercise the specific powers delegated by the Board of Directors to that committee in the management of their business and affairs. Such Committee or Committees shall have such name or names as may be determined from time to time by the Board of Directors. No such committee shall be empowered to amend the by-laws or to commit funds.

Section 2. Terms of Office and Vacancies. Chairs of committees shall serve in office for one (1) year or until the Committee Chair ceases to be a Director or has been removed as provided by these by-laws. Any vacancy in a committee shall be filled by the vote of a majority of the Board of Directors at the next meeting thereof. Interim Committee Chairs may be appointed by the Chair.

Section 3. Meetings. Regular meetings of each Committee, of which no notice shall be necessary, shall be held on such days and at such places as shall be fixed by agreement of a majority of all members of such Committee. Special meetings of each Committee will be called by the Committee Chair at the request of any two (2) members of such Committee, or in such other manner as may be determined by the Committee. Notice of each special meeting of a Committee shall be made to each member thereof at least two (2) days before the meeting. Each such notice shall state the time, place, and purpose of the meeting.

Section 4. Operation. Each Committee shall keep an informal record of its acts and proceedings and report the same from time to time to the Board of Directors.

Section 5. Resignations. Any regular or alternate member of a Committee may resign at any time by notice to the Chair of the Board of Directors or to the Secretary of the corporation if a Director, or to the committee chair if a member of the corporation. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein.

Section 6. Removal. Any regular or alternate member of a Committee may be removed for cause at any time by a majority of the whole Board of Directors at any regular or special meeting for which notice of the purpose was given.

Section 7 Quorum and Manner of Acting. Unless otherwise provided by the Board of Directors, a majority of a Committee present (including alternates when acting in lieu of regular members of such Committee) shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such Committee. The members of each Committee shall act only as a Committee and the individual members shall have no power except as specifically delegated by the Committee Chair.

Section 8. Compensation. Each regular or alternate member of a Committee shall serve without compensation except for reimbursement of authorized expenses as contained herein.

ARTICLE IX – NOTICE

Manner of Giving Written Notice. Any notice required by these by-laws to be given to any person may be delivered personally, emailed, telephoned, or may be given by depositing the same in the post office or letter box in a postpaid envelope addressed to such person at such address as appears on the books of the corporation. Notice by mail shall be deemed to be given six (6) days after postmarked. Notice by other means shall be deemed given when made.

ARTICLE X - SEAL

The corporate seal shall have inscribed thereon The North Slope Historic District, the year of its organization, and the words “Corporate Seal” and “Washington.”

ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year.

ARTICLE XII - AMENDMENTS

All by-laws of the corporation shall be subject to alteration, amendment, or repeal, and new by-laws not inconsistent with any provision of the Articles of Incorporation or law may be published at any time subject to an affirmative vote of the Board of Directors. Changes may be made and adopted by the vote of a majority of the Board of Directors at any annual, regular, or special meeting called for that purpose.

ARTICLE XIII - MEETINGS OPEN TO THE PUBLIC

Except as provided herein, all meetings of the Board of Directors, and all committees of the Board of Directors which have or may exercise powers of the Board of Directors shall be open to members of the Corporation. Executive meetings may be held to consider matters relating to individual members or Directors; proprietary information; litigation, and other matters requiring the confidential advice of counsel; commercial or financial information obtained from a person on a privileged or confidential basis; or the

purchase of property or services wherever the premature exposure of such purchase would compromise the legitimate interests of the corporation. If any such meeting is closed pursuant hereto, the Board or Committee involved shall within a reasonable time thereafter make available to the public a written statement containing an explanation of the reasons for closing the meeting. All general meetings of the membership of the society shall be open to the public and shall be without charge for admission. Special public events sponsored wholly or in part by the Corporation may require an admission charge. Such admission charge will be made public information prior to such event.

ARTICLE XIV - RECORDS AND AUDITS

Books, records and accounts of this corporation shall be kept in accordance with generally accepted accounting principles and shall be audited annually by an Audit Committee appointed under provisions of Article VIII and composed of at least one (1) Director and one (1) member.

ARTICLE XV – OFFICIAL WRITTEN AND E-MAIL COMMUNICATION

North Slope Historic District stationery (with heading) may be used for Board authorized and approved uses only. The only such approved uses are for the preparation of correspondence for signature of the Board Executive Committee members (that is the President, Secretary, and Treasurer) or by Committee Chairpersons or Committee Members when acting for the Board in a previously authorized capacity. Additionally, care should be taken when using your Email account for NSHD business. If there can be any doubt, be sure to make clear whether you are speaking for the NSHD or as an individual citizen. When acting for the Board, the restrictions and limits for use of official NSHD stationery apply for email use. (New Article, added as Amendment Number 1 to the North Slope Historic District By-Laws, June 7, 2004)

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of The North Slope Historic District and that the above and foregoing bylaws were adopted as the by-laws of said Corporation on the December 4, 2003 by the persons appointed in the Articles of Incorporation to act as the first Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this day of December 4, 2003.

Secretary
(Corporate SEAL)

Secretary
(Corporate SEAL)

Original Wording of By-Laws Prior to changes:

ARTICLE III • BOARD OF DIRECTORS

Section 2. Number, Qualifications and Term of Service. The number of Board members shall be twenty-one (21)), but the number may be increased or reduced provided, however, that no such amendment shall operate to shorten the term of any serving Director to less than the term to which elected. Directors must be voting members. No person convicted of a felony shall serve as a Director or Officer of this corporation. No person shall be discriminated against for membership on account of race, color, religion, sex, age or national origin. Except as otherwise provided by these by-laws, the Directors shall be elected for a two (2)) year term.

ARTICLE VII, MEETINGS

Section 4. Board Regular and Special Meetings and Notice. Regular and Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary at the request of three or more Directors. Notice of such meeting, stating the time and place of the meeting, shall .be given to each Director by mail, telephone, email, or personally. Such notice shall be given not less than four (4) days before the meeting. If notification is by mail, the notice will be posted at least six (6) days prior to the meeting. In all cases, the notice shall state the principal purpose or purposes of the meeting.

Amendment Number 1 to the North Slope Historic District By-Laws (approved at the June 7, 2004 meeting of the Board).

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IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of June, 2004.

Secretary
(Corporate SEAL)

Amendment Number 2 to the North Slope Historic District By-Laws (approved at the December 9, 2004 meeting of the Board).

ARTICLE III, BOARD OF DIRECTORS

Section 2. Number, Qualifications and Term of Service. Rescinded and replaced by the following:

Section 2. Number, Qualifications and Term of Service. The number of Board members shall be fifteen (15), but the number may be increased or reduced provided, however, that no such amendment shall operate to shorten the term of any serving Director to less than the term to which elected. Directors must be voting members. No person convicted of a felony shall serve as a Director or Officer of this corporation. No person shall be discriminated against for membership on account of race, color, religion, sex, age or national origin. Except as otherwise provided by these by-laws, the Directors shall be elected for a two (2) year term.

ARTICLE VII, MEETINGS

Section 4 Board Regular and Special Meetings and Notice. Rescinded and replaced by the following:

Section 4. Board Regular and Special Meetings and Notice. Regular meetings will normally be held on a bi-monthly basis. Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary at the request of three or more Directors. Notice of such meeting(s), stating the time and place of the meeting, shall be given to each Director by mail, telephone, email, or personally. Such notice shall be given not less than four (4) days before the meeting. If notification is by mail, the notice will be posted at least six (6) days prior to the meeting. In all cases, the notice shall state the principal purpose or purposes of the meeting.

New Section 8 added:

Section 8. Attendance. Attendance by Board Members is expected at all properly noticed meetings. If circumstances preclude attendance, the President must be notified of the Member's expected absence prior to the scheduled meeting. When a Board Member has been absent for two (2) properly noticed meetings (without informing the President of the anticipated absence), the Board may declare the seat vacant in accordance with Article IV, Section 7 of these By-Laws. When the Board declares the seat vacant, the President shall notify that person in writing that he or she is no longer a Board Member.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of December, 2004.

Secretary
(Corporate SEAL)

ARTICLE III, BOARD OF DIRECTORS

Section 2. Number, Qualifications and Term of Service. Rescinded and replaced by the following:

Section 2. Number, Qualifications and Term of Service. The number of Board members shall be fifteen (15), but the number may be increased or reduced provided, however, that no such amendment shall operate to shorten the term of any serving Director to less than the term to which elected. Directors must be voting members. No person

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IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of December, 2004.

Secretary
(Corporate SEAL)

AMENDMENT NUMBER 3

ARTICLE VII. MEETINGS

Proposed 9/11/13, passed in email vote, 10/11/13.

Section 3. Annual and General Meetings. Meeting times/dates rescinded and replaced by the following:

Section 3. Annual and General Meetings. The annual meeting of the Corporation shall be the last scheduled meeting of each calendar year, usually held in the month of November. General meetings will be held as required or desired. Publishing of meeting times and location in the Corporation's newsletter will constitute proper notification. Regular meetings of the Board of Directors shall be held as required or desired, but at least quarterly.

Section 4. Board Regular and Special Meetings and Notice. Rescinded and replaced by the following:

Section 4. Regular meetings will normally be held on a quarterly basis.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th 11th day of October, 2013.

Secretary
(Corporate SEAL)