

THE WINDWARD FOUNDATION AMENDED BYLAWS

ARTICLE 1: OFFICES

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

ARTICLE 2: PURPOSES

It is the purpose and intention of the Corporation that these Bylaws be interpreted from the standpoint of an academic model – not a corporate model.

The primary purposes and powers are for which this Corporation is organized are: to organize, develop, and sponsor courses of instruction, training, and education; to engage in research, development, and advancement of science and engineering; to publish or disseminate, by any and all means, materials and information for the purpose of education and training.

Other purposes and powers of this Corporation include:

1. To own, acquire, construct, improve, maintain, repair, guard, operate, and dispose of facilities and personal properties incident to the primary purposes and other properties of every kind and nature whatsoever for the common benefit of its members; and
2. To receive and hold gifts, bequests, devises, purposes, or leases, or otherwise, either absolutely or in trust, such facilities, whether real, personal, or mixed property; to sell, convey, expend, transfer, give, dedicate, or otherwise dispose of any facilities, without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received; to act as trustee for any of the above mentioned purposes, receiving, holding, managing, administering, and expending property and funds in accordance with the trusts under which the property and funds are acquired and held; to receive, own, hold, manage, administer, and expend the principal and income of stocks, bonds, obligations, or other securities of any corporation, domestic or foreign, but only for the aforementioned purposes; and
3. To enforce all covenants and agreements applicable to members in accordance with these Bylaws; and
4. To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and to have and exercise all rights and powers which a non-profit corporation organized under the laws of the State of Washington can be authorized to have and exercise.

In all events and in all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by operation of law, the following provisions shall apply:

1. This Corporation shall be operated for the purposes set out in this Article.
2. No transfer by gift, bequest, [device](#), sale or lease, or otherwise, of any property to the Corporation shall be received and accepted if it is conditioned or limited in such a manner as to require the disposition of the income or its principal as shall, in the opinion of its Directors, be contrary to the aforesaid purposes.
3. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
4. No part of the net earnings of the Corporation shall inure to the benefit of any [individual](#).
5. None of the assets of the Corporation shall be distributed to or for the benefit of any [individual](#).

ARTICLE 3: MEMBERS

SECTION 1: CLASSES OF MEMBERS. The Corporation shall have three classes of members. The designation of [the classes](#) of members shall be Steward, [Assistant Steward](#), and Apprentice. [Additional classes of members, the manner of appointment of each class, and the qualifications of each class, may be as established by amendment to these Bylaws.](#)

SECTION 2: SELECTION OF MEMBERS.

STEWARD: Upon [successful completion of 24 credits with the Corporation](#), an [Assistant Steward](#) may apply [to the Board of Directors for recognition as a Steward](#). [The applicant must affirm that they recognize the authority of the Board; support the fundamental principles of the Corporations, have received, read, understood, and agree to be bound by these Bylaws; and are prepared to exercise the privileges and responsibilities of membership as a Steward.](#) Such recognition [may be granted by an affirmative vote of a minimum of 60% of the sitting Directors.](#)

ASSISTANT STEWARD: Any person who has reached the age of [18 and has successfully completed 4 credits – through any combination of an internship with the Windward Center or an apprenticeship as described in these Bylaws](#) may be proposed for membership as an Assistant Steward by any Active Steward. [The proposed Assistant Steward must affirm that they recognize the authority of the Board, will follow the guidance of their Sponsoring Steward, and support the fundamental principles of the Corporation. They must also affirm that they have received, read, understood, and agree to be bound by these Bylaws and are prepared to exercise the privileges and responsibilities of membership as an Assistant Steward. Such recognition may be granted by an affirmative vote of a minimum of 60% of the sitting Directors.](#)

APPRENTICE: Any person who has reached the age of [18](#) may be proposed for Apprentice membership by any [Active Steward or Active Assistant Steward](#). [The proposed Apprentice must affirm that they recognize the authority of the Board, will follow the guidance of their Sponsoring](#)

Steward or Sponsoring Assistant Steward, and support the fundamental principles of the Corporation. They must also affirm that they have received, read, understood, and agree to be bound by these Bylaws and are prepared to exercise the privileges and responsibilities of membership as an Apprentice. Such recognition may be granted by an affirmative vote of a minimum of 60% of the sitting Directors.

SECTION 3: STATUS OF MEMBERSHIP. There are five statuses of membership. The statuses are Active, Away, Inactive, Suspended, and Terminated.

ACTIVE: The Active Member lives on-site, is participating appropriately, and is meeting personal financial commitments.

AWAY: Away status is defined by a leave of absence in excess of 30 days with the intent to return. Any member may change their status from Active to Away through discussion with a member of the Board of Directors. The member must make appropriate provisions for their current projects and financial commitments before leaving. An Away Member may proxy their credits to any Active Member in their same class. Away Members are not required to pay monthly dues. At the discretion of the Board, the status of an Away Member may be changed to Inactive.

INACTIVE: A member's status changes to Inactive when the member Withdraws from Active Participation. An Inactive Member's credits expire after five years. In the event of an Active Member's death or when said member's death proxy expires, their status will change to Inactive.

SUSPENDED: A suspended member may continue to live on-site. If living onsite, participating appropriately, and meeting personal financial commitments the member may continue to earn credits at the discretion of the Board. During the suspension the member may not serve on the Board and may not proxy their credits. Existing proxies are voided during the suspension.

TERMINATED: The credits earned by a terminated member are voided. Terminated members are not eligible for any other status of membership.

SECTION 4: EARNING CREDITS. Credits are earned through a combination of community participation and payment of dues. One credit is earned for each month that both requirements are met. Whether or not these requirements are met is subject to the discretion of the Board.

SECTION 5: REPRESENTATION. Stewards and Assistant Stewards shall be entitled to representation in proportion to the number of credits successfully completed with the Corporation. A maximum of five Directors shall be chosen as follows:

1. Up to four Directors shall be chosen through the proxy process as defined in Article 4 Section 8 from the pool of eligible Stewards as of the convening of any General Meeting of the Board.
2. One Director shall be chosen through the proxy process from the pool of eligible Assistant Stewards. If there are no qualified Assistant Stewards, then the most recent Assistant

Steward shall retain this position until such time as one qualifies. If that is not possible then the number of Directors selected under Section 5.1 shall be increased by one.

3. Any member who has been suspended, terminated, or a has Withdrawn from Active Participation with Prejudice is not be eligible to proxy his/her credits.

SECTION 6: SUSPENSION AND TERMINATION OF MEMBERSHIP. The Board may, by an affirmative vote of all Directors, excepting one, --but in no case less than the affirmative vote of three Directors-- suspend a member for an act the Board deems inimical to the Corporation. The duration of suspension will be determined by the Board and in all cases it will be no less than 30 days. The Board may cancel a suspension.

Thirty days after written notice of suspension has been personally delivered to the affected member and posted in the designated location for membership notices, the Board may, by an affirmative vote of all Directors, excepting one --but in no case less than the affirmative vote of three Directors-- terminate the membership and expel the member. _

SECTION 7: WITHDRAWAL FROM ACTIVE PARTICIPATION. Any member may formally withdraw from participation in this Corporation by notifying any Director, who shall then notify the Board of said withdrawal. A withdrawing member is expected to make appropriate arrangements to satisfy any debts, commitments, or responsibilities to any other member and to the Corporation. The member's status is changed to Inactive.

WITHDRAWAL WITHOUT PREJUDICE: When the Board finds that all the arrangements have been carried out, the member's withdrawal will be considered to be Without Prejudice. The member's status remains Inactive and the member may proxy their credits until they expire.

WITHDRAWAL WITH PREJUDICE: A withdrawing member who fails to fulfill the appropriate arrangements will be found to have Withdrawn With Prejudice. The member's status remains Inactive, however the member is not eligible to proxy their credits. If such a member later petitions the Board for reinstatement, an affirmative vote by no less than 60% of the sitting Directors is required for reinstatement.

SECTION 8: TRANSFER OF MEMBERSHIP: Membership in this Corporation, regardless of class or status, is not transferable or assignable.

SECTION 9: SPONSORING OF ASSISTANT STEWARD MEMBERS. Each Assistant Steward must participate under the guidance of a Steward. Most often this will be the Steward who petitioned the Board to accept the Assistant Steward. In the event that the sponsoring Steward either withdraws or is unable to continue their sponsorship, the Assistant Steward must obtain the sponsorship of another Steward in order to continue as an Assistant Steward. A Steward may sponsor one Assistant Steward at any given time for each 24 credits that the Steward has completed.

SECTION 10: SPONSORING OF APPRENTICE MEMBERS. Each Apprentice must participate under the guidance of a Steward or an Assistant Steward. In the event that the sponsoring Steward or Assistant Steward either withdraws or is unable to continue their sponsorship, the Apprentice must obtain the sponsorship of another Steward or Assistant Steward in order to continue as an Apprentice. A Steward may sponsor one Apprentice at any given time for each 12 credits that the Steward has completed. An Assistant Steward may sponsor one Apprentice at any given time.

ARTICLE 4: MEETINGS

SECTION 1: ANNUAL MEETING. If no other General Meeting has been held in the current fiscal year, an annual meeting of the Board will be held for the purpose of transacting such business as may properly come before the Board on the Second Wednesday of July at 1:00 pm in the Corporation's Dining Hall.

SECTION 2: GENERAL MEETINGS. General Meetings will be held for the purpose of transacting such business as may properly come before the Board.

Two options exist for the scheduling of a General Meeting. (1) The Board may specify the date, time, and location for a General Meeting by passing a motion of the Board. (2) Any Director may post notice of a General Meeting of the Board by posting a "Notice of a General Meeting" specifying the date, time, and location at least three days prior to said meeting in the Membership Notice Location.

All actions related to extra-ordinary business must be noted in the posted agenda at least three days prior to the meeting in order to be voted on at that meeting regardless of how the meeting was scheduled.

SECTION 3: SPECIAL MEETING. The Board of Directors, acting unanimously, can conduct ordinary business by signing the minutes of a Special Meeting thereby waiving the requirement for prior notice. Any action which is required or permitted to be taken by the Directors at a meeting may be taken without a meeting if a written consent setting forth the actions taken is signed by all the Directors entitled to vote on the matter. Such consent shall have the same effect as a unanimous vote of the Directors, and shall be filed with the Minutes of the Corporation.

SECTION 4: MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board; unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. Each Director shall have one vote.

The Directors may decide to temporarily close any meeting for the purpose of meeting in executive session in order to discuss confidential business by the support of a motion to do so of no less than 75% of the Directors present. At the conclusion of the executive session, the meeting is reopened. Any motions presented during any executive session will be voted on after the meeting is reopened.

SECTION 5: MEMBERSHIP NOTICE LOCATION. The designated Membership Notice Location shall be in a prominent place in the dining hall at the Corporation's principal place of business.

SECTION 6: WAIVER OF NOTICE. Whenever any notice is required to be given to any Director, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any 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.

SECTION 7: QUORUM. Sixty percent of the sitting Directors shall constitute a Quorum for the transaction of business at any meeting.

If a quorum is not present at a meeting, any of the Directors present may adjourn the meeting.

SECTION 8: PROXY CREDITS. Proxy voting shall be permitted in any voting at any meeting of the Board. Authorization for proxy voting must be in writing and presented to the Board at the beginning of a General Meeting. Proxies may be made to any Active Member who is eligible and willing to receive such proxies, or may be designated "null" by the holder of such credits. Such "null" proxies will have no effect on any manner of acting whatsoever of the Corporation.

All proxy credits shall be recorded in the Membership Log and remain in effect until withdrawn in writing or until the anniversary of their issuance, at which time they will automatically expire. Letters of proxy may be submitted by mail, addressed to the Corporate Secretary at the principal address of the Corporation. Proxy credits can only be given to a member in the same class as the member giving the proxy. Partial proxies are not acceptable and will be deemed invalid. A proxy holder may choose to terminate a proxy by filing a written statement with the Board prior to any meeting.

SECTION 9: DEATH PROXY. Members of the Corporation may establish a death proxy by obtaining the endorsement of the Board. A death proxy will take effect upon the death of the member and remain in effect for three years. When a death proxy involves credits sufficient to warrant a seat on the Board and the person to whom the proxy is granted is also sitting on the Board, then the person to whom the proxy is granted shall exercise both votes for the duration of the proxy.

SECTION 10: TYPES OF BUSINESS. Types of business include ordinary, extra-ordinary, and confidential business.

Extra-ordinary business includes items such as changing the Bylaws, mortgaging the land, suspending or terminating a membership, litigation, deciding to meet in executive session, or taking on a loan for the purchase of anything over \$5000.00. A motion regarding extra-ordinary business requires the affirmative vote of no fewer than 75% of the sitting Directors.

Confidential business includes items such as subjects involving litigation, personnel, or confidential matters.

Ordinary business shall consist of all other legal business that comes before the Board. An affirmative vote of no fewer than 60% of the sitting Directors is required to pass a motion of ordinary business.

ARTICLE 5: BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS. The affairs of the Corporation shall be managed by a Board of Directors.

SECTION 2: NUMBER AND QUALIFICATIONS. The Board shall consist of between one and five Directors, only one of whom may be an Assistant Steward.

Directors shall qualify for office without discrimination on the basis of sex, race, creed, national origin, or disability. Directors need not be residents of the State of Washington nor Citizens of the United States of America. Except for the Assistant Steward Director, Directors must have been recognized as a Steward of the Windward Foundation as described in these Bylaws.

No two members who are related by either marriage or kinship in the first degree may simultaneously serve as Directors. The Board reserves the right to determine that a prior association of two or more people shall be held to constitute a marriage for the purposes of this Article.

SECTION 3: DUTIES AND PRIVILEGES.

It shall be the duty of each Director to:

1. Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, Bylaws, and the Policies and Procedures of this Corporation.
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.
3. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.
4. Meet at such times and places as required by these Bylaws.
5. Provide the Secretary of the Corporation with current contact information.

It shall be the privilege of any Director to invite non-member guests to attend any open meeting of the Board.

SECTION 4: ELIGIBILITY. All Active Stewards and Active Assistant Stewards who have not issued a proxy shall be eligible to serve as a Director. An unsponsored Assistant Steward is not eligible to be elevated to the position of Assistant Steward Director, however a sitting Assistant Steward Director will not be removed from the Board by losing their sponsorship.

SECTION 5: SELECTION. The process of selecting Directors will be the first order of business at every General Meeting and the Annual Meeting of the Board.

The number of credits held by each Steward is determined by adding 1) the credits awarded to each Steward and 2) the credits spoken for by each Steward via the proxy process. The Steward who speaks for the greatest number of credits will hold the position of First Director and shall preside over all meetings and oversee corporate business as First Director. The First Director holds the honorary title of Senior Steward. The Stewards speaking for the second, third, and fourth largest number of credits shall be recognized as the Second, Third, and Fourth Directors, respectively.

An Assistant Steward must have earned four credits to qualify as a candidate to serve on the Board and will be selected by adding 1) the credits awarded to each Assistant Steward and 2) the credits spoken for each Assistant Steward via the proxy process. The Assistant Steward who speaks for the greatest number of credits will hold the position of Assistant Steward Director. If there is no Assistant Steward who qualifies to be on the Board pursuant to this section, the last sitting Assistant Steward Director shall remain on the Board until such time as there is a qualifying Assistant Steward.

SECTION 6: TENURE. A Director may remain on the Board so long as that Director continues to qualify as set forth in Article 5 Sections 4 and 5.

SECTION 7: VOTING RIGHTS. Each Director shall have one vote in determining issues decided by the Board. Each member may have only one seat on the Board with the sole exception of the authority granted by death proxy as set forth in Article 4 Section 9.

SECTION 8: MANNER OF ACTING. The act of a majority of the Directors shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

SECTION 9: COMPENSATION. Directors shall not receive a salary for their services. However, expenses incurred in the performance of their duties may be reimbursed. This does not preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 10: NON-LIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation or any member or Director of the Corporation.

SECTION 11: INDEMNIFICATION. The Corporation shall to the extent permitted by law indemnify, save, and hold harmless all Directors, officers, employees, or agents of the Corporation, their heirs, executors, and administrators, against liability and against expenses reasonably incurred by them in connection with any action, suit, or proceedings to which they may be a party by reason of their being or having been a Director, officer, employee, or agent of the Corporation, except in relation to matters as to which they shall be finally found in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. The foregoing rights of indemnification shall not be exclusive of other rights to which they may be entitled.

SECTION 12: 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, 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 provision of this article.

ARTICLE 6: OFFICERS

SECTION 1: OFFICERS. The officers of the Corporation shall be a President, Vice- President, Proxy Recorder, Arbitrator, Secretary, Treasurer, and such additional officers as determined by action of the Board from time to time. A member may concurrently hold more than one office, with the exception of the offices of President and Secretary, which may not be held concurrently by the same member.

SECTION 2: ELECTION AND TERM OF OFFICE. The office of President shall be filled by the First Director; the office of Vice-President shall be filled by the Second Director; the office of Proxy Recorder shall be filled by the Third Director, and the office of Arbitrator shall be filled by the Fourth Director. The offices of Secretary and Treasurer, as well as any additional offices created by the Board, including Assistant Secretaries and Assistant Treasurers, shall be filled by members appointed by the First Director. The Second Director shall have the power to veto any appointment.

SECTION 3: REMOVAL. All Directors are subject to removal by the membership through the proxy process at any General Meeting. In the event that any Director fails to be sustained in office by the membership, the offices of President, Vice-President, Proxy Recorder, and Arbitrator will be automatically transferred to their successors.

All appointed officers, including Secretary and Treasurer, serve at the discretion of the President and may be removed and replaced by the President at any time. Any appointed officer may also be removed by an affirmative vote of 75% of the sitting Directors at any General Meeting.

SECTION 4: VACANCIES. In the event [that a Director can no longer serve, because of death, resignation, removal, disqualification, or other reason](#), the [Proxy Recorder](#) shall consult the [Membership Log](#) to determine the member who represents the next greatest number of credits, who shall then assume the position of Director, [in accordance with their credits earned](#).

SECTION 5: PRESIDENT. The President shall be the principal executive officer of the Corporation and shall supervise all business and affairs of the Corporation. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 6: VICE-PRESIDENT. In the absence of the President or in the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President.

SECTION 7: PROXY RECORDER. The Proxy Recorder is responsible for all matters pertaining to members' proxies and shall maintain a Membership Log listing all credits earned by members and all current proxies. The Proxy Recorder will call Board [Meetings](#) to order by first asking for and recording any proxy changes. If a change in representation dictates a change in [makeup](#) of the Board, that change will occur prior to any other business.

SECTION 8: ARBITRATOR. The Arbitrator shall oversee the process of settling all disputes brought before the Board.

SECTION 9: TREASURER. If required by the Board, the Treasurer shall [obtain a](#) bond for the faithful discharge of [the Treasurer's](#) duties in such sum and with such surety or sureties as the Board shall 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 moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article [8](#) of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

SECTION 10: SECRETARY. The Secretary shall keep the minutes of all meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the corporate records, keep a register of the postal address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

ARTICLE 7: COMMITTEES

SECTION 1: COMMITTEES. The Board may appoint general or specific Committees by a resolution adopted by a majority of the Directors at a [General Meeting](#). Committees will not have, nor may they exercise, the authority of the Board in the management of the Corporation, but shall pursue such areas of activity as specified in the forming resolution.

The First Director will appoint a Committee [Chairperson](#) to preside over the actions and meetings of the Committee. The Committee Chairman shall then appoint members to the Committee, who shall be either [Active Stewards](#) or [Active Assistant Stewards](#), unless otherwise specified in the forming resolution. Committees can be disbanded and/or Committee members removed, if the Board determines that it is in the interests of the Corporation to do so. _

SECTION 2: TERM OF OFFICE. Each member of a Committee shall continue as such until the Committee is terminated, [fulfilled its purpose](#), such member resigns [from the committee](#), is removed from the Committee, or ceases to qualify as an [Active Member](#) of the Corporation.

SECTION 3: VACANCIES. Vacancies in the membership of any committee may be filled by appointments in the same manner as provided in the case of the original appointments.

SECTION 4: QUORUM. Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

SECTION 5: RULES. Each Committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board.

ARTICLE 8: ADMINISTRATIVE PROVISIONS

SECTION 1: BOOKS AND RECORDS. The Corporation shall keep copies of its current Articles of Incorporation and Bylaws at its principal or registered office, correct and adequate records of accounts and finances, minutes of the proceedings of the Board and any Committees of the Board, records of the name, address [and status](#) of each member, the name and address of each officer, and such other records as may be reasonably necessary. All books and records of the Corporation shall

be open at any reasonable time, upon ten days written notice, to inspection by any [Active](#) Steward or to a representative of more than five percent of the membership.

SECTION 2: FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

SECTION 3: CONTRACTS. [Only those officers or agents duly authorized by a motion of the Board](#) [may](#) enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

SECTION 4: CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by [the President, Treasurer, or other such officer as determined by a resolution of the Board.](#)

SECTION 5: DEPOSIT. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 6: GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, or bequest for general purposes or for any special purpose of the Corporation.

SECTION 7: CERTIFICATES OF MEMBERSHIP. The Board may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice-President and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation.

SECTION 8: DUES. Neither Stewards, [Assistant Stewards](#), or Apprentices shall be required to pay dues in order to maintain their membership in the Corporation.

ARTICLE 9: AMENDMENTS

Except as otherwise required by law, these Bylaws may be amended or repealed [with](#) new Bylaws adopted by an affirmative vote of [at least 75%](#) of the [sitting](#) Directors at [a General Meeting or an Annual Meeting](#), provided: 1) written notice of the intention to amend, repeal or adopt new Bylaws is posted at the Membership Notice Location for [30](#) days prior to [the proposed changes being](#)

presented, 2) presentation and distribution of proposed changes occurs at a General Meeting of the Board, and 3) a minimum of 30 days later a second General Meeting will be held for the purpose of a vote by the Board to adopt the amendments or amended Bylaws. _

ARTICLE 10: ARBITRATION

SECTION 1: ARBITRATION AS POLICY. As a condition to participation in the Corporation, members of Windward acknowledge a commitment to the process of arbitration as the primary means for settling disputes. Arbitration as Policy applies to all members, regardless of status. The arbitration may take place wherever the parties mutually agree, but will be at Windward if they do not agree otherwise, and in any case the laws of the State of Washington will apply. During arbitration, either party will be entitled to discovery pursuant to the procedures available in litigation in Washington State.

SECTION 2: DISPUTES BETWEEN MEMBERS. Any member having a dispute with another member is encouraged and directed to arrange for the settlement of the dispute by making whatever arbitrational arrangements are mutually satisfactory.

In the event that mutually satisfactory arrangements are not arrived at, a member may present the matter in writing to the Arbitrator asking for a review of the grievance. If the Arbitrator determines that it is in the best interests of the Corporation for this matter to be resolved, the Arbitrator will proceed with the arbitration process according to procedures as specified by the Board.

In the event of a dispute between two members arising out of participation in any Windward activity, the parties agree to work through The Windward Foundation's internal dispute resolution procedures. If these procedures do not lead to the resolution of the dispute, the parties agree to submit it to binding arbitration in accordance with the rules for commercial arbitration of the American Arbitration Association, with three arbitrators, at least two of whom must be members of Windward (one chosen by member, and the two selectees will select the third).

SECTION 3: DISPUTES BETWEEN MEMBERS AND THE CORPORATION. In the event of a dispute between a member and the Corporation, the member agrees to work through The Windward Foundation's internal dispute resolution procedures. If these procedures do not lead to the resolution of the dispute, the parties agree to submit it to binding arbitration in accordance with the rules for commercial arbitration of the American Arbitration Association, with three arbitrators, at least two of whom must be members of Windward (one chosen by the member and the other by the Board, and the two selectees will select the third).

ARTICLE 11: LIMITATIONS

SECTION 1: POLITICAL ACTIVITY. This Corporation shall not contribute to nor take part in political activities at the local, county, state, or national level. Members of this Corporation shall be free to participate in such activities as they see fit, so long as their activities are clearly dissociated from their membership in this Corporation.

SECTION 2: RELIGIOUS ACTIVITY. This Corporation shall not contribute to, endorse, nor affiliate with any religious organization. This limitation is not intended to prevent the Corporation

from participating in public activities which are sponsored, conducted, or promoted by a religious organization, so long as the public activity promotes the purposes of this Corporation and a clear distinction between this Corporation and the religious organization can be maintained.

ARTICLE 12: ADOPTION

The foregoing Amended Bylaws were adopted by the Board of Directors [of the Windward Foundation](#) on this the fifteenth day of June 2009.

/s/ Opalyn Brenger, Secretary