

**BYLAWS
OF
EASTSIDE FIRE & RESCUE**

Article 1
OFFICES

The principal office of Eastside Fire & Rescue (the “Corporation”) shall be located at its principal place of business, initially 175 Newport Way Northwest, Issaquah, WA 98027, or such other place as the Board of Directors may designate. The Corporation may have such other offices as the Board of Directors may designate from time to time.

Article 2
DEFINITIONS

All capitalized terms used but not otherwise defined in these Bylaws have the meanings set forth in the Eastside Fire & Rescue Interlocal Agreement (the “Agreement”).

Article 3
BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the Corporation shall be conducted under the direction of its Board of Directors as constituted under the Agreement and Corporation’s Articles of Incorporation. The Board of Directors shall be deemed the “board of directors” as that term is used in the Washington Nonprofit Corporation Act, Chapter 24.03 RCW (the “Act”) and shall have all power and authority granted under the Agreement.

3.2 Duties of Directors. Each director shall perform the duties of a director, including the duties as a member of any committee of the Board of Directors upon which the director may serve: (i) in good faith; (ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

3.3 Composition of Board. The number, qualifications and appointment of the directors and alternates of the Board of Directors shall be as provided in the Agreement. Each director shall serve at the pleasure of the Party that the director represents.

3.4 Term. Each director shall serve for terms as determined by the legislative body of the appointing Party, as provided in the Agreement. However, any term will automatically terminate if the respective director is no longer an elected official of the appointing Party.

3.5 Vacancies. Any director vacancy in office shall be filled by the respective appointing Party, as provided in the Agreement.

3.6 Resignation; Removal. A director may resign at any time, which shall be effective upon delivering notice of resignation to the Chair, or in the case of resignation by the Chair, to the Vice Chair. Except as otherwise provided by law, directors may be removed from office only by action of the appointing Party, as provided in the Agreement.

3.7 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at Board of Directors meetings or otherwise directly incident to their duties as directors may be paid or reimbursed by the Corporation, as determined by the Board of Directors.

3.8 Standing or Temporary Committees. The Board of Directors may by motion or resolution form and appoint committees and task forces to assist the Board of Directors. Unless the motion or resolution creating a committee or task force specifies that it will conduct its affairs in accordance with the Washington Open Public Meetings Act (Chapter 42.30 RCW), such committee or task force may not act on behalf of the Board of Directors, conduct hearings or take testimony or public comment.

Article 4 MEETINGS OF BOARD OF DIRECTORS

4.1 Annual Meeting. Each calendar year, the Board of Directors shall designate one regular meeting as its annual meeting of the Parties, as required by RCW 24.03.075, and if not so designated, shall be the regular meeting in which officers of the Board of Directors are appointed. The failure to designate or hold an annual meeting at the time provided in these Bylaws does not affect the validity of any corporate action.

4.2 Regular Meetings. By resolution, the Board of Directors shall specify the date, time and place for the holding of regular meetings of the Board of Directors.

4.3 Special Meetings. The Chair of the Board of Directors or a majority of directors may call a special meeting of the Board of Directors in accordance with the requirements and procedures of the Open Public Meetings Act, which shall control over any contrary provision in the Act.

4.4 Place and Conduct of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place so designated consistent with the Open Public Meetings Act. All meetings of the Board shall be held in compliance with the Open Public Meetings Act. The Board shall prepare minutes of its meetings, which shall be distributed regularly to the legislative bodies of the Parties.

4.5 Quorum. A majority of Directors (or alternates) constitutes a quorum for the transaction of any business at any meeting of the Board of Directors.

4.6 Participation by Telephone. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time and participation complies with the Open Public Meetings Act. Participation by such means shall constitute presence in person at a meeting.

4.7 Manner of Acting. The actions of the Board of Directors shall be by motion or resolution. Except as provided otherwise in the Agreement, at least five directors or alternates

shall approve a motion or resolution. The Board of Directors shall approve actions regarding changes to the revenue formula of the Corporation as provided in the Agreement.

Article 5 OFFICERS

5.1 Positions. The officers of the Corporation shall consist of Chair, a Vice Chair, a Secretary and a Treasurer. The Chair and the Vice Chair shall be elected by and from among the Board of Directors for annual terms ending on the date of each annual meeting. The Secretary and the Treasurer shall be appointed by the Fire Chief. Each officer shall hold office until a successor is selected. Other officers may be elected by the Board of Directors, and such other officers shall 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 of Directors. Any officer may be assigned by the Board of Directors any additional title that the Board of Directors deems appropriate. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

5.2 Chair. The Chair shall preside at all meetings of the Board of Directors and shall exercise and perform all duties incident to the office of Chair and such other duties as from time to time may be assigned by resolution or motion of the Board of Directors. The Chair shall sign deeds, leases, bonds, contracts or other instruments which the Board of Directors has approved and authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board of Directors to some other officer or individual or is required by law to be otherwise signed or executed.

5.3 Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board of Directors, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Board of Directors.

5.4 Secretary. The Secretary shall be responsible for ensuring that minutes of meetings of the Board of Directors are recorded and maintained, and to the extent minutes of meetings of committees of the Board of Directors are recorded, that such minutes are maintained; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the name and address of each director and each officer; sign with the Chair, or other officer authorized by the Chair or the Board of Directors, deeds, leases, bonds, contracts or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

5.5 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities of the Corporation; ensure that monies due and payable to the Corporation from any source whatsoever are properly received and that receipts are given for said monies; ensure that all such monies are deposited 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 may be

assigned by the Board of Directors. If requested by the Board of Directors, at the Corporation's expense, the Treasurer shall give a bond for the faithful discharge of duties in such amount and with such surety or sureties as the Board of Directors may determine.

5.6 Delegation. In the case of absence or inability to act of any officer or of any person herein authorized to act in their place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, any director or any other person whom it may select. The Chair may delegate duties or powers, in addition to those listed herein to officers and employees of the Corporation as necessary or appropriate to the conduct of the affairs of the Corporation.

5.7 Duty of Officers. An officer, with discretionary authority, shall discharge the officer's duties under that authority: (i) in good faith; (ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

5.8 Election and Term of Office. The officers of the Corporation shall be elected each year by the Board of Directors at its annual meeting. Unless an officer dies, resigns, or is removed from office, they shall hold office until the next annual meeting of the Board of Directors or, if later, until their successor is elected.

5.9 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 of Directors for the unexpired portion of the term or for a new term established by the Board of Directors at any regular or special meeting of the Board of Directors.

5.10 Resignation. Any officer may resign at any time by delivering written notice to the Board of 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.

5.11 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed from office, with or without cause, by the Board of Directors 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.

Article 6 STAFF AND CONSULTANTS

The Fire Chief shall be hired, disciplined and discharged by a majority vote of all directors of the Board of Directors. The Fire Chief shall report to and be supervised by the Board of Directors. The Board of Directors shall conduct annually an evaluation of the performance of the Fire Chief, or more frequently if requested by the Board of Directors or the Fire Chief. The Fire Chief shall hire, discipline, discharge and supervise all other employees and all volunteers of the Corporation and shall carry out all other duties specified by the Agreement and as determined by the Board of Directors. The Board of Directors may hire or retain legal counsel and independent auditors. The Board of Directors may hire or retain such other consultants as it may determine, subject to the Agreement.

Article 7
INDEMNIFICATION

The indemnification rights and the right to advancement of expenses of the Corporation's directors, officers, employees and agents shall be as set forth in the Articles of Incorporation.

Article 8
ADMINISTRATIVE PROVISIONS

8.1 Books and Records. The Corporation shall keep the following records at its principal office:

- (a) Current copies of its Articles of Incorporation and Bylaws, as amended;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names and addresses;
- (d) Minutes of the proceedings of its Board of Directors, and any minutes that may be maintained by committees having any authority of the Board of Directors; and
- (e) Such other records as may be necessary, advisable or required by the Act.

All books and records of the Corporation shall subject to disclosure under the Public Records Act (Chapter 42.56 RCW) and other laws regarding inspection and copying of public records.

8.2 Fiscal Year. The accounting year of the Corporation shall be the twelve months ending December 31.

8.3 Loans to Directors and Officers Prohibited. No loans or advances shall be made by the Corporation to any of its directors or officers.

8.4 Seal. The Corporation need not have a corporate seal. If the Board of Directors adopts a corporate seal, the seal of the Corporation shall be circular in form and consist of the name of Eastside Fire & Rescue.

8.5 Amendment of Bylaws. These Bylaws may be amended or repealed by majority vote of the directors then in office at any meeting of the Board of Directors.

CERTIFICATE OF ADOPTION

The undersigned Secretary of Eastside Fire & Rescue does hereby certify that the above and foregoing Bylaws of said Corporation were adopted by the Board of Directors as the Bylaws of said Corporation and that the same do now constitute the Bylaws of this Corporation.

DATED this ____ day of _____, 2020.

_____, Secretary