

AMENDED BY-LAWS
OF FRIENDS OF RAINIER(Accepted Date: 11/3/15)

ARTICLE I

1. The name and purposes of this organization having been set forth in the Articles of Incorporation as well as certain basic provisions regarding membership in Article VII, it is here noted that the rights therein granted are subject to additional requirements and conditions as prescribed in the by-laws.

2. Each member of this corporation will pay an annual membership fee in an amount to be set by the Board of Directors from time to time, for the annual period from January 1 through December 31 of each year.

3. The Board of Directors may provide for membership other than the regular membership.

4. In addition to any annual membership fee, each member of this corporation, whether then currently entitled to vote or not, will be liable to pay special assessments as reasonably necessary to permit the corporation to carry out the purposes it is then engaged in or about to engage in, provided, however, that any such special assessments will be passed only by a two-thirds (2/3) or more vote of the voting members present at a duly constituted membership meeting, and provided notice of the voting upon the special assessment is contained in the notice of the meeting, even though it be an annual meeting.

ARTICLE II

1. THE PLACE OF ALL MEMBERS' MEETINGS shall be at RAINIER SCHOOL, 2120 Ryan Road, Buckley, Washington 98321 or such other place as may be determined from time to time by the Board of Directors.

2. NOTICE of all members' meetings stating the place, date and hour of the meeting shall be given in writing. The notice shall be addressed to each member at his last known post office address at least ten (10) but not more than fifty (50) days before the date of the meeting. ***E-mail notification can be substituted for notice sent through US Mail and must be received by each member at least (7) days but not more than (50) days before the date of the meeting. If member does not have e-mail then letter sent through post office is required.***

3. An adjournment or adjournments of any annual, regular or special members' meeting may be taken without new notice being given. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. The need for a quorum for any official action at such a continuation meeting will still prevail.

4. SPECIAL MEETING: A special meeting may be called by the president or by any two (2) members of the Board, or by any five (5) members. In each case the person or persons wishing the special meeting shall give notice of their request to the Secretary, who shall, in turn, give notice to the membership as provided above. In the case of a special meeting, the notice prescribed in paragraph 2 of this Article will contain, in addition to any other thing elsewhere required, a statement of the purpose or purposes of said meeting. Business transacted at any special meeting shall be confined to the purposes stated in the notice of such meeting.

5. THE ANNUAL MEETING OF MEMBERS for the purpose of electing directors and officers to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, will be held each year on the Third Sunday of the month of November.

6. QUORUM: A quorum at a meeting of members will be either one-tenth (1/10) of the number of votes entitled to be cast at that particular meeting, or ten qualified votes, whichever is less.

7. THE VOTING AT ALL MEETINGS of members may be by voice only or by the raising of hands, but any qualified voter may demand a secret vote, whereupon such secret vote shall be taken by written ballot.

ARTICLE III

1. NUMBER AND TERM: THE MANAGEMENT OF THE BUSINESS OF THIS CORPORATION shall be vested in a Board of Directors consisting of twelve (12) persons who shall be elected at the annual meeting of the members for a term of three (3) years.

Nothing in these by-laws will be construed to prejudice the right to remove any director or directors in the manner now or hereafter provided by law, the Articles of Incorporation and these by-laws thereof; and these by-laws will not be construed to give any director or directors, no matter when elected, a contract right to any fixed term of service. The term of any director elected to replace an existing director will be equal to the balance of the term of the director he replaces.

The number of directors may at any time be increased or decreased, subject to the limitations of the law and the Articles of Incorporation by an amendment to these by-laws.

A nominating committee of at least three (3) people shall be appointed by the president each year in September to propose candidates for the vacancies of the board and board officers. The slate will be presented to the membership at the Annual Meeting.

2. VACANCIES: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office,

Any directorship may be filled by reason of an increase in the number of directors by the Board of Directors for a term of office continuing only until the vacancy created by the increase in the number of directors is filled by the members.

In case of any increase in the number of directors, the members will, at any annual meeting or special meeting called for that purpose, elect each such additional director in the same manner as any other director is elected. This paragraph does not limit the right and authority of the Board of Directors to fill any vacancy prior to the election by the members.

3. NOMINATION AND ELECTION OF OFFICERS: The president shall appoint three (3) or more members to serve as a Nominations Committee. The Nominations Committee shall nominate board members and board officers. The board members and slate of officers shall be presented to the membership at the September meeting and elected by membership at the annual meeting in November.

4. WAIVER: Members may waive notices pursuant to Roberts Rules of Order.

5. PLACE OF MEETINGS of the Board of Directors will be at Rainier School 2120 Ryan Road Buckley, Washington, 98321 or at any such other place as the majority of directors or the president may, from time to time, appoint.

6. COMPENSATION OF DIRECTORS: No stated salary shall be paid to directors as such for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therein.

7. INDEMNIFICATION: Each person who is a director or who at any time has been a director, will be and is indemnified against expenses actually and reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he is made a party by reason or being or having been such director, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to this corporation.

8. COMMITTEES; The president or Board of Directors, by resolution adopted by majority of the directors in office, may designate and appoint one or more committees.

There shall be a standing Executive Committee consisting of the officers. The Executive Committee may appoint additional at-large members. The president will establish Executive Committee meeting times and places and notify Executive Committee members. The Executive Committee will study issues and make recommendations to the Board of Directors.

Nominating Committee: See Article 111, paragraph #4. The preceding will not prejudice the right and power of the Board of Directors, which it has, to appoint such committees as it deems fit, without the delegation of the authority of The Board of Directors as authorized by the preceding sentences.

ARTICLE IV

OFFICERS

1. The officers of this corporation shall be a president, vice president, secretary and a treasurer, all of whom shall be elected for a term of one year and until their successors are elected at the annual meeting of the members. The offices herein created may be combined so as to be filled by one person, at the discretion of the membership. Any combination herein or hereafter created of the offices indicated may subsequently be separated by the membership and any new combination of the offices indicated may thereafter be made. All officers must be members of the Board before being elected as an officer.

2. President - The president shall preside at all meetings of members and directors. He/she will have a vote at each director's meeting attended regardless of whether or not there is a tie vote without his/her vote. The president's duties shall include that of general manager, the president being the officer having the general responsibility for the daily operation of this corporation under the general direction, supervision and control of the Board of Directors. The president will perform all duties that are required of by law, these by-laws or properly required by the Board of Directors.

3. Vice President - The vice president will exercise the functions and responsibilities of the president, whenever by reason of death, sickness, disability, resignation, removal or other cause the president is unable to do so. In addition, the vice-president will perform all duties as are required of him/her by law, these by-laws or properly required by the Board of Directors.

4. Treasurer - The treasurer shall keep personally, or through an agent or agents, regular books of account and financial records and statements, and prepare all of the necessary TAX forms and computations. The treasurer shall make to the Board of Directors and membership from

time to time as may be required of him/her, an account of all transactions as treasurer and of the financial condition of the corporation. And in addition perform all duties as are required by the Board of Directors.

5. Secretary - The secretary shall keep the minutes of all members' and directors' meetings and the corporate books, except those of account or strictly pertaining to the financial condition of this corporation. He/she shall, upon the request of any authorized person, in the case of a special members or directors meeting and upon his/her own initiative in the case of regularly scheduled members or Board of Directors meetings, give the notice required by law and these by-laws. In the case of the secretary's failure to give such notice, it may be given by any member.

6. IN THE CASE OF THE TEMPORARY ABSENCE OR INABILITY TO ACT of any officer of the corporation, and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officers to any such officer, or to any director or other person whom it may select during the period of such temporary absence or inability.

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

8. The BOARD OF DIRECTORS MAY APPOINT non-voting advisory members and/or emeritus member as well as such other officers and agents as it shall deem necessary or expedient, who shall hold their offices or jobs for such terms and shall exercise such powers and authority and perform such duties as shall be determined from time to time by the Board of Directors.

9. THE OFFICERS OF THIS CORPORATION shall hold office until their successors are elected and qualify, any officers elected or appointed by the Board of Directors, and any agent or employee, may be removed at any time, with or without cause, by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

10. INDEMNIFICATION: Each person who is an officer or who at any time has been an officer, will be and is indemnified against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding civil or criminal, in which he is made a party by reason of his being or having been such officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duties to this corporation,

ARTICLE V

FINANCE

1. THE MONIES OF THE CORPORATION shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies, mutual savings bank or banks, and savings and loan association or associations, as is permitted by law and as the Board of Directors shall designate, and shall be drawn out only by checks, withdrawal slips or other appropriate documents signed by persons designated by resolution or the Board of Directors, which designation, however is subject to these by-laws.

2. THE FISCAL YEAR of the corporation will begin on January 1st of each year, unless otherwise provided by the Board of Directors, which fiscal year can be changed at any time by the Board of Directors.

3. THE BOARD OF DIRECTORS may require, by resolution, that those with access to money accounts be bonded. Friends of Rainier shall pay bond premiums.

ARTICLE VI

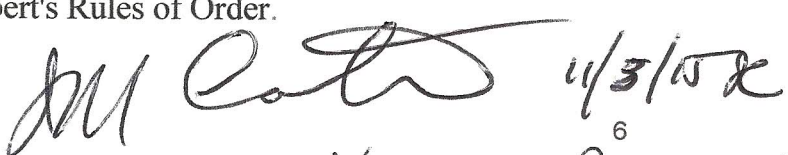

CHANGES

1. ADOPTION ALTERATION, AMENDMENT AND REPEAL OF BY-LAWS:

The members may at any meeting change any by-law subject to law and the Articles of Incorporation, by a majority of the votes cast at a legally constituted members' meeting, if the notice of such meeting, even though it be an annual meeting, contains a statement of the fact that one or more by-laws are being considered for change and the identity of the by-laws being considered for change is set forth. This requirement concerning notice may be waived in writing by any member at any time, but such waiver must specifically refer to the proposed change to the same extent as is required in any notice, or the waiver will be accomplished by participating, without objection in the change.

The Board of Directors may at any meeting adopt a change in by-laws, subject to law and the Articles of Incorporation, by a majority of the directors present at a legally constituted directors' meeting provided that the notice of the directors' meeting concerned contains a statement of the fact that one or more by-laws are being considered for change, and the tenor of any added by-law and the identity of the by-laws being considered for change is set forth. This requirement concerning notice may be waived in writing by any director at any time but such waiver must specifically refer to the proposed change to the extent required in any notice. The requirement regarding a directors' meeting in connection with notice or waiver does not apply in connection with any directors' meeting to which there is no notice but which is participated in by all directors without objection.

Points of procedure not governed through these by-laws shall be done pursuant to, Robert's Rules of Order.

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 Kathleen Gray 11/3/15
Kathleen Bratt 11/3/15