

# Action by Unanimous Written Consent



The undersigned, as all of the members of the Board of Directors of Student Research and Development ("StudentRND"), a Washington non-profit organization, pursuant to Section 24.03.465 of the Revised Code of Washington and the Bylaws of the Company, hereby adopt the following resolutions by unanimous written consent, effective as of this 24<sup>th</sup> day of January, 2017.

## 1. Increase to Number of Directors

RESOLVED that the maximum number of directors specified in Article 3, Section 1 of StudentRND's bylaws be increased from 5 to 10.

## 2. Amendments to Article 1 of the Bylaws, Offices

RESOLVED, that Article 1, Section 2 of StudentRND's Bylaws be restated to read in its entirety:

The designation of the county or state of the organization's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by resolution.

## 3. Amendments to Article 3 of the Bylaws, Directors

RESOLVED that Article 3, Section 4 of StudentRND's Bylaws be amended to include the following duty as duty (d), and the following duties by re-numbered:

d. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

FURTHER RESOLVED that Article 3, Section 5 of StudentRND's Bylaws be amended to read in its entirety:

The board will consist of the number of directors specified in Section 1 of this article, all but one of whom will be elected by the board of directors pursuant to Section 24.03.100 of the Revised Code of Washington (the "elected directors"), and one will be the Executive Director.

Each elected director shall hold office for a period of three years, or until his or her successor is elected and qualified. The Executive Director will cease to be a director immediately upon ceasing to hold the position of Executive Director unless otherwise elected by the directors."

FURTHER RESOLVED that Article 3, Section 9 of StudentRND's Bylaws be amended to read in its entirety:

Special meetings of the board of directors may be called by any director, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at any location authorized under Section 7 of this article and require a quorum.

FURTHER RESOLVED that Article 3, Section 10, (b), Sentence 1 of StudentRND's Bylaws be amended to read in its entirety:

At least one-week prior notice shall be given by the director calling the meeting.

FURTHER RESOLVED that Article 3, Section 13 of StudentRND's Bylaws be amended to delete the following clause:

the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons,

FURTHER RESOLVED that Article 3, Section 14 of StudentRND's Bylaws be amended to read in its entirety:

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, (2) upon the end of the term of an elected director, (3) immediately on the Executive Director ceasing to hold the position of Executive Director, unless otherwise elected by the board of directors, and (4) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the secretary of state or other appropriate agency of this state.

Directors may be removed from office, with or without cause, by a 2-1 vote by a quorum of directors, excluding the director who is the subject of the vote or as permitted by and in accordance with the laws of this state.

Vacancies on the board may be filled under the procedures authorized under Section 19 of this article.

FUTHER RESOLVED that Article 3, Section 19 of StudentRND's Bylaws be amended to state that:

A nominee will be elected if the number of votes cast "for" the nominee exceeds the number of votes expressly "withheld" by a margin of 2-1.

FURTHER RESOLVED that Article 3, Section 19 of StudentRND's Bylaws be amended to state that:

In an election where the board member has created a contest by nominating more nominees than the number of seats to be filled, a nominee will be elected upon receiving the greatest number of votes in favor of his or her election, followed by the nominee who receives the second most votes, and so on until all available seats are filled, except that no nominee can be elected with a margin of less than 2-1 in favor.

## **4. Amendments to Article 4 of the Bylaws, Officers**

RESOLVED that Article 4, Section 1 of StudentRND's Bylaws be amended to read in its entirety:

The officers of the organization shall be a chairperson and a secretary. The organization may also have other such officers with such titles as may be determined from time to time by the board. Members may hold more than one office if authorized by the board.

FURTHER RESOLVED that Article 4, Section 4, Paragraph 1 of StudentRND's Bylaws be amended to read in its entirety:

Any officer may be removed, either with or without cause, by a 2-1 vote by a quorum of directors, excluding the officer who is the subject of the vote, or as permitted by and in accordance with the laws of this state.

FURTHER RESOLVED that Article 4, Section 6 of StudentRND's Bylaws be renamed to "Section 6. Duties of the Chairperson," and be amended to read in its entirety:

The chairperson of the organization shall, subject to the control of the board of directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The chairperson shall preside at all meetings of the board of directors except as provided in Article 3, Section 13 and, if this organization has members, at all meetings of the members.

FURTHER RESOLVED that Article 4, Sections 7 and 8 of StudentRND's Bylaws be removed, and the following sections re-numbered.

FURTHER RESOLVED that any remaining references to the President in Article 4 of StudentRND's Bylaws be changed to read "Chairperson".

## **5. Amendments to Article 6 of the Bylaws, Execution of Instruments, Deposits, and Funds**

RESOLVED that Article 6, Section 2 of StudentRND's Bylaws be amended to read in its entirety:

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Executive Director.

FURTHER RESOLVED that Article 6, Section 4 of StudentRND's Bylaws be amended to read in its entirety:

The board of directors or Executive Director may accept on behalf of the organization any contribution, gift, bequest, or devise for the nonprofit purposes of this organization.

## **6. Amendments to Article 7, Corporate Records, Reports, and Seal**

RESOLVED that Article 7, Section 4 of StudentRND's Bylaws be removed, and the following sections renumbered.

## **7. Amendment of Corporation to Organization**

RESOLVED that all references to StudentRND as a corporation in StudentRND's bylaws be amended to read "organization."

# Execution



The undersigned, as all members of the Board of Directors of StudentRND hereby execute the preceding Action by Unanimous Written Consent.

Zaq Wiedmann

Zaq Wiedmann, Chairperson

Tyler Menezes

Tyler Menezes, Director

Christy Wilson

Christy Wilson, Director

Charlie Kindle

Charlie Kindle, Director

Bob Crimmins







Bob Crimmins, Director

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TITLE	Action by Unanimous Written Consent: Bylaws
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## Document History

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## Document History

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