

**BYLAWS
OF
KIRKLAND FIREFIGHTERS BENEVOLENT ASSOCIATION**

ARTICLE 1. OFFICES

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

All active members of IAFF Local 2545 are members of KFFBA.

ARTICLE 3. MEETINGS OF MEMBERS

3.1 Place. All meetings of members shall be held at the principal office of the Corporation or at such other place, either within or without the State of Washington, as the Board may determine.

3.2 Organization. The President of the Corporation, or in his/her absence the Vice-President, shall call meetings of members to order and shall act as chairperson to preside over such meetings, and the Secretary of the Corporation, or in his/her absence an assistant Secretary, shall act as Secretary to record minutes of such meetings. However, members present at any meeting may, by majority vote, may appoint any member present as chairperson of the meeting and any other member present as secretary of the meeting.

3.3 Annual meetings. The annual meetings of the members of the Corporation shall be held on the first Thursday of January each year. In the event that such annual meeting is omitted by oversight or otherwise, it may be held at a subsequent special meeting called in accordance with the provisions of these bylaws and the laws of the State of Washington, and business transacted or elections held at such meeting shall be as valid as if transacted or held at the annual meeting.

3.4 Special meetings. Special meetings of the members of the Corporation may be called at any time by ten percent (10%) of the membership of the Corporation, or by the President, or by a majority of the Board. No business shall be transacted at any special meeting of members except as is specified in the notice calling for said meeting. The Board of Directors may designate any place as the place of any special meeting called by the President or the Board of Directors, and special meetings called at the request of members shall be held at such place as may be determined by the Board of Directors and placed in the notice of such meetings.

3.5 Notice of meetings. Written notice of annual or special meetings 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 or at the direction of the President, or the Secretary, or the officers or persons authorized to call the meeting to each member of record entitled to vote at the meeting. Such notice shall be given not less than ten (10) nor more than fifty (50) days prior to the date of the meeting. Notice may be transmitted by an electronic transmission to those members who have consented to receipt of such transmissions, mail, private carrier or personal delivery; or telephone, wire or wireless equipment which transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid addressed to the member at the member's address as it appears in the records of the Corporation. However, if member has filed with the Secretary of the Corporation a written request that notice intended for him be mailed to some other address, notice shall be mailed to the address designated in such request. Other forms of notice in a tangible medium are effective when received. If notice is provided in an electronic transmission, the notice shall comply with the requirements of RCW 24.03.009. Any adjournment or adjournments of any annual or special meeting may be held without new notice being given.

3.6 Quorum and adjournment. One-tenth (1/10) of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. A majority of the members represented at a meeting, even if less than a quorum, may adjourn the meeting from time to time without further notice. At such reconvened meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting (unless a new record date is or must be set for the adjourned meeting), notwithstanding the withdrawal of enough members from either meeting to leave less than a quorum.

3.7 Voting and Proxies. Each member shall be entitled to one vote on each matter submitted to a vote at a members' meeting. A member may vote in person, by mail, by electronic transmission, or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact and filed with the Secretary of the Corporation. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

A vote by mail or by electronic transmission for a Director or a proposal is valid if the name of each Director candidate or the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An electronically transmitted vote shall be addressed to email address of the Secretary, which shall be provided in the notice of meeting. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

3.8 Action without a meeting. Any action which must or may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote on the matter. Such consent shall have the same effect as a unanimous vote of the members.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors.

4.2 Number. The Board shall consist of not less than seven (7) nor more than twenty-six (26) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no increase in the number shall have the effect of shortening the term of any incumbent Director.

4.3 Qualifications. Directors shall be members of the Corporation or their spouses/domestic partners.

4.4 Election of Directors.

4.4.1 Initial Directors. The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

4.4.2 Successor Directors. Successor Directors shall be elected at any time as deemed necessary by the Board.

4.5 Term of Office. Unless a Director dies, resigns, or is removed, he/she shall hold office until his/her successor is elected.

4.6 Annual Meeting. The annual meeting of the Board shall be held without notice, immediately following and at the same place as the annual meeting of members, for the purposes of electing officers and transacting such business as may properly come before the meeting. Otherwise, by resolution, the Board may specify the date, time, and place for the holding of the annual meeting.

4.7 Regular Meetings. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

4.8 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called at the written request of the President or any Director, or, in the case of a committee, by the chair of the committee. 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 or committee meeting called by them.

4.9 Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.10 Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

4.11 Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than one day before the meeting. Notices in writing may be delivered, e-mailed or mailed to the Director at his/her address shown on the records of the Corporation. Neither the business to be transacted at nor the purpose of the special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. If notice is delivered by electronic transmission, the notice shall comply with the requirements of RCW 24.03.009.

4.12 Waiver of Notice.

4.12.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

4.12.2 By Attendance. 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.

4.13 Quorum. One-third (1/3) of the Directors shall constitute a quorum for the transaction of business at any Board meeting. 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.

4.14 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.

A vote by mail or by electronic transmission for a proposal is valid if the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An electronically transmitted vote shall be addressed to email address of the Secretary, which shall be provided in the notice of meeting. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

4.15 Presumption of Assent. A Director of the Corporation 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/her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.16 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such written consents may also be electronically transmitted along with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minute book as if it were minutes of a Board meeting.

4.17 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18 Removal. One or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members called expressly for that purpose at which a Quorum is present.

4.19 Vacancies. A vacancy in the position of Director may be filled by the affirmative vote of a quorum of remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his/her predecessor in office.

4.20 Board Committees

4.20.1 Standing or Temporary Committees. The Board may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal the Bylaws; (b) elect, appoint, or remove any member of any committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the designation thereto of

authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

4.20.2 Quorum, Manner of Acting. A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which quorum is present shall be the act of the committee.

4.20.3 Resignation. Any member of any committee may resign at any time by delivering written notice to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.20.4 Removal of Committee Member. The Board may remove from office any member of any committee elected or appointed by it.

4.21 Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

ARTICLE 5. OFFICERS

5.1 Number and Qualifications. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office. The officers of the Corporation shall be elected for four year terms by the Board. Unless an officer dies, resigns, or is removed from office, he/she shall hold office until his/her successor is elected.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.6 President. The President shall be the chief executive officer of the Corporation and, subject to the Board's control, shall 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.

5.7 Vice President. In the event of the death of the President or his/her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) 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. Vice Presidents shall have, to the extent authorized by the President or the Board, the same power as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

5.8 Secretary. The Secretary shall: (a) keep the minutes of the meetings of the members, if any, and of the Board, 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 of the corporate records of the Corporation; (d) keep records of the mailing address and email address, if applicable, of each member, and of each Director and officer; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board.

5.9 Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; 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.

5.10 Salaries. The salaries, if any, of the officers and agents shall be fixed from time to time by the Board or by any person or persons to whom the Board has delegated such

authority. No officer shall be prevented from receiving a salary by reason of the fact that he/she is a Director of the Corporation.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the names and addresses of each member, and of each Director and officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

6.2 Accounting Year. The accounting year of the Corporation shall be the twelve months ending December 31.

6.3 Rules of Procedure. The rules of procedure at meetings of the members, the Board, and committees of the Board shall be rules contained in Atwood's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with the laws of the State of Washington, these Bylaws, the Articles of Incorporation or any resolution of the Board. The President may suspend such rules of order and pursue decision-making by a consensus process when that method appears more likely in his/her judgment to produce a higher quality of decision upon a given matter. For purposes of the record, a vote may then be taken upon the matter at the conclusion of that process.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of the Board of Directors in the manner provided by these Bylaws.

Adopted by resolution of the Corporation's Board of Directors on March 16, 2019


Secretary


President