

# REVISED BYLAWS OF THE APPLIQUÉ SOCIETY

(Adopted April 14, 2005)

## ARTICLE 1: OFFICES

1.1 Registered Office and Registered Agent. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

1.2 Other Offices. The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

## ARTICLE 2: MEMBERS

The Corporation shall have one class of members. Regular members shall consist of all persons and corporations who shall contribute the annual membership fee determined for a particular year by the Corporation's Board of Directors. Each regular member shall be entitled to one vote on all matters submitted to a vote of the Corporation's members. Memberships shall not be transferable.

## ARTICLE 3: MEMBERS' MEETINGS

3.1 Meeting Place. All meetings of the members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the time and place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 Annual Meeting Time. The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held once each year on a date and at a time as shall be determined from time to time by the Board of Directors.

3.3 Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or Board of Directors.

### 3.4 Notice.

(a) Written notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by mail, at least ten (10) days, and not more than fifty (50) days, prior to the meeting to each member entitled to vote at such meeting.

(b) Written notice of the time and place of any special meeting of the members shall be given by mail at least ten (10) days and not more than fifty (50) days prior to the meeting to each member entitled to vote at such meeting.

(c) The notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with first class postage thereon prepaid.

3.5 Waiver of Notice. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.6 Quorum. Five percent (5%) of the members entitled to vote at any meeting represented in person or by mail ballot shall constitute a quorum.

3.7 Voting. A member may vote in person or by mail. The text of all proposals submitted to the members for a vote shall be set forth in the written notice of meeting.

## ARTICLE 4: BOARD OF DIRECTORS

### 4.1 Number and Powers.

(a) The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors consisting of the following officers of the Corporation: the president, one or more vice presidents, the secretary, and the treasurer, plus no less than three (3) nor more than eight (8) Directors.

(b) The term of a Director shall be three (3) years. If, during a three year term, a director is elected or appointed as an officer, the term served as an officer shall be considered as part of the three year term.

(c) In addition to the powers and authorities expressly conferred upon it by the Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or these Bylaws otherwise prohibited.

4.2 Change of Number. The number of directors may at any time be increased or decreased by a resolution approved by the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

4.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected by the Board of Directors to fill any such vacancy shall hold office for the unexpired term of his or her predecessor in office.

4.4 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, as the Board of Directors may from time to time designate. The annual meeting of the Board of Directors shall be held, with proper notice of time and place, as shall be designated by the Board of Directors. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.

4.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two (2) directors. Such meetings shall be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate.

4.6 Electronic Meetings. The Board of Directors is authorized to meet by means of conference telephone 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 shall constitute presence in person at a meeting.

4.7 Notice. Notice of all special meetings of the Board of Directors shall be given each director by three (3) days' prior service of the same by telephone call, facsimile, electronic mail or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meetings. Notice by electronic mail may be effective only if the directors have consented, in the form of a record, to receive electronically transmitted notices. Such consent shall designate the message format accessible to the recipient and the address, location or system to which these notices may be electronically transmitted.

4.8 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.9 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice, signed by

the director or directors, whether before or after the time stated for the meetings, shall be equivalent to the giving of notice.

4.10 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director's dissent or abstention shall be entered in the minutes of the meeting or the Director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.11 Executive and Other Committees. The Board of Directors may appoint, from time to time, from the membership, standing or temporary committees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

4.12 Loans. No loans shall be made by the Corporation to any director or officer.

4.13 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors at a meeting of directors at which a quorum is present.

4.14 Actions by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

4.15 Remuneration. No stated salary shall be paid directors or committee members.

## ARTICLE 5: OFFICERS

5.1 Designations. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for a term of one year by the membership. Such officers shall hold office until their successors are elected and qualified. Any two offices may be held by the same person, except the President who may not hold any other office concurrently.

5.2 The President. The President shall preside at all meetings of the members and the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. The President will appoint all standing committees and special committees and will serve as an ex-officio member of all committees.

5.3 Vice President. During the absence or disability of the President, the Vice President shall exercise all functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.4 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings; shall have charge of the corporate books; and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Secretary shall keep the Articles of Incorporation, Bylaws, and Standing Rules current for reference. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

5.5 The Treasurer and Assistant Treasurers. The Treasurer shall have the custody of all money and securities and the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

5.6 Delegation. If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any directors or any other person it may select.

5.7 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.8 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.9 Term-Removal. Any officer may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors at a meeting of directors at which a quorum is present. Such removal shall be without prejudice to the contract rights, if any, of the person so removed

#### ARTICLE 6: NOMINATING COMMITTEE

6.1 A nominating committee shall be selected by the Board of Directors for the purpose of selecting nominees for the offices of President, Vice President, Secretary, and Treasurer, and for as many directors as may be needed to fill vacancies.

6.2 Call for nominations from the general membership will be announced in September of each year. Nominations from the general membership are to be made by submitting each nomination in writing to the nominating committee no later than December 1 following the call for nominations. The nominating committee shall present the names of the candidates for each office and director to the membership in January.

#### ARTICLE 7: ELECTION OF OFFICERS AND DIRECTORS

7.1 Election of Officers and Directors shall be by vote of a quorum of the membership by mail ballot after list of nominees is distributed to all members in good standing. The ballots are to be mailed to the headquarters of the Corporation and are to be counted by a teller committee appointed by the President. The teller committee's final count will be reported in writing by facsimile or electronic mail to the President and the President will direct the report to be entered into the Minutes of the Corporation.

7.2 Officers and directors elected shall take office at the time the President declares the results of the election. The President shall declare results of the election within five (5) business days following receipt of the teller committee's written report.

## ARTICLE 8: DEPOSITORIES

The Money of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

## ARTICLE 9: NOTICES

Except as may otherwise be required by law, any notice to any member or director may be delivered personally, by electronic mail or by mail. If mailed the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid.

## ARTICLE 10: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The Corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officers, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## ARTICLE 11: BOOKS AND RECORDS

The Corporation shall keep, at its registered office, correct and complete books and records of account, minutes of the proceedings of its Board of Directors, minutes of members' meetings and a record of the names and addresses of all members and directors.

## ARTICLE 12: ANNUAL DUES

12.1 Membership dues must accompany the membership application and/or renewal form.

12.2 The Board of Directors may adjust annual dues to meet the operating expenses of the Corporation.

## ARTICLE 13: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, Tenth Edition shall govern the meetings of this organization in all cases in which they are consistent with these bylaws.

## ARTICLE 14: AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by the affirmative vote of the majority of the directors present at a proper meeting of the Board of Directors; provided, that the Board will not approve any such alteration, amendment, or repeal which would be inconsistent with the Washington Nonprofit Corporation Act as it now exists or as hereafter amended, and Section 501(c)(3) of the Code.

Anne Bond

Secretary pro tem