

**AMENDED AND RESTATED BYLAWS  
OF  
S M A R T**

DATED EFFECTIVE OCTOBER 30, 2013

## TABLE OF CONTENTS

<b>ARTICLE 1. OFFICES OF THE CORPORATION .....</b>	<b>1</b>
1.1 REGISTERED OFFICE AND REGISTERED AGENT. ....	1
1.2 OTHER OFFICES. ....	1
<b>ARTICLE 2. MEMBERS .....</b>	<b>1</b>
2.1. TYPES OF MEMBERS.....	1
(A). GENERAL MEMBERS.....	1
(B). ASSOCIATE MEMBERS. ....	1
2.2. VOTING RIGHTS OF MEMBERS. ....	1
2.3. TRANSFERABILITY. ....	1
<b>ARTICLE 3. MEMBERS' MEETINGS .....</b>	<b>1</b>
3.1. MEETING PLACE.....	1
3.2. ANNUAL MEETING TIME. ....	1
3.3. ANNUAL MEETING-ORDER OF BUSINESS.....	2
3.4. SPECIAL MEETINGS. ....	2
3.5. NOTICE. ....	2
3.6. WAIVER OF NOTICE. ....	2
3.7. VOTING. ....	2
3.8. QUORUM. ....	2
<b>ARTICLE 4. BOARD OF DIRECTORS .....</b>	<b>3</b>
4.1. NUMBER AND POWERS.....	3
4.2. CHANGE OF NUMBER. ....	3
4.3. VACANCIES. ....	3
4.4. REGULAR MEETINGS. ....	3
4.5. SPECIAL MEETINGS.....	3
4.6. NOTICE.....	4
4.7. QUORUM. ....	4
4.8. WAIVER OF NOTICE. ....	4
4.9. REGISTERING DISSENT.....	4
4.10. EXECUTIVE AND OTHER COMMITTEES.....	4
4.11. REMUNERATION. ....	4
4.12. LOANS.....	5
4.13. REMOVAL.....	5
4.14. ACTION BY DIRECTORS WITHOUT A MEETING.....	5
<b>ARTICLE 5. OFFICERS.....</b>	<b>5</b>
5.1. DESIGNATIONS. ....	5
5.2. THE PRESIDENT. ....	5
5.3. VICE PRESIDENTS. ....	5
5.4. SECRETARY AND ASSISTANT SECRETARIES. ....	5
5.5. THE TREASURER.....	5
5.6. EXECUTIVE DIRECTOR.....	6
5.7. DELEGATION. ....	6
5.8. VACANCIES. ....	6
5.9. OTHER OFFICERS. ....	6
5.10. LOANS.....	6
5.11. TERM-REMOVAL.....	6
5.12. BONDS.....	6
<b>ARTICLE 6. DEPOSITORIES.....</b>	<b>6</b>

<b>ARTICLE 7. NOTICES.....</b>	<b>7</b>
<b>ARTICLE 8. SEAL .....</b>	<b>7</b>
<b>ARTICLE 9. INDEMNIFICATION.....</b>	<b>7</b>
9.1. INDEMNIFICATION. ....	7
9.2. PAYMENT OF EXPENSES IN ADVANCE. ....	7
9.3. LIFE INSURANCE. ....	8
9.4. NOTICE TO MEMBERS. ....	8
<b>ARTICLE 10. BOOKS AND RECORDS.....</b>	<b>8</b>
<b>ARTICLE 11. MULTIPLE INTERESTS OF DIRECTORS OR OFFICERS .....</b>	<b>8</b>
11.1. MULTIPLE INTERESTS. ....	8
11.2. QUORUM AT BOARD OF DIRECTORS' MEETING.....	9
<b>ARTICLE 12. AMENDMENTS.....</b>	<b>9</b>
<b>ARTICLE 13. CERTIFICATE OF ADOPTION .....</b>	<b>9</b>

## ARTICLE 1. OFFICES OF THE CORPORATION

**1.1 Registered Office and Registered Agent.** The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

**1.2 Other Offices.** The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

## ARTICLE 2. MEMBERS

**2.1. Types of Members.** Unless the Articles of Incorporation or these Bylaws provide otherwise, the Corporation shall have two (2) classes of members ("Members"). The Members shall consist of General Members and Associate Members. Unless otherwise designated herein, the term "Members" shall mean both General Members and Associate Members.

**(a). General Members.** General Members shall consist of all persons, entities or organizations that shall contribute the annual corporation membership fees determined for a particular year by the Corporation's Board of Directors and meet such other requirements and qualifications as shall be determined by the Board of Directors from time to time by written resolutions.

**(b). Associate Members.** Associate Members shall consist of those persons, entities, or organizations so designated by the Board of Directors from time to time. All membership fees and qualifications of Associated Members shall be determined by the Board of Directors as necessary.

**2.2. Voting Rights of Members.** Unless otherwise determined, each member of the class of General Members shall be entitled to one vote on all matters submitted to a vote of the Corporation's Members. Unless otherwise provided by the Board of Directors, the members of the class of Associate Members shall not be entitled to vote.

**2.3. Transferability.** Memberships in the Corporation shall not be transferable and a General Member shall automatically cease to be a Member if the Member fails to so qualify.

## ARTICLE 3. MEMBERS' MEETINGS

**3.1. Meeting Place.** All meetings of the Members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

**3.2. Annual Meeting Time.** The annual meeting of the Members for the election of the Board of Directors and the transaction of such business as may properly come before the meeting shall be held each year on the last Tuesday of September after the close of business, unless another date and time is determined by the Board of Directors. If such annual meeting date is a legal

holiday then the annual meeting shall be held on the next business day, at the same hour, unless otherwise determined by the Board of Directors.

**3.3. Annual Meeting-Order of Business.** At the annual meeting of Members, the order of business shall be as follows:

- (a) Calling the meeting to order;
- (b) Proof of notice of meeting (or filing of waiver);
- (c) Election of the Board of Directors subject to election;
- (d) Reports of Officers;
- (e) Reports of committees; and
- (f) Miscellaneous business.

**3.4. Special Meetings.** Special meetings of the Members for any purpose may be called at any time by the President or Board of Directors.

**3.5. Notice.**

(a). Notice of the time and place of the annual meeting of Members and of regular meetings other than the annual meeting shall be given by delivering personally, by mailing, or by electronically transmitting a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

(b). At least ten (10) days and not more than fifty (50) days prior to the meeting, written or printed notice of each special meeting of Members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, mailed, or electronically transmitted.

**3.6. Waiver of Notice.** A waiver of any notice required to be given any Member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

**3.7. Voting.** A member authorized to vote hereunder may vote in person or by proxy executed in writing by such Member or such Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy. A Member may vote for the election of Directors by mail or by any other method permitted by these Bylaws.

**3.8. Quorum.** A majority of the General Members entitled to vote that are represented at the annual meeting or at a meeting in person or by proxy (or in the case of election of Directors not present but voting by mail or otherwise) shall be necessary and sufficient to constitute a quorum for the transaction of business.

## ARTICLE 4. BOARD OF DIRECTORS

**4.1. Number and Powers.** The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of six (6) persons. The majority of the Directors must be General Members, officers, affiliates of General Members, or Associate Members permitted by the Board of Directors. The Board of Directors elected at the initial annual meeting of Members shall be divided into three classes (Class A, Class B, and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of Directors elected at that time.

(a). The term of office of Class A Directors shall expire at the next annual meeting following the annual meeting at which they are elected.

(b). The term of office of the Class B Directors shall expire at the second annual meeting thereafter.

(c). The term of office of the Class C Directors shall expire at the third annual meeting following the annual meeting at which they are elected.

At each annual meeting after the initial annual meeting, Directors shall be elected for a term of three (3) years to succeed the Directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the Corporation.

**4.2. Change of Number.** The number of Directors may at any time be increased or decreased by an amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

**4.3. Vacancies.** All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

**4.4. Regular Meetings.** Regular meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held without notice at the registered office of the Corporation immediately after the annual meeting of the Members, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter, unless the Board of Directors determines otherwise.

**4.5. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two Directors. Such meetings shall be held at

the registered office of the Corporation or at such other place or places as the Directors may from time to time designate.

**4.6. Notice.** Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.4) shall be given to each Director by three (3) days' prior service of the same by facsimile, by letter, by electronic transmission, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

**4.7. Quorum.** A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**4.8. Waiver of Notice.** Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

**4.9. Registering Dissent.** A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent 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.

**4.10. Executive and Other Committees.** The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**4.11. Remuneration.** No stated salary shall be paid to Directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing

herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

**4.12. Loans.** No loans shall be made by the Corporation to any Director.

**4.13. Removal.** Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by Members having voting rights with regard to the election of any Director represented in person or by proxy at a meeting of Members at which a quorum is present.

**4.14. Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the Directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

## **ARTICLE 5. OFFICERS**

**5.1. Designations.** The Officers of the Corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate and an Executive Director. All Officers shall be elected for terms of one (1) year by the Board of Directors. Such Officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**5.2. The President.** The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

**5.3. Vice Presidents.** During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

**5.4. Secretary and Assistant Secretaries.** The Secretary shall issue notices for all meetings, except for notices of special meetings of the Members and the Board of Directors, which are called by the requisite number of Directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary in the absence or disability of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

**5.5. The Treasurer.** The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the



Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

**5.6. Executive Director.** The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the Corporation, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

**5.7. Delegation.** If any Officer of the Corporation is absent or unable to act and no other person is authorized to act in such Officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such Officer to any other Officer or any Director or any other person it may select.

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

**5.9. Other Officers.** The Board of Directors may appoint such other Officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**5.10. Loans.** No loan shall be made by the Corporation to any Officer.

**5.11. Term-Removal.** The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**5.12. Bonds.** The Board of Directors may, by resolution, require any and all of the Officers to provide bonds to the Corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## **ARTICLE 6. DEPOSITORIES**

The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and

shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

## **ARTICLE 7. NOTICES**

Except as may otherwise be required by law, any notice to any Member or Director in a tangible medium, or in an electronic transmission, may be delivered by: mail, private carrier, or personal delivery; telegraph or teletype; telephone, wire, or wireless equipment that transmits a facsimile of the notice; or email or other electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member or Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Other forms of notice in a tangible medium or in an electronic transmission described above are effective when received.

## **ARTICLE 8. SEAL**

The corporate seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the Officers on behalf of the Corporation.

## **ARTICLE 9. INDEMNIFICATION**

**9.1. Indemnification.** To the fullest extent permitted by the Washington Nonprofit Corporation Act, RCW 24.03, the personal liability of a Director to the Corporation and its members shall be eliminated and the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by him or her, in connection with such action, suit or proceeding, to the full extent allowed by applicable law.

**9.2. Payment of Expenses in Advance.** Reasonable expenses incurred by a Director, Officer, employee or agent who is a party to a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding upon receipt by the Corporation of a written undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that such person has not met the standard of conduct necessary for indemnification by the Corporation as authorized by this section; and either: (i) After a determination that the information then known to those making the determination (without undertaking further investigation for the purposes thereof) does not establish that indemnification would not be permissible under applicable law; or (ii) upon receipt by the Corporation of a written affirmation by the Director, Officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the Corporation as authorized in this Article; and the undertaking required hereunder shall be

an unlimited general obligation of the Director, Officer, employee or agent, but need not be secured and may be accepted without reference to financial ability to make the repayment.

**9.3. Life Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, employee or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

**9.4. Notice to Members.** Any indemnification of a Director in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the Members, if any, with the notice of the next Members' meeting or prior thereto in a written report containing a brief description of the proceedings involving the Director being indemnified and the nature of such indemnification.

## **ARTICLE 10. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving the names and addresses of all Directors.

## **ARTICLE 11. MULTIPLE INTERESTS OF DIRECTORS OR OFFICERS**

**11.1. Multiple Interests.** No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest therein, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her vote is counted for such purpose, nor shall the Director or Officer be required to account to the Corporation for any profit or benefit derived by him or her from such contract or transaction if:

(a). The fact of his or her interest is disclosed or is known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

(b). The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the Members.

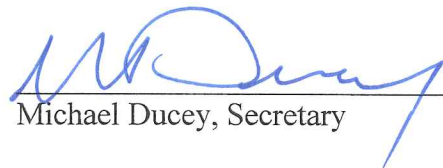
**11.2. Quorum at Board of Directors' Meeting.** Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorized the contract or transaction.

## **ARTICLE 12. AMENDMENTS**

The Board of Directors upon a vote of two-thirds (2/3) of the Directors shall have power to make, alter, amend, and repeal the Bylaws of this Corporation at any regular or special meeting of the Board, if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the Board of Directors shall not amend, alter, repeal, or adopt any Bylaw in such a manner as to affect the qualifications, classifications, term of office, or compensation of the Directors in any way.

## **ARTICLE 13. CERTIFICATE OF ADOPTION**

The foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of the Corporation by the Board of Directors effective on the 30 day of October, 2013.

  
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Michael Ducey, Secretary