

2002

BYLAWS

OF

GRAND GUARDIAN COUNCIL
OF WASHINGTON,
JOB'S DAUGHTERS INTERNATIONAL

ARTICLES OF INCORPORATION

Articles of Incorporation

Dated as of the 26th day of April, 2002

Table of Contents

<u>Article I Offices</u>	
Section 1.01	Registered Office 1
Section 1.02	Registered Agent 1
<u>Article II Members</u>	
Section 2.01	Classes of Members 1
Section 2.02	Voting Rights 2
Section 2.03	Annual "Daughters" Meeting 2
Section 2.04	Annual "Grand Guardian Council" Meeting 2
Section 2.05	Special Member Meetings 3
Section 2.06	Place of Member Meeting 3
Section 2.07	Notice of Member Meeting 3
Section 2.08	Waiver of Notice 4
Section 2.09	Fixing of Record Date 4
Section 2.10	Member List 4
Section 2.11	Member Quorum and Voting Requirements 5
Section 2.12	Voting by Proxy 5
Section 2.13	Voting Record 5
Section 2.14	Voting 6
<u>Article III Officers</u>	
Section 3.01	Number of Officers 6
Section 3.02	Powers and Duties of Officers 6
Section 3.03	Removal of Officers 7
Section 3.04	Vacancies 8
Section 3.05	Execution of Instruments 8
<u>Article IV Board of Directors</u>	
Section 4.01	General Powers 8
Section 4.02	Number, Tenure, and Qualifications of Directors 8
Section 4.03	Regular Meetings of the Board of Directors 9
Section 4.04	Special Meetings of the Board of Directors 9
Section 4.05	Notice of and Waiver of Notice for Special Director Meetings 9
Section 4.06	Director Quorum 10
Section 4.07	Directors, Manner of Acting 10
Section 4.08	Director Action Without a Meeting 11
Section 4.09	Election 11
Section 4.10	Removal of Directors 11
Section 4.11	Board of Director Vacancies 12
Section 4.12	Resignation 13
Section 4.13	Director Compensation 13
<u>Se Article V Indemnification of Directors, Officers, Agents, and Employees</u>	
Section 5.01	Indemnification of Directors 14
Section 5.02	Advance Expenses for Directors 15
Section 5.03	Indemnification of Officers, Agents, and Employees Who Are Not Directors 16
Section 5.04	Insurance 16
Section 4.14	Director Committees 13
<u>Article VI Books and Records</u>	
Section 6.01	Books of Accounts and Minutes 16
Section 6.02	Copies of Resolutions 16

Article VII. Corporate Seal

Article VIII. Emergency Bylaws

<i>Section 8.01</i>	<i>General</i>	17
<i>Section 8.02</i>	<i>Notice of Board Meetings</i>	17
<i>Section 8.03</i>	<i>Temporary Directors and Quorum</i>	17
<i>Section 8.04</i>	<i>Actions Permitted To Be Taken</i>	18

Article IX. Amendments

Article X. Fiscal Year

Article XI. Rules of Order

Article XII. Interpretation

<i>Section 12.01</i>	<i>Defined Terms</i>	19
<i>Section 12.02</i>	<i>Other Words and Expressions</i>	21

Articles of Incorporation

**BYLAWS OF GRAND GUARDIAN COUNCIL OF WASHINGTON,
JOB'S DAUGHTERS INTERNATIONAL**

ARTICLE I. OFFICES

Section 1.01 Registered Office.

The registered office of the Corporation shall be located at 13209 E 12th Spokane Valley, 99216 in the State of Washington as designated in the Corporation's most recent report filed with the Secretary of State of the State of Washington. The Corporation may have such other offices, in the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.02 Registered Agent.

The registered agent of the Corporation, Wendy Weitzel shall have a principal place of business identical with such registered office. Any change in the registered agent or registered office shall be effective upon filing such change with the Office of the Secretary of State of the Washington. The address of the registered office may be changed from time to time.

ARTICLE II. MEMBERS

Section 2.01 Classes of Members.

The Corporation shall have members consisting of two classes.

(a) The first class of members, known as the "Daughters" shall consist of females who are from time to time admitted as members of a Bethel in accordance with the Manual of Rules and Regulations of Job's Daughters International.

(b) The second class of members, known as the "Grand Guardian Council" shall consist of eligible adult females and adult males who are from time to time admitted as supervisors and counselors of the Daughters in accordance with the Manual of Rules and Regulations of Job's Daughters International.

Section 2.02 Voting Rights.

Each member of the "Daughters" and "Grand Guardian Council" classes of members shall be entitled to vote on such matters as may be provided from time to time pursuant to the Manual of Rules and Regulations of Job's Daughters International.

Section 2.03 Annual "Daughters" Meeting

(a) The annual meeting of the "Daughters" shall be held in accordance with Manual of Rules and Regulations of Job's Daughters International, Washington pages, or at such other time on such other day as shall be fixed by the Board of Directors, for the purpose of the annual drawing to select Grand Bethel Officers and Representatives and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Washington such meeting shall be held on the next succeeding business day.

(b) If the drawing to select the Grand Bethel Officers and Representatives shall not be held on the day designated herein for any annual meeting of the "Daughters", or at any subsequent continuation after adjournment thereof, the Board of Directors shall cause the drawing to be held at a special meeting of the "Daughters" as soon thereafter as convenient.

Section 2.04 Annual "Grand Guardian Council" Meeting.

(a) The annual meeting of the "Grand Guardian Council" members shall be held in accordance with Manual of Rules and Regulations of Job's Daughters International, Washington pages, or at such other time on such other day as shall be fixed by the Board of Directors, for the purpose of electing members to the Executive Grand Guardian Council and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Washington such meeting shall be held on the next succeeding business day.

(b) If the election of Executive Grand Guardian Council officers shall not be held on the day designated herein for any annual meeting of the "Grand Guardian Council" members, or at any subsequent continuation after adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the "Grand Guardian Council" members as soon thereafter as convenient.

Section 2.05 Special Member Meetings.

Special meetings of the "Daughters", "Grand Guardian Council", or Board of Directors, for any purpose or purposes, described in the meeting notice, may be called by the Grand Guardian or the Board of Directors.

Section 2.06 Place of Member Meetings.

The Board of Directors may designate any place as the place of meeting for any annual or special meeting of any class of Members which shall be in the State of Washington. If no designation is made, the place of the meeting shall be the principal place of business of the Corporation in the State of Washington.

Section 2.07 Notice of Member Meetings.

Written or printed notice of annual or special meetings of any class of Members stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the secretary or persons authorized to call the meeting, by or at the direction of the Grand Guardian, the Grand Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Such notice shall be given not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the books of the Corporation, postage prepaid.

Section 2.08 Waiver of Notice.

Notice of the time, place, and purpose of any meeting may be waived in writing (either before or after such meeting) and will be waived by any Member by his/her attendance there at in person or by proxy. Any member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 2.09 Fixing of Record Date.

For the purpose of determining Members entitled to notice of or to vote at any meeting of each class of Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors may fix in advance a date as the record date. Such record date shall not be more than sixty (60) days prior to the date on which the particular action, requiring such determination of Members, is to be taken. If no meeting of Members, the record date for determination of such Members shall be at the close of business on the day before the first notice is delivered to Members. When a determination of Members entitled to vote at any meeting of each class of Members has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 2.10 Member List.

After fixing a record date for a meeting, the officer or agent having charge of the books and records of the Corporation shall make a complete record of each class of Members entitled to notice of the meeting of each class of Members thereof, arranged in alphabetical order, with the address of and the class of membership held by each. The Member list must be available for inspection by any class of Member, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. The list shall be available at the Corporation's principal place of business or at a place identified in the meeting notice in the city where the meeting is to be held. A Member, his or her agent, or attorney is entitled on written demand to inspect and, to copy the list during regular business hours and at his or her expense, during the period it is available for inspection. The Corporation shall maintain a Member list in written form or in another form capable of conversion into written form within a reasonable time.

Section 2.11 Member Quorum and Voting Requirements.

Unless otherwise required by the Manual of Rules and Regulations of Job's Daughters International or by law, a simple majority of the votes entitled to be cast on the matter constitutes a quorum for action on that matter. Once any class of Member is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 2.12 Voting by Proxy.

At all meetings of the "Grand Guardian Council" members, any "Grand Guardian Council" member may vote by proxy executed in writing by the member in accordance with the Manual of Rules and Regulations of Job's Daughters International. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the particular meeting for which it is issued. No person shall have a proxy for more than one (1) office or more than one (1) vote.

Section 2.13 Voting Record

At least ten (10) days before each meeting of any class of Members, a complete record of the Members entitled to vote at such meeting, or any adjournment thereof, shall be made, arranged in alphabetical order, which record shall be kept on file at the registered office of the Corporation for a period of ten (10) days prior to such meeting. The record shall be kept open at the time and place of such meeting for the inspection of any Member.

Section 2.14 Voting.

Except as otherwise provided in the Articles of Incorporation, these Bylaws or the Manual of Rules and Regulations of Job's Daughters International, every Member of record shall have the right at every meeting to one (1) vote. The affirmative vote of a majority entitled to vote there at shall be necessary for the adoption of a motion or for the determination of all questions and business which shall come before the meeting.

ARTICLE III. OFFICERS

Section 3.01 Number of Officers.

The officers of the Corporation shall be a Grand Guardian, an Associate Grand Guardian, a Vice Grand Guardian, a Vice Associate Grand Guardian, a Grand Secretary, a Grand Treasurer, a Grand Guide, a Grand Marshal, a Grand Inner Guard and a Grand Outer Guard, each of whom shall be elected as provided by the Manual of Rules and Regulations of Job's Daughters International. In addition to such

duties as may be set forth herein, the duties of each of such officer shall be as prescribed by the Manual of Rules and Regulations of Job's Daughters International.

Section 3.02 Powers and Duties.

(a) The Grand Guardian.

The Grand Guardian shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. She shall, when present, preside at all meetings of the Members and of the Board of Directors. She may sign, with the Grand Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

(b) The Grand Secretary.

The Grand Secretary shall: (a) keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the Corporation and if there is a seal of the Corporation, see that it is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the Corporation; (e) keep a register of the post office address of each Member which shall be furnished to the Grand Secretary by such Member; (f) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and (g) in general perform all duties incident to the office and such other duties as from time to time may be assigned to him or her by the Grand Guardian or by the Board of Directors.

(c) The Grand Treasurer.

The Grand Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties incident to the office of Grand Treasurer and such other duties as from time to time may be assigned to him or her by the Grand Guardian or the Board of Directors. If required by the Board of Directors, the Grand Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 3.03 Removal of Officers.

Any officer or agent of the Corporation may be removed as provided by the Manual of Rules and Regulations of Job's Daughters International.

Section 3.04 Vacancies.

The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified as provided by the Manual of Rules and Regulations of Job's Daughters International.

Section 3.05 Execution of Instruments.

Checks, notes, drafts, other commercial instruments, assignments, guarantees of signatures and contracts (except as otherwise provided herein or by law) shall be executed by the Grand Guardian, Grand Treasurer or such officers or employees or agents as the Board of Directors or any of such designated officers may direct.

ARTICLE IV. BOARD OF DIRECTORS*Section 4.01 General Powers.*

Unless the Articles of Incorporation have dispensed with or limited the authority of the Board of Directors by describing who will perform some or all of the duties of a Board of Directors, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 4.02 Number, Tenure, and Qualifications of Directors.

Unless otherwise provided in the Articles of Incorporation, the number of Directors of the Corporation shall be ten (10). Each Director shall hold office until the next annual meeting of the "Grand Guardian Council" Members or until removed. However, if his or her term expires, he or she shall continue to serve until his or her successor shall have been elected and qualified. Directors must be residents of the State of Washington and an elected officer of the Grand Guardian Council of Washington, but shall be subject to such qualifications as may from time to time be prescribed by the Manual of Rules and Regulations of Job's Daughters International.

Section 4.03 Regular Meetings of the Board of Directors.

Regular meetings of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at such place and on such day and hour as shall from time to time be fixed by resolution of the Board of Directors. No notice of regular meetings of the Board of Directors shall be necessary.

At any meeting of the Board of Directors, any business may be transacted, and the Board may exercise all of its powers.

Section 4.04 Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called at any time and place at the request of the Grand Guardian, Grand Secretary or any one (1) Director. The person authorized to call special meetings of the Board of Directors may fix any place, only within the county where this Corporation has its principal place of business as the place for holding any special meeting of the Board of Directors, or if permitted by Section 4.07, such meeting may be held by telephone. Notice of the time and place of each special meeting shall be given by the Grand Secretary, or the person(s) calling the meeting by mail or by personal communication by telephone or otherwise at least three (3) days in advance of the time of the meeting. The purpose of the meeting need not be given in the notice. Notice of any special meeting may be waived in writing and will be waived by any director by attendance there at.

At any meeting of the Board of Directors, any business may be transacted, and the Board may exercise all of its powers.

Section 4.05 Notice of, and Waiver of Notice for, Special Directors Meeting.

Unless the Articles of Incorporation provide for a longer or shorter period, notice of any special Director meeting shall be given at least two (2) days previous thereto either orally or in writing. If mailed, notice of any Director meeting shall be deemed to be effective at the earlier of: (1) when received; (2) five days after deposited in the United States mail, addressed to the Director's business office, with postage thereon prepaid; or (3) the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director.

Section 4.06 Director Quorum and Voting.

(a) A majority of the Directors presently in office shall constitute a quorum, but a lesser number may adjourn any meeting from time to time until a quorum is obtained, and no further notice thereof need be given.

(b) At each meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present at the meeting shall be the act of the Board of Directors. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 4.07 Directors, Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless the Articles of Incorporation require a greater percentage. Any amendment which changes the number of Directors needed to take action, is subject to the provisions of Section 4.08 hereof. Unless the Articles of Incorporation provide otherwise, any or all Directors may participate in a regular or special meeting by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he or she objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; or (2) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 4.08 Director Action Without a Meeting.

Unless the Articles of Incorporation provide otherwise, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all the Directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the Corporation. Action taken by consents is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document. Any and all actions taken by the Board of Directors shall be consistent with the Manual of Rules and Regulations of Job's Daughters International.

Section 4.09 Election.

The Members of the "Grand Guardian Council" shall elect the Executive Members of the Grand Guardian Council of Washington at their annual meeting each year; these elected Members shall form the Board of Directors. Following their election to office the Executive Members of the Grand Guardian Council shall hold a Board of Directors' meeting to elect the Board of Directors' positions and if for any cause, the Board of Directors shall not have been elected at an annual meeting of the Grand Guardian Council, they may be elected at a special meeting of the "Grand Guardian Council" Members called for that purpose in the manner provided by these Bylaws consistent with the Manual of Rules and Regulations of Job's Daughters International.

Section 4.10 Removal of Directors.

The "Grand Guardian Council" members may remove one or more Directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause unless the Articles provide that the Board of Directors may only be removed with cause. If a Director is elected by a specific class of Members, only the Members of that class may participate in the vote to remove him or her.

Section 4.11 Board of Directors Vacancies.

Unless the Articles of Incorporation provide otherwise, if a vacancy occurs on the Board of Directors, including a vacancy resulting from a decrease in the number of Directors, the "Grand Guardian Council" Members may fill the vacancy. During such time that the "Grand Guardian Council" Members fail or are unable to fill such vacancies then and until the "Grand Guardian Council" Members act:

(a) The Board of Directors may fill the vacancy as provided in the Manual of Rules and Regulations of Job's Daughters International; or

(b) If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office as provided in the Manual of Rules and Regulations of Job's Daughters International.

If the vacant office was held by a Director elected by a specific class of Members, only the Members of that class are entitled to vote to fill the vacancy if it is filled by the Members. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled as provided in the Manual of Rules and Regulations of Job's Daughters International before the vacancy occurs but the new Director may not take office until the vacancy occurs. The term of a Director elected to fill a vacancy expires at the next "Grand Guardian Council" Members' meeting at which the Directors are elected. However, if his or her term expires, he or she shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of Directors.

Section 4.12 Resignation.

Any Director may resign at any time by delivering written notice to the Secretary of the Corporation as provided in the Manual of Rules and Regulations of Job's Daughters International.

Section 4.13 Director Compensation.

Unless otherwise provided in the Articles, by resolution of the Board of Directors, each Director may not be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors.

Section 4.14 Director Committees.

(a) *Creation of Committees.* Unless the Articles of Incorporation or the Manual of Rules and Regulations of Job's Daughters International provide otherwise, the Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have the authority to: approve or recommend to Members actions or proposals required by the laws under which this Corporation is formed to be approved by Members; fill vacancies on the Board of Directors or any committee thereof; or, appoint other committees of the Board of Directors or the members thereof.

(b) *Selection of Members.* The creation of a committee and appointment of members to it must be approved by the greater of (1) a majority of all the Directors in office when the action is taken or (2) the number of Directors required by the Articles of Incorporation to take such action.

(c) *Required Procedures.* Sections 4.03, 4.04, 4.05, 4.06, 4.07, and 4.08 hereof, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members.

(d) *Authority.* Unless limited by the Articles of Incorporation, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee consistent with the Manual of Rules and Regulations of Job's Daughters International. Provided, however, a committee may not:

(1) Approve or propose to members action that the Act requires be approved by Members;

- (2) Fill vacancies on the Board of Directors or on any of its committees; or
- (3) Adopt, amend or repeal Bylaws.

ARTICLE V.
INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

Section 5.01 Indemnification of Directors.

Unless otherwise provided in the Articles, the Corporation shall indemnify any individual made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, but only if the Corporation has authorized the payment in accordance with the Act and a determination has been made in accordance with the procedures set forth in the Act that the Director met the standards of conduct in paragraphs (1), (2) (A), (B), and (C) below.

- (a) Standard of Conduct. The individual shall demonstrate that:
 - (1) He or she conducted himself or herself in good faith; and
 - (2) He or she reasonably believed:
 - (a) In the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the best interests;
 - (b) In all other cases, that his or her conduct was at least not opposed to its best interests; and
 - (c) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- (b) No Indemnification Permitted in Certain Circumstances. The Corporation shall not indemnify a Director under this Section 5.01 of Article V:
 - (1) In connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or
 - (2) In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
- (c) Indemnification in Derivative Actions Limited

Indemnification permitted under this Section 5.01 of Article V in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 5.02 Advance Expenses for Directors.

If a determination is made, following the procedures of the Act that the Director has met the following requirements and, if an authorization of payment is made, following the procedures and standards set forth in the Act, then unless otherwise provided in the Articles of Incorporation, the Corporation shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) The Director furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Section 5.01 hereof;
- (b) The Director furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment); and
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 5.01 hereof or the Act.

Section 5.03 Indemnification of Officers, Agents, and Employees Who Are Not Directors.

Unless otherwise provided in the Articles of Incorporation, the Board of Directors may indemnify and advance expenses to any officer, employee, or agent of the Corporation, who is not a Director of the Corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Directors.

Section 5.04 Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any Director, trustee, officer, employee or agent of the Corporation or another 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 Act.

ARTICLE VI. BOOKS AND RECORDS

Section 6.01 Books of Accounts and Minutes.

The Corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors and "Grand Guardian Council" Members and shall keep at its registered office or principal place of business, a register giving the names and addresses of its members in alphabetical order.

Section 6.02 Copies of Resolutions.

Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members, when certified by the Grand Guardian or Grand Secretary.

Article VII. Corporate Seal

The Board of Directors may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the Corporation, the year and state of incorporation and the words "Corporate Seal."

ARTICLE VIII. EMERGENCY BYLAWS

Section 8.01 General.

Unless the Articles of Incorporation provide otherwise, the following provisions hereof shall be effective during an emergency which is defined as when a quorum of the Corporation's Directors cannot be readily assembled because of some catastrophic event.

Section 8.02 Notice of Board Meetings.

Any one member of the Board of Directors or any one of the officers of the Corporation may call a meeting of the Board of Directors. Notice of such meeting need be given only to those Directors whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. Such notice shall be given at least six hours prior to commencement of the meeting.

Section 8.03 Temporary Directors and Quorum.

One or more officers of the Corporation present at the emergency Board meeting, as is necessary to achieve a quorum, shall be considered to be Directors for the meeting, and shall so serve in order of

rank, and within the same rank, in order of seniority. In the event that less than a quorum (as determined by Section 4.06 thereof) of the Directors are present (including any officers who are to serve as Directors for the meeting), those Directors present (including the officers serving as Directors) shall constitute a quorum.

Section 8.04 Actions Permitted To Be Taken.

The Board as constituted in Section 8.03 hereof, and after notice as set forth in Section 8.02 hereof may:

- (a) *Officers' Powers.* Prescribe emergency powers to any officer of the Corporation;
- (b) *Delegation of Any Power.* Delegate to any office or Director, any of the powers of the Board of Directors;
- (c) *Lines of Succession.* Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;
- (d) *Relocate Principal Place of Business.* Relocate the principal place of business, or designate successive or simultaneous principal places of business;
- (e) *All Other Action.* Take any other action, convenient, helpful, or necessary to carry on the business of the Corporation.

ARTICLE IX. AMENDMENTS

Subject to the Articles, the Board of Directors may amend or repeal these Bylaws at any time or from time to consistent with the Manual of Rules and Regulations of Job's Daughters International.

Article X. FISCAL YEAR

The fiscal year of the Corporation shall be set by resolution of the Board of Directors.

Article XI. Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of each class of Members and Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the Corporation.

Article XII. Interpretation

Section 12.01 Defined Terms.

Unless the contrary intention appears in these Bylaws:

- (a) The term "Act" means the Washington Nonprofit Corporation Act, including any statutory modification or re-enactment thereof for the time being in force.
- (b) The term "Articles" or "Articles of Incorporation" means the Articles of Incorporation of the Corporation, including any amendments thereto or restatements thereof.
- (c) The term "Corporation" means Grand Guardian Council of Washington and any predecessor or successor entity thereof.
- (d) The term "Manual of Rules and Regulations of Job's Daughters International" means the body of rules, bylaws, regulations, instructions, policy statements, manuals, orders, protocols, rituals, standards, and principles from time to time established or announced by the Supreme Guardian Council, Job's Daughters International, a corporation organized and existing under the laws of the State of Washington.

(e) The term “drawing” means the annual selection process used to select state officers and representatives at the annual meeting of the “Daughters”.

(f) The term “Grand Bethel Officers and Representatives” means the members which are drawn annually from the “Daughters” member class that are eligible to hold state officer and representative positions as provided by the Manual of Rules and Regulations of Job’s Daughters International.

(g) The term “Grand Guardian Council” means the body of female and male adults who are from time to time admitted as supervisors and counselors of the Daughters in accordance with the Manual of Rules and Regulations of Job’s Daughters International.

(h) The term “Executive Member of the Grand Guardian Council” means the individuals elected at the annual meeting of the Grand Guardian Council to hold office for a one (1) year term and act to ensure the welfare of the organization in accordance with the Manual of Rules and Regulations of Job’s Daughters International. These positions are the Grand Guardian, Associate Grand Guardian, Vice Grand Guardian, Vice Associate Grand Guardian, Grand Guide, Grand Inner Guard, Grand Marshal, Grand Outer Guard, Grand Secretary and Grand Treasurer.

(i) The term “Grand Guardian” means the woman qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as the executive officer of the organization.

(j) The term “Associate Grand Guardian” means the man qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(k) The term “Vice Grand Guardian” means the woman qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization and in the absence of the Grand Guardian.

(l) The term “Vice Associate Grand Guardian” means the man qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(m) The term “Grand Guide” means the woman qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(n) The term “Grand Inner Guard” means the man qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(o) The term “Grand Marshal” means the woman qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(p) The term “Grand Outer Guard” means the man qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(q) The term “Grand Secretary” means the individual qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

(r) The term “Grand Treasurer” means the individual qualified for election pursuant to the Manual of Rules and Regulations of Job’s Daughters International elected to serve a one (1) year term and act as an executive officer of the organization.

Section 12.02 Other Words and Expressions.

Unless the context otherwise requires, words or expressions in these Bylaws bear the same meaning as in the Act, including any statutory modification thereto that may hereafter be enacted.