

BYLAWS OF WACCRA

Adopted October 14, 2020

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ARTICLE I - PRINCIPAL PLACE OF BUSINESS

The principal office of the Washington Continuing Care Residents Association, a Washington nonprofit corporation, (the "Association"; also known by its initials as "WACCRA"), is located at its principal place of business or such other place as the Board of Directors (the "Board") may designate. The Association may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Association may require.

ARTICLE II - MISSION

The purposes for which the Association is organized are to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, developing and advocating for legislation, regulations, government programs, and nongovernmental programs to support, empower, and improve the health, safety, and lives of persons who reside in a Continuing Care Retirement Community.

ARTICLE III – MEMBERSHIP

3.1 Classes of Members. All persons may become members of WACCRA upon payment of dues. Dues are determined annually by the Board. Persons who are residents of the state of Washington may enroll as Voting Members. The Board may establish other classes of nonvoting membership, determine the qualifications for each, and set differing levels of dues; any of these nonvoting classes of membership may be revised or repealed at any time except that the change may not alter any member's term of membership. The Association does not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations.

3.2 Qualifications for Voting Membership. Persons who are current with payment of the established dues for Voting Members may vote on any matter for which voting is provided by these Bylaws or by resolution of the Board.

3.3 Voting Rights. Voting Members are entitled to vote with respect to the subject matter of an issue submitted to the members. Each Voting Member is entitled to one vote upon each such issue. Each Voting Member may cast one vote each for as many persons as there are Directors to be elected. Nonvoting members may participate fully in all other WACCRA activities but may not vote on any matter.

At any meeting at which voting by the members may occur, each Voting Member present is supplied with a visible token by which a vote of yea, nay, or abstain may be observed and recorded.

3.4 Annual Meeting. The Annual Meeting of the members of the Association for the election of Directors and for the transaction of such other business as may properly come before the meeting is held each year at a time and place to be set by the Board of Directors. Notice of the Annual Meeting must be delivered not less than ten or more than fifty days before the date of the Meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

Regular meetings may also be held as determined by the Board.

3.5 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by a majority of the Board of Directors or by the President or by a group of not less than one-quarter of the Voting Members, to be held at a time and place determined by the Board of Directors.

If a special meeting is called by a group of Voting Members, then the call for the meeting is delivered personally or sent by mail or electronic communication to the President or the Secretary of the Association. The call must specify a date and time for the meeting (not less than twenty nor more than sixty days after the date of the call) and must state the matter or matters to be considered. Upon receipt of the call, the Secretary will cause Notice of the meeting to be given promptly to all members; no business other than that described in the Notice may be considered at a Special Meeting. If the notice is not given by the Secretary within ten days after receipt of the call, then the persons requesting the meeting may give notice.

3.6 Electronic Meetings. To the extent permitted by Washington law, members may participate in a Regular or Special Meeting using any method of communications by which all members may simultaneously hear and participate with each other at the same time during the meeting. Such participation constitutes presence in person at the meeting. The Notice and Quorum requirements of the Association apply to Electronic Meetings.

3.7 Notice of Meetings. Except as otherwise provided in this section, written Notice stating the place, day, and time of a meeting shall be delivered to each member by or at the direction of the President or the Secretary personally or by mail or electronic communication. When members will be asked to act on any matter, the notice must specify the action or actions to be taken and offer an opportunity for the member to indicate a preference at or, using the ballot provided, before the meeting.

When mailed, Notice is considered delivered when addressed to the member at the address that appears on the records of the Association and deposited in the United States mail with postage prepaid. When distributed by electronic communication, Notice is considered delivered when transmitted as the member has specified in a consent (as described in §3.11).

Notice of Regular Meetings other than the Annual Meeting may be provided to each member in a single communication containing the schedule for subsequent Regular Meetings adopted by the Board of Directors in accordance with Section 3.4 of these Bylaws.

The President may designate a resident of any CCRC to serve as a representative of WACCRA for the purpose of communicating or delivering Notice of meetings to the residents of that CCRC.

3.8 Notice of Special Meeting. The Notice for a Special Meeting must state with reasonable clarity the purpose or purposes for which the meeting is to be held and the matter or matters to be decided at the meeting; no business other than that specified in the Notice may be transacted at a Special Meeting.

3.9 Fundamental Transactions. If the business to be conducted at any meeting includes amendment of the Articles of Incorporation or the Bylaws, the dissolution of the Association, a merger, consolidation, or the sale, lease, exchange, or disposition of all or substantially all of the assets of the Association not in the ordinary course of business (a "Fundamental Transaction"), then the Notice for the meeting must state with reasonable clarity that the meeting will consider one or more Fundamental Transactions and describe the proposed action or actions to be considered and be accompanied by a copy or detailed summary of each. Notice of a meeting which will include consideration of any Fundamental Transaction must be delivered to each member in the manner described in §3.7 not less than twenty days before the meeting.

3.10 Waiver of Notice. Notice of any meeting of members may be waived in writing by any member at any time, either before or after the meeting. The attendance of a Voting Member in person at a meeting shall constitute a waiver of notice of the meeting, except if, upon arrival, the Voting Member objects to the transaction of any business on the ground that the meeting is not properly called or convened.

3.11 Electronic Communications. Notice to members in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to members who have consented in writing to receive electronically transmitted communications. A member who provides consent to receipt of electronic communications must provide to the Association the address to which these communications may be transmitted. A member who has consented to electronic communications may revoke the consent by delivering a revocation to the Association in writing. The consent of any member will be revoked if the Association is unable to communicate electronically in two consecutive communications transmitted in the form described in the consent, and this inability becomes known to the person responsible for the communications. The inadvertent failure by the Association to treat this inability as a revocation does not invalidate any Notice or other communication. Notice provided in an electronic transmission is effective as described in §3.7.

3.12 Voting in Person or by Ballot. Voting Members may vote in person or may vote by Ballot prepared by the board of Directors. At any meeting for which ballots have been provided, the President will designate a person or persons to receive the completed ballots and, at the appropriate time or times, report the result of a tally of the ballots on the issue at hand.

3.13 Quorum, Vote Requirement. A Quorum exists at any meeting of Voting Members if the number of Voting Members present (in person or electronically) or represented by Ballot at the convening of the meeting is at least one more than one-tenth of the members entitled to vote. Once a Quorum is present, regardless of whether the number of Voting Members represented continues to provide a Quorum or not, the affirmative vote of the majority of the Voting Members present and represented is the act of the Voting Members, unless a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.14 Adjourned Meetings. If a Quorum is not present at the start of a meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

At any adjourned meeting at which a Quorum (as defined in §3.13) is present, the Association may transact any business which might have been transacted at the original meeting.

3.15 Ratification. When a contract or transaction of the Board or of any officer or officers of the Association is required to be ratified by the members of the Association, it is ratified when the Voting Members adopt by the majority required by law a resolution of ratification at a meeting of the Members; it is then binding as though ratified by every member of the Association.

3.16 Action by Members Without a Meeting. Any action which may be or which is required by law to be taken at any Regular or Special Meeting of members may be taken without a meeting, without prior notice having been given and without a vote having been taken if a consent in writing, setting forth the action taken, is signed by every Voting Member or given by email and the record of each consent is recorded in the minutes of the Association. Such consent shall have the same force and effect as a unanimous vote of members and may be described as such in any articles or other document filed with the Secretary of State of the state of Washington.

3.17 Loans. The Association may not lend money or credit to any of its members.

3.18 Disbursement of Income. The Association may not make any disbursement of its income to its members.

3.19 Compensation. By resolution of the Board of Directors, Directors, Officers, members, and other persons invited to participate in an activity of the Association may be reimbursed for necessary and reasonable expenses incurred in connection with their participation.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Composition. The affairs of the Association are managed by a Board of Directors. The Board may by resolution vary the number of Directors to no less than five nor more than eleven Directors, except that no decrease in number may have the effect of shortening the term of any incumbent.

4.2 Qualifications. Directors must be Voting Members of the Association.

4.3 Board of Advisors. The president, with the concurrence of the Board, may appoint up to five Advisors to the Board. Advisors have no vote, are permitted to speak at all meetings, serve until the next Regular Meeting of the Board following the Annual Meeting of members, and may be reappointed.

4.4 Regular Meetings. The date, time, and place of Regular Meetings of the Board are set from time to time by the Board. Notice of Regular Meeting of the Board is provided by the minutes of the meeting at which the schedule was set, unless that schedule provides for a meeting prior to the review of the minutes; if that occurs, the President shall assure that all Directors receive notice at least three days before the scheduled meeting. The Board may adopt procedures from time to time for its meetings and executive sessions. At each Regular Meeting of the Board, members of the Association have an opportunity to address the Board. With the concurrence of the Board, the President may invite any persons to attend all or part of the meeting.

4.5 Special Meetings. Special Meetings of the Board may be called by the President or by any three or more Directors. Notice of any Special Meeting of the Board must be given at least three days prior to the meeting. The business to be transacted at, and the purpose of, any Special Meeting must be specified in the Notice of the meeting; no business may be transacted at a Special Meeting that has not been specified in the Notice. Any Director may waive Notice of any Special Meeting.

4.6 Quorum. A majority of the number of Directors then in office constitutes a Quorum for the transaction of business at any Meeting of the Board. If a Quorum is not present at a Meeting, business may be conducted and ratified at the next meeting where a Quorum is present.

If a Quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

At any adjourned meeting at which a Quorum (as defined in this section) is present, the Directors present may transact any business which might have been transacted at the original meeting.

4.7 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a Quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

4.8 Unanimous Consent. Any action to be taken at a meeting of the Board may be taken without a meeting if a consent which approves the action as written or communicated electronically is signed or sent by each of the Directors. Such consent shall have the same force and effect as a unanimous vote and be recorded as such with the minutes of meetings of the Board.

4.9 Committees. The Board by resolution may designate and appoint one or more committees, each of which shall have two or more Directors as members of the committee. A Committee may consult with other persons (whether by direction of the Board or its own initiative) but such persons may not vote on any matter considered. Unless the subject of the Committee's deliberations is or involves the election or appointment of a Director or Officer or a Fundamental Transaction, the decision of the Committee may commit the Association to action within the limits of the Board's authorization or bind the Association to an agreement as authorized by the Board. Committees appointed to consider one of more Fundamental Transactions and Committees appointed for other purposes that do not have the authority to commit or bind the Association in any way, may have any number of participating persons, whether or not members of the Association or the Board. These Committees may consider opportunities or challenges as specified by the Board of Directors and, by resolution or consensus, deliver to the Board advice, recommendations, or cautions as appropriate to the subject or subjects they have been asked to consider.

4.10 Executive Committee. The Board may appoint an Executive Committee from among its members to conduct Association business as necessary between meetings of the Board. Any decision of the Executive Committee which commits or binds the Association in any way must be ratified by the Board at a Regular or Special Meeting. Persons who are not members of the Executive Committee may attend its meetings by invitation.

4.11 Notice. Written Notice of the date, time, and place of any meeting of the Board or any Committee appointed by the Board is required at least three and no more than twenty days prior to the date of the meeting and may be delivered personally, by mail, or by electronic communication. Further Notice of Regular Meetings is not required for meetings listed in a schedule provided to each Director which shows the dates, times, and locations of two or more Regular Meetings more than three days in advance of the date of the earliest meeting listed. Otherwise, a Regular Meeting requires at least three days' advance notice to each Director, which may be delivered in person, by mail, or by electronic communication.

When mailed, Notice is considered delivered when addressed to the Director at the address that appears on the records of the Association and deposited at least seven days prior to the date of the meeting in the United States mail with postage prepaid. When distributed by electronic communication, Notice is considered delivered when transmitted as the member has specified in a consent (as described in §3.11).

4.12 Waiver of Notice. Notice of any meeting of the Board may be waived in writing by any Director at any time, either before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except if, upon arrival, a Director objects to the transaction of any business on the ground that the meeting is not properly called or convened.

4.13 Electronic Meetings. Directors may participate in Board meetings using any method of communications by which all Directors may simultaneously hear and participate at the same time with each other during the meeting. Such participation constitutes presence in person at the meeting. The Notice and Quorum requirements of the Board apply to Electronic Meetings.

4.14 Emergency Powers. In anticipation of and for the duration of an emergency, the Board will have the authority to modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent, and to take those actions necessary to preserve the Association and ensure that it acts in accordance with its purposes. In addition, notice of a meeting of the Board need be given only to those Directors it is practicable to reach and may be given in any practicable manner, the Quorum

required under these Bylaws need not be established, and one or more officers of the Association present at a meeting of the Board may be deemed to be Directors for purposes of the meeting. Corporate action taken in good faith during an emergency to further the purposes and the ordinary affairs of the Association binds the Association; and may not be used to impose liability on a Director, officer, employee, or agent.

An emergency exists if a Quorum of the Board cannot readily be assembled because of some catastrophic event that is a sudden, natural, or man-made situation where change and destruction has occurred that has limited normal functions in daily living, including communications and travel.

ARTICLE V – ELECTION OF DIRECTORS

5.1 Election of Directors. Directors are elected at the Annual Meeting of members. Terms of successor directors are defined so that approximately one half expire at each election.

5.2 Term of Office. Unless a Director dies, resigns or is removed, he or she shall hold office for a two-year term or until the next election of Directors, whichever is later. A Director may be re-elected for a total of three successive complete or partial terms. A person who has previously served as a Director may again be elected to the Board after a period of two or more years.

5.3 Removal. A Director may be removed by a vote of two-thirds of the Directors then in office at any meeting of the Board or by an affirmative vote of two-thirds of the Voting Members present at a meeting of Members at which a Quorum is present.

5.4 Vacancies. A vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director may, but need not, be filled by election of a successor by majority vote of the Directors present at a meeting at which a Quorum is present. The successor serves during the unexpired term of the Director whose position became vacant.

ARTICLE VI – OFFICERS

6.1 Officers. The required officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Each of the required officers is elected by the Board of Directors and serves until a successor is elected by the Board. The President chairs the meetings of the Board. In addition, the required officers perform their duties as described in this Article and may have additional responsibilities as defined from time to time by the Board. The Board may appoint other officers to have the authority and perform the duties specified from time to time by the Board. Officers shall be Voting Members of the Association. To the extent permitted by Washington law, any two or more offices may be held by the same person. None of the officers except the President is required to be a member of the Board of Directors.

6.2 Vacancies. A vacancy occurring by reason of the death, resignation, or removal of an Officer may, but need not, be filled by election of a successor by the Board of Directors.

6.3 President. The President shall, subject to the Board's control, supervise and control all of the assets, business, and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

6.4 Vice President. In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

6.5 Secretary. The Secretary shall:

- (a) keep or cause to be kept the minutes of Meetings of the Board and of the Members, and minutes which may be maintained by committees of the Board;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian or ensure the safe custody of the corporate records of the corporation;
- (d) keep records of the email and post office address of each Director and each officer;
- (e) keep a complete record of Voting Members, arranged by alphabetical order with the address of each such member; and
- (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

6.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and ensure the deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE VII - TRANSACTIONS WITH OFFICERS AND DIRECTORS

7.1 Conflicts. No transaction between this Association and any other entity or organization and no act of this Association is in any way affected or invalidated merely by the fact that a Director or Officer of this Association is interested in or is an owner, director, or officer of the other entity or organization.

7.2 Disclosure. With regard to any transaction with a Director or Officer or with a corporation, firm, entity, or association in which the Director or Officer or a member of a Director or Officer's family may be or is interested, the existence and nature of the interest of the Director or Officer must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed. Any transaction in which a conflict appears to exist must be approved by a majority of the disinterested members of the Board.

7.3 Loans to Officers or Directors Prohibited. No loans may be made by the Association to its Directors or Officers. Directors of who vote for or assent to the making of a loan to a Director or Officer and any Officer or Officers participating in the making of such a loan, shall be jointly and severally liable to the Association for the amount of such loan until the repayment thereof.

ARTICLE VIII – DISSOLUTION

Upon the winding up and dissolution of the Association, the assets of the Association remaining after payment of or provision for payment of all debts and liabilities of the Association must be distributed to one or more organizations, as determined by the Board of Directors, that are recognized as exempt

under Section 501(c)(3) or Section 501(c)(4) of the Code, or any successor provision, and used as nearly as possible to accomplish the purposes for which this Association is organized.

ARTICLE IX – RECORDS

The Association shall maintain in a secure fashion:

1. Current Articles of Incorporation and Bylaws;
2. Correct and adequate records of accounts and finances;
3. A record of the names and addresses of the Officers and Directors;
4. Minutes of proceedings of the Members;
5. Minutes of proceedings of the Board of Directors; and
6. Minutes prepared by a Committee with authority to act for the Board of Directors as permitted by §4.9.

ARTICLE X – AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the vote of a majority of the Voting Members present at any meeting of the Members at which a Quorum is present.

BYLAWS OF WACCRA

These Bylaws were approved by the vote of a majority of the Voting Members present at the Annual Meeting of Members held on October 14, 2020, at which a Quorum was present.

Signed by Ed Hanson

Secretary