

BYLAWS
OF THE
WASHINGTON STATE SOCIETY OF THE
SONS OF THE AMERICAN REVOLUTION
("WASSAR" or "the Society")

ARTICLE 1

OFFICES

1.1 Business Offices. The initial principal office of the Society shall be located at 5526 154th Avenue SE, Bellevue, King County, Washington 98006. The Society may have such other offices, either within or without the State of Washington, as the Board of Directors ("Board") may designate or as the business of the Society may require from time to time.

1.2 Registered Office. The registered office of the Society may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

ARTICLE 2

OBJECTIVES AND PURPOSES

2.1 The objectives and purpose of the Society are declared to be patriotic, historical, and educational, and shall include those intended or designed to perpetuate the memory of those patriots who, by their services or sacrifices during the war of the American Revolution, achieved the independence of the American people; to unite and promote fellowship among their descendants; to inspire them and the community-at-large with a more profound reverence for the principles of the government founded by our forefathers; to encourage historical research in relation to the American Revolution; to acquire and preserve the records of the individual services of the patriots of the war, as well as documents, relics, and landmarks; to mark the scenes of the Revolution by appropriate memorials; to celebrate the anniversaries of the prominent events of the war and of the Revolutionary period; to foster true patriotism; to maintain and extend the institutions of American freedom; and to carry out the purposes expressed in the preamble of the Constitution of our country and the injunctions of George Washington in his farewell address to the American people.

2.2 Exemption Requirement. Notwithstanding any other provisions of this document, the Society shall at all times engage in all such activities as are incidental or conducive to the attainment of the purposes of the Society or any of them and to exercise any and all powers authorized or permitted to be done by a nonprofit corporation under any laws that may be now or hereafter applicable or available to the Society. To this end, the Society shall at all times be

operated exclusively for patriotic, historical and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE 3

MEMBERS

3.1 Determination of Rights of Members. The Society shall have two classes of Members, who shall have membership for a period of one (1) full calendar year, subject to annual renewals. The Board may, in its sole and exclusive discretion, impose annual membership fees and dues on the Members as a condition of renewed membership. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all Members shall have the same rights, privileges, restrictions, and conditions.

3.2 Classes of Members. There shall be the following Classes of Members:

(a) Regular or Regular Life Member. A Regular or Regular Life Member shall be a male of the age of eighteen years and over, who meets all the requirements for membership in the National Society of the Sons of the American Revolution (NSSAR), and who remains a member of NSSAR pursuant to all applicable governing documents.

(b) Junior Member. A Junior Member shall be a male under the age of eighteen years, who meets all the requirements for membership in NSSAR and who remains a member of NSSAR. A Junior Member shall not have the right to vote.

3.3 Number of Members. There is no limit on the number of Members the Society may admit.

3.4 Membership Book. The Society shall keep a membership book containing the name and address of each Member. Such book shall be kept at the Society's principal office, and/or the office of the Secretary if in the state of Washington.

3.5 Designation of Members. The official designation of a Member of WASSAR shall be "Compatriot."

3.6 Nonliability of Members. A Member of the Society is not, as such, personally liable for the debts, liabilities, or obligations of the Society.

3.7 Nontransferability of Memberships. No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon nonrenewal of a Member's membership, or upon a Member's death, whichever shall first occur.

3.8 Termination of Membership. The membership of a Member shall terminate upon the occurrence of any of the following events: (1) Upon a failure to renew his membership by paying dues on or before the due date, such termination to be effective on December 31st of the year in which dues were not paid; or (2) Upon termination of the Member's membership in NSSAR. All rights of a Member in the Society shall cease on termination of membership as herein provided.

ARTICLE 4

MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of Members shall be held at such place or places as may be designated from time to time by resolution of the Board.

4.2 Annual Meeting. A regular meeting in the spring shall be designated as the Annual Meeting for the purpose of electing Officers, nominees for National Trustee and Alternate National Trustee, and such business as may come before the meeting.

4.3 Special Meetings of Members. Special meetings of the Members shall be called by the Board, the President, or by five percent of the members.

4.4 Notice of Meetings. Unless otherwise provided by the Articles of Incorporation of the Society, these Bylaws, or provisions of law, notice 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 delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, electronically to those who have agreed to receive notification electronically, by facsimile, or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Society, with postage prepaid. If notice is provided in an electronic transmission, it must satisfy the requirements of law. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the Member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission. The notice of any meeting of Members at which officers are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given. Whenever any notice of a meeting is required to be given to any Member under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

4.5 Quorum for Meetings. A quorum shall consist of five (5%) percent of the voting Members as certified by NSSAR as of December 31st of the previous year.

4.6 Majority Action as Membership Action. Every act or decision done or made by a majority of voting Members present in person at a duly held meeting at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, rules, or provisions of law require a greater number.

4.7 Voting Rights. Each Member is entitled to one vote on each matter submitted to a vote by the Members.

4.8 Action by Written Ballot. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Board distributes a written ballot to each Member entitled to vote on the matter. The ballot shall:

- (a) Set forth the proposed action;
- (b) Provide an opportunity to specify approval or disapproval of each proposal;
- (c) Indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
- (d) Specify the date by which the ballot must be received by the Secretary in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Secretary. Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds by four times the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE 5

BOARD OF DIRECTORS

5.1 Composition. The Board of Directors shall be composed of the elected Officers specified in Section 7.1, the Presidents of each Chapter within the Society, the National Trustee and Alternate National Trustee, and three Directors-at-large selected by the Board to serve at the pleasure of the Board.

5.2 Regular Meetings. The Annual Meeting of the Board for transaction of business matters shall be held in the spring of each year. Regular Meetings shall also be held in the months of July, October and January of each year, unless otherwise ordered by the President. By

resolution, the Board may provide the time and place either within or without the State of Washington for holding additional regular meetings without other notice than such resolution.

5.3 Special Meetings. Special Board meetings may be called by or at the request of the President or a majority of the Board. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.

5.4 Notice. Written notice of each special Board meeting shall be delivered personally, electronically to those who have agreed to receive notification electronically, by facsimile, or mail to each Director at his address of record at least ten (10) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If notice is provided in an electronic transmission, it must satisfy the requirements of law. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting.

5.5 Quorum. Seven (7) Directors shall constitute a quorum for the transaction of business at any Board meeting; provided that, for any portion of a meeting of Directors considering amendments to the Articles of Incorporation or Bylaws, the quorum for that portion of the meeting shall be two-thirds of the Directors.

5.6 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the Articles of Incorporation, Bylaws, or adopted rules, require a higher percentage. The Secretary, or in his absence, any person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

5.7 Presumption of Assent. A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or unless he forwards such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

5.8 Meetings by Telephone. Members of the Board may hold or participate in a meeting of the Board by means of conference telephone or similar communications equipment provided all Directors so participating in such meeting can hear each other at the same time.

5.9 Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

5.10 Indemnification by the Society of Directors and Officers. The Directors and Officers shall be indemnified by the Society to the fullest extent permissible under the laws of this state.

5.11 Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent (including a Director, Officer, employee or other agent) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

5.12 Allocation of Delegates to the NSSAR Congress. The Board shall allocate voting delegate seats to those attending the NSSAR Congress.

ARTICLE 6

THE NOMINATING COMMITTEE

6.1 Composition. The Nominating Committee shall consist of two Directors named by the Board, one of whom shall be named as the Chairman, plus one representative from each Chapter named by the Chapter.

6.2 Duties. The Nominating Committee shall be allowed to nominate as many as two (2) compatriots for each office when the officer's term is up or the office is vacated.¹ The Nominating Committee shall nominate one person to serve as the National Trustee and one person to serve as the Alternate National Trustee. (First sentence amended April 30, 2016)

6.3 Report. The Nominating Committee's recommendations will be presented to the Annual Membership meeting prior to any nominations from the floor.

6.4 National Trustees. The Members elected as nominees for the positions of National Trustee and Alternate National Trustee shall be submitted in accordance with NSSAR Bylaws, provided that, in the event there arises a vacancy in the nominee's position prior to the NSSAR Congress, the Board shall make an appointment.

ARTICLE 7

OFFICERS

7.1 Elected Officers. The elected officers of the Society shall be President, Vice President, Secretary, Treasurer, Registrar, Historian, and Chaplain. They shall be elected

¹ First sentence amended by membership April 30, 2016 Doug Nelson, President, William B. Ailes, Secretary

biannually in the odd year by ballot at the Annual Membership meeting, provided that, if there is but one nominee for an office, the vote for that office may be by voice vote.

7.2 Term of Office. Elected officers shall hold office for a term of two years, or until their successor is elected.

7.3 Qualifications. No person shall be qualified to hold elective office who is not a Member and who has not been a Member for one year and has served as an elected Chapter officer for one term. Except for President and Secretary, a person may hold more than one office, provided a Director holding two positions would have only one vote.

7.4 Removal. Any Officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Society would be served thereby.

7.5 Resignations. An Officer may resign at any time by giving written notice to the Board, President or Secretary. The resignation shall take effect upon the receipt of such notice, or at any later period of time specified therein. The acceptance of such resignation shall not be necessary to make it effective, unless the resignation requires it to be effective as such.

7.6 Vacancies. In the event of a vacancy in any office, except that of President, because of death, resignation, removal, disqualification or otherwise, the Board may appoint a Member to serve in that office for the unexpired portion of the term.

7.7 President. The President shall be the principal executive officer of the Society and, subject to the Board's control, shall supervise and control all the affairs of the Society. He shall preside at Member meetings and Board meetings. To be elected to the office of President the Member must have served on the Society's Board within three years of election and have served as a Chapter President for a full term. The President shall not serve in any elected Chapter position during his term.

7.8 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board. If there is a vacancy in the office of President by reason of death, resignation, or removal, the Vice President shall become President, thus creating a vacancy in the office of Vice President to be filled.

7.9 Secretary. The Secretary shall be responsible for all records of the Society except those specifically assigned to other Officers by these Bylaws or rules adopted by the Board.

7.10 Treasurer. The Treasurer receives and deposits all monies received, pays all lawful bills and carries out the normal duties of a treasurer.

7.11 Registrar. The Registrar receives and reviews applications for membership of

Supplemental memberships, and submits them to the Secretary.

7.12 Historian. The Historian is the custodian of the WASSAR archives.

7.13 Chaplain. The Chaplain is responsible for the spiritual health of the Society.

7.14 Officers' Powers and Duties. All Officers designated in Section 7.1 shall, under the direction of the Board, perform those duties prescribed by the NSSAR Bylaws, these Bylaws, and by standing rules adopted by the Board, and those duties incidental to their specific offices. The policies and procedures adopted by NSSAR may provide guidance in the performance of their duties.

7.15 Appointments by the Board. The Board shall have authority to appoint, or as may otherwise be required by NSSAR, to cause the Society to appoint such other persons to perform specified duties as it deems appropriate in its sole and exclusive discretion. No such appointed person shall be deemed to be a Director by virtue of such appointment.

7.16 Salaries. Officers shall serve without compensation except Officers, in the sole and exclusive discretion of the Board, may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 8

COMMITTEES

8.1 The Board may by resolution, establish such committees as it deems appropriate for accomplishing the work of the Society, and provide for the method of appointment, duties, and powers of such committees.

8.2 The President shall be an ex-officio member of all committees except the Nominating Committee and any committee from which he is specifically excluded.

ARTICLE 9

WASSAR ENDOWMENT FUND

9.1 Except as otherwise set forth herein, the WASSAR Endowment Fund, established in March 2002, shall be used for expenditures authorized by the Board. The principle amount invested shall not be withdrawn or otherwise used in any way, directly or indirectly, to meet financial obligations of the Society. Contributions to the fund should be made to the Treasurer or to the Endowment Fund Director.

9.2 The President shall, at the Annual Meeting of Directors, appoint the Endowment Fund Director. A non-member of the Society may be appointed only with approval of the Board. The Endowment Fund Director will ensure compliance with the Society's Investment Guidelines, and ensure the Treasurer makes disbursements of the funds only as directed by the Board. The Endowment Fund Director shall perform such other duties and functions as are assigned to him by the Board.

ARTICLE 10

FEES AND DUES

10.1 The Board shall establish, and the Members and/or Chapters shall pay, such fees and dues as the Board deems appropriate in its sole and exclusive discretion. Such fees and dues may be amended by the Board at any time in its sole and exclusive discretion.

10.2 The Board shall promulgate such policies and procedures as it deems appropriate for the assessment and collection of fees and dues from the Members.

10.3 Any Member who has paid annual membership dues to NSSAR for not fewer than fifty (50) years shall be designated an Emeritus Member. Upon confirmation of Emeritus status, the Emeritus Member shall be exempt from further payment of dues to the Society.

10.4 Subject to the payment of fees and dues owing, any Member whose membership has been terminated may be reinstated upon approval of NSSAR and the Board. The Board shall promulgate policies and procedures for such reinstatements.

10.5 The Board may impose such general assessments upon all Members by class as it deems reasonably necessary in its sole and exclusive discretion.

ARTICLE 11

CHAPTERS

11.1 The Membership of the Society shall be organized into duly authorized self-governing Chapters within Washington State, each of which shall comply with the policies and procedures then in effect to obtain status as a Chapter of the Society. All Members must belong to a Chapter.

11.2 Each Chapter shall submit such periodic reports as may be required from time to time by the Society.

11.3 Members may hold dual Chapter memberships by complying with the policies and procedures of each such Chapter; provided that a Chapter President must be a primary member of that Chapter.

11.4 Chapters shall comply with these Bylaws and the Board shall have authority to revoke the charter of a Chapter.

ARTICLE 12

CONTRACTS, LOANS, CHECKS AND DEPOSITS

12.1 Loans. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

12.2 Loans to Officers and Directors. No loans shall be made by the Society to its Officers or Directors.

12.3 Checks, Notes, Drafts, and Demands. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such Officer or Officers, agent or agents, of the Society and in such manner as is from time to time determined by resolution of the Board.

12.4 Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

12.5 Gifts. The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for the nonprofit purposes of the Society.

ARTICLE 13

CORPORATE RECORDS, REPORTS AND SEAL

13.1 Maintenance of Society Records. The Society shall keep at its principal office or at the Secretary's office if in the State of Washington:

(a) Minutes of all meetings of Directors, committees of the Board, and all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its Members indicating their names and addresses and, if applicable, the class of membership held by each Member, entry date and the termination date of any membership; and

(d) A copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members of the Society at all reasonable times during office hours.

13.2 Seal. The Board may adopt, use, and at will alter, a Society seal. Such seal shall be kept at the office of the Secretary. Failure to affix the seal to Society instruments however, shall not affect the validity of any such instrument.

13.3 Directors Inspection Rights. Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Society and shall have such other rights to inspect the books, records and properties of the Society as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

13.4 Members Inspection Rights. Each Member shall have the following inspection rights for a purpose reasonably related to such person's interest as a Member:

(a) To inspect and copy the record of all Members names, addresses and voting rights, at reasonable times, upon written demand on the Secretary, which demand shall state the purpose for which the inspection rights are requested;

(b) To obtain from the Secretary, upon written demand on, and payment of a reasonable charge to the Secretary, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary or after the date specified therein as of which the list is to be compiled; and

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary by the Member, for a purpose reasonably related to such person's interests as a Member. Members shall have such other rights to inspect the books, records and properties of the Society as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

13.5 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

13.6 Periodic Report. The Board shall cause any annual or periodic report required

under law to be prepared and delivered to an office of this state or to the Members to be so prepared and delivered within the time limits set by law.

ARTICLE 14

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

14.1 Limitations on Activities. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

14.2 Nonqualified Activities. Notwithstanding any other provisions of these Bylaws, the Society shall not carry on any activities not permitted to be carried on (a) by a Society exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Society contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

14.3 Prohibition against Private Inurement. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society.

14.4 Distribution of Assets. Upon the dissolution of the Society its assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

14.5 Private Foundation Requirements and Restrictions. In any taxable year in which the Society is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Society (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Society to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 15

AMENDMENT OF BYLAWS

15.1 Amendment. These Bylaws may be amended in the following manner: The Board, by a two-thirds vote, proposes an amendment and submits it to a vote of the membership at a regular or special meeting. If two-thirds of the Members present approve it, it is adopted.

ARTICLE 16

CONSTRUCTION AND TERMS

16.1 Controlling Provisions. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

16.2 Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

16.3 References to Articles of Incorporation. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Secretary of State for the State of Washington, Incorporation Division.

16.4 References to Internal Revenue Code. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended.

We certify that the foregoing initial Bylaws of the Society have been adopted by its Board.

DATED this 10 May 2016.

Douglas H. Nelson
President

William B. Ailes
Secretary
