

AMENDED AND RESTATED

BYLAWS

of

SKILLSOURCE

Amended on
September 27, 2022,
to be effective upon
adoption

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ARTICLE I
NATURE, SCOPE, AND PURPOSE

1.1 Name. The name of the Corporation shall be SkillSource.

1.2 Principal Office. The principal office of the Corporation shall be in Wenatchee, Washington, or at such other location in the State of Washington as may, from time to time, be determined by the Board of Directors (the "Board").

1.3 Registered Office. The registered office of the Corporation shall be located at 234 N. Mission, Wenatchee, Washington, or as may be fixed from time to time by the Board upon filing of such notices as may be required by law.

1.4 Purpose. The purposes of the Corporation are to:

- (a) plan and administer employment and training activities, including on-the- job and other training agreements with private employers, developing training programs, entering into contracts with private firms, community-based organizations, educational agencies, and institutions, and activities related to the foregoing;
- (b) serve as a business and industry contact point for employment and training systems and to present the private sector's view and recommendations for making programs more responsive to employment needs;
- (c) advise and provide direction on employment and training systems to increase private sector job placements for persons eligible under federal and state law;
- (d) serve as an intermediary to assist the local and regional employment and training structure to become more responsive to the business community;
- (e) develop specific private sector employment and training projects, and standards and specifications for training in particular occupations;
- (f) actively solicit public and private support for and participation in both federal and state employment and training programs and activities designed to increase private sector employment and training opportunities for persons who are economically disadvantaged, displaced workers and disadvantaged youth;
- (g) provide policy guidance for, and exercise oversight in partnership with, the local chief elected county officials in the establishment of job training programs in the Corporation's service delivery area;
- (h) serve as the local Workforce Development Board ("LWDB") for Adams, Chelan, Douglas, Grant, and Okanogan counties;
- (i) serve as the local fiscal agent for the Forum of County Commissioners ("Forum") to receive and administer Workforce Innovation & Opportunity Act ("WIOA") funds, and any other federal or

- state funds, pursuant to federal or state law or policy, which are overseen by Workforce Development Councils, Boards or similar bodies in the State of Washington;
- (j) engage in all such other activities as are incidental or conducive to the foregoing; and
 - (k) engage in any other non-profit activity that may lawfully be undertaken by a corporation organized under Chapter 24.03A of the Revised Code of Washington, as presently enacted or hereafter amended.

1.5 Limitations of Methods. The Corporation shall observe all local, state, and federal laws which apply to a non-profit organization as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be non-partisan and non-sectarian and shall take not part in, nor lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidates for any city, county, state, or national office, nor shall any meetings of a partisan political nature whatsoever be sponsored by the Corporation.

1.6 Inurement of Income. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of the income or earnings of the Corporation shall inure to the benefit of any Director, officer, individual, or firm. In the event of liquidation or of the Corporation, the Corporation's assets, after payment of its just debts and obligations, shall be transferred to such duly organized and qualified charitable, educational, scientific or philanthropic organizations as selected by the Board.

ARTICLE II MEMBERSHIP

The Corporation shall have no members.

ARTICLE III DEFINITIONS

3.1. Workforce Innovation and Opportunity Act (the "WIOA") means Public Law 133-128, and any amendments thereto.

3.2. Workforce Development Area ("WDA") consists of the regional workforce area of Adams, Chelan, Douglas, Grant, and Okanogan Counties, State of Washington, as designated by the Governor, pursuant to Section 106 of the Act.

3.3. SkillSource, (the "Corporation") means the non-profit corporation which carries out the purposes set forth in Section 1.4 in conformity with Code Section 501(c)(3) and which serves, within the WDA as the Local Board, Fiscal Agent and Service Provider for the Workforce Development Area.

3.4. Forum of County Commissioners (the "Forum") means the group, within the WDA, of "Chief Local Elected Officials" as that term is used in the Act, and consists of the elected County Commissioners from within the WDA. One (1) County Commissioner is appointed by each respective Board of County Commissioners and shall represent such County concerning implementation of WIOA in the WDA.

3.5. Joint Powers Agreement means the Agreement between the Forum and the Corporation (by and through its Board) serving as the LWDB and delineating the authority and responsibilities of the respective parties.

3.6. Local Board or Local Workforce Development Board ("LWDB") means the Corporation's Board, as described under section 107 of the Act, appointed by the Forum as described in the Joint Powers Agreement and certified by the Governor.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers of the Board. The business and affairs of the Corporation shall be managed by the Board of Directors (the "Board"). The Board may exercise all such powers and do all such lawful acts as authorized by statute, the Articles of Incorporation or by these Bylaws, which shall include, but not be limited to: hold meetings at such times and places as it thinks proper; appoint committees on particular subjects from the members of the Board; audit bills and disburse the funds of the Corporation; carry on correspondence and communicate with other organizations; employ agents; purchase, hold, sell, lease, or mortgage real estate; incur debts; borrow money; execute promissory notes signed by one or more officers duly authorized by the Board for that purpose; enter into contracts of any kind; and devise and carry into execution such other measures as it deems proper and expedient to promote the purposes of the Corporation and to best protect the interest and welfare of the Corporation; provided, however, that nothing in the foregoing shall empower the Board to do any act in contravention of the provisions of the Articles of Incorporation, or which does not in fact benefit or support the purposes of the Corporation identified in the Articles of Incorporation or these Bylaws.

4.2 Number and Tenure.

4.2.1 The Board shall have twenty-one (21) Directors, one-third (1/3) of whom shall be appointed each year by the Forum for a term of three (3) years each. Ex-officio (non-voting) members of the Board shall include the Chairperson of the Forum, the CEO and any other individuals designated by the Board by Resolution.

4.2.2 The number of Directors may be changed from time to time by Resolution of the Board to any number not less than nineteen (19) nor more than twenty-five (25), but no decrease shall have the effect of shortening the term of any incumbent Director. Unless a Director dies, resigns, or is removed, each Director shall hold office until the said term is expired and unless that Director dies, resigns or is removed, shall remain in office until a successor is appointed.

4.2.3 Directors may be re-appointed to one or more additional terms.

4.3 Nomination and Appointment Process. So long as the WIOA requires, and the Joint Powers Agreement is in place, Directors shall be appointed by the Forum for a period of 3 years. Business and Labor representatives are appointed from among individuals nominated by general purpose business organizations or trade associations and local labor federations. Nominations are typically documented by organization letterhead addressed to a Forum Commissioner. Workforce, Education and Public Sector members are similarly nominated. By policy, the Board or the Forum may establish timelines and other procedures for the nomination and appointment process under this Section 4.3.

4.4 Composition of the Board. The Board shall include Directors representing the below-described groups:

- (a) Representatives of business must constitute a majority of the membership (51%); and
 - i. must be owners, chief executives or chief operating officers with optimum policymaking or hiring authority, and
 - ii. including small firms or organizations that provide employment opportunities that include high quality, work relevant training, in in-demand industry sectors in the local area, and
 - iii. may include members from non-profit organizations when such firms dominate an industry in the local area (i.e. health care, electric utilities).
- (b) Representatives of the workforce must comprise not less than 20% of the Board and:
 - i. at least two (2) Directors must represent labor organizations; and
 - ii. at least one (1) Director must represent a labor organization or a training Director from a joint labor-management apprenticeship program;
 - iii. a Director representing the workforce under this subsection (b) may include a representative of community-based organizations with expertise in addressing the employment needs of individuals with barriers to employment, or
 - iv. may include a representative of an organization that has demonstrated experience and expertise in addressing the employment, training or education needs of eligible youth, including out-of-school youth.
- (c) Two (2) Representatives of education and training in the local area:
 - i. shall include a representative of adult education and literacy activities as described under Title II of the Act
 - ii. shall include a representative of a post-secondary institution providing vocational/technical education.
- (d) Representatives of the public sector:
 - i. shall include a representative from the State employment service;
 - ii. shall include a representative of programs carried out under the Rehabilitation Act, and
 - iii. shall include a representative of economic or community development, including the non-profit sector.
 - iv. may include representatives of transportation, housing or public assistance agencies.
 - v. may include representatives of philanthropic organizations serving the local area.

4.5 Regular Meetings. Regular meetings of the Board or any committee thereof shall be held quarterly or on such regular schedule as the Board determines from time to time; provided that the specific quarterly meeting date or any other schedule shall be fixed by Board Resolutions and published on the Corporation's website, including the time and physical location of the meeting. No other notice shall be required for a regular meeting held on the scheduled date. No notice shall be required for the conduct of any regular meeting of the Board.

4.6 Annual Meeting. An annual meeting of the Board shall take place at the last regular Board meeting of the calendar year for the purpose of electing Officers and transacting such other business as may come before the meeting.

4.7 Special Meetings. Special Board meetings may be called by or at the request of the President or by one-third (1/3) of the Directors. Special meetings shall be held at such places or places as determined by the Board or the persons calling such meetings; provided that the notice and business to be transacted at any special meeting shall be published on the Corporation's website at least 24 hours in advance of the special meeting.

4.8 Notice of Special Meetings. Written notice of each special Board meeting, including the purpose(s) of the special meeting, shall be given to each member at the address shown on the records of the Board at least three (3) days before the meeting, except in the case of an emergency meeting. Attendance at special meetings will not be tallied against the attendance provision stated in 4.16.

4.9 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Bylaws, the Articles of Incorporation, or under the Washington Nonprofit Corporation Act, 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.

4.10 Attendance of Directors by Communications Equipment. A Director may attend or participate in a meeting remotely by means of a conference telephone, video conferencing, virtual meeting platform or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and simultaneously participate. Any remote participation meeting the provisions of this paragraph shall be deemed present for the purposes of the meeting.

4.11 Quorum. One-third (1/3) of the Directors shall constitute a quorum for the transacting of business at any Board meeting, but if less than one-third of the Directors are present at a meeting, a majority of the Directors present may continue the meeting to a definite time without further notice.

4.12 Voting. Each Director shall have one vote. The President may vote on all actions. The act of the majority of the Directors present at a meeting of the Board in which there is a quorum shall be the act of the Board, unless a greater number is required by RCW 24.03A or other statute.

4.13 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 such dissent is entered in the minutes of the meeting, or unless the Director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by certified mail to the CEO of the Corporation within twenty-four (24) hours of the date and time of the adjournment of the meeting. A Director who voted in favor of such action may not subsequently dissent.

4.14 Open Meetings. Meetings will be conducted in accordance with the Open Public Meetings Act (RCW 42.30.110).

4.15 Attendance. If a Director is absent from three (3) consecutive regular meetings or a total of one-half (1/2) of all regular meetings in a 12-month period, the Board may declare that position vacant and fill the vacancy as described in Section 4.18.

4.16 Resignation. Directors may resign by submitting a written notice to the President or CEO or Forum Chairperson.

4.17 Removal. A Director may be removed, with or without cause, by a vote of a majority of the Directors as provided herein.

4.18 Vacancies. Any vacancy occurring on the Board may be filled by the Forum, subject to the requirements as set forth in Article 4.3 of these Bylaws. A Director appointed to fill a vacancy shall serve for the unexpired term of that vacancy.

4.19 Representation. The Board is intended to represent all geographic areas of the WDA to the extent practicable. Generally, the aspiration is that 40% of the Directors shall live or work in the Grant-Adams Counties' labor market; 40% in the Chelan-Douglas Counties labor market and 20% in the Okanogan County labor market.

4.20 Remuneration. Directors shall not be entitled to any remuneration for their service as a member of the Board, provided, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

4.21 Participation. From time to time Board members engage with other industry representatives to obtain support or involvement in a project or activity. (e.g. sector partnership).

4.22 Agendas and Minutes. Agendas and minutes shall be made available to Board members in advance of meetings electronically or by mail. Minutes and other activities of the board shall be made available to the public through electronic means.

ARTICLE V OFFICERS

5.1 Number. The officers of the Corporation shall be a President, one (1) or more Vice Presidents, a Secretary/Treasurer, the Chief Executive Officer, and, if deemed necessary, an assistant Secretary/Treasurer, each of whom shall be elected by the Board. The President and Vice President shall be elected from among the business representatives on the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board from among Directors or Staff. Any two or more offices may be held by the same person, except the Offices of President and Secretary /Treasurer.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the annual Board meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Unless an officer dies, resigns, or is removed, each officer shall hold office until the next annual meeting of the Board or until their successor is elected.

5.3 President. The President shall be the Chair of the Board. The President shall preside at all Board of Director and Executive Committee meetings and shall appoint committees and respective Chairs as needed, and shall perform other duties incident to the Office of the President. The President may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, 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 manner. The President shall employ, evaluate, and may terminate the Chief Executive Officer (CEO) with a majority approval of the Board. Compensation for the CEO shall be fixed within the

approved budget. The President shall delegate such duties and responsibilities as are appropriate. The President shall be selected from one of the Directors described in Section 4.4(a).

5.4 Vice President(s). In the absence of the President or in the event of death, inability or refusal to act, the Vice President (or in the event of more than one Vice President, the Vice President who was first elected to such office) shall perform the duties of the President, and when so acting, shall have all the powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. Vice President(s) shall perform such other duties as from time to time may be assigned to them by the President or the Board.

5.5 Secretary/Treasurer. The Secretary/Treasurer shall (a) be custodian of corporate records and of the seal of the Corporation; (b) sign with the President, or other officers authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; (c) review and prepare the monthly financial reports, (d) make recommendations on financial matters to develop long-range financial planning, (e) assist in budget preparation and review, (f) assist in selection of an accounting firm to review the Corporation's financial performance and to review the results of the accounting firm's review and to report these matters to the Board; (g) have charge and custody of and be responsible for all funds and securities of the Corporation; (h) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and (i) in general perform all duties as from time to time may be assigned by the President or the Board. In the absence of the Secretary/Treasurer, an Assistant Secretary/Treasurer may perform the duties of the Secretary/Treasurer.

5.6 Chief Executive Officer. The Board may select a CEO who shall, subject to the Board's oversight serve as the chief executive officer of the Corporation and supervise and control the assets, and day to day business and affairs of the Corporation pursuant to guidelines established by the Board. The CEO shall report to the President of the Corporation. All administrative staff authorized in the budget shall be hired, evaluated, and disciplined (including termination) by the CEO pursuant to the personnel policies of the Corporation. The CEO or his or her designee shall issue notices of all meetings (to the extent required by these Bylaws) and shall keep minutes of all meetings, and shall make such reports and perform such other duties as are incident to the office or are properly required of him or her by the Board. The CEO shall serve as advisor to the President, and shall assemble information and data and cause to prepare special reports as directed by the Board. The CEO shall serve as a non-voting member of the Board. Nothing in this Section is intended to alter the CEO's status as an "at-will" employee under the laws of the State of Washington.

5.7 Removal. Any officer may be removed at any time by action of a majority of the Board, with or without cause.

5.8 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled, by appointment by the President, subject to ratification by the Board, for the unexpired portion of that term.

5.9 Resignation. Any officer may resign at any time by giving written notice to the President and the Vice President. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon its acceptance by the Board.

5.10 Compensation. By Board resolution, Directors and committee members may be paid their expenses, if any, for attendance at such Board or committee meetings. No such payment shall preclude any Director or committee member from serving the Corporation in any other capacity and receiving compensation therefor. Should the need for salaried officers occur, the salaries of the officers shall be fixed

from time to time by the Board and no officer shall be prevented from receiving such salary by reason of the fact the individual also is a Director of the Corporation.

ARTICLE VI COMMITTEES

6.1 Standing and Temporary Committees. The Board may from time to time appoint standing or temporary committees from its own number and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board and by applicable law. The designation of any such committee and the delegation of authority thereto shall not relieve the Board, or any member thereof, of any responsibility imposed by law.

6.2 Executive Committee. The Corporation shall have an Executive Committee, consisting of the President, Vice President and Secretary/Treasurer. The Executive Committee shall exercise general supervision of the affairs of the Board between its regular meetings, make recommendations to the Board and performed such other duties as may be set forth in these Bylaws or delegated by the Board from time to time. The Executive Committee is authorized to act on behalf of the Board of Directors on all matters that are time sensitive and of an emergency nature; provided in all events, that the Board of Directors is given advance notice of the actions to be taken prior to an Executive Committee Meeting. All formal actions taken by the Executive Committee shall be reported to the Board at the Board meeting immediately following the action, regardless of whether such meeting is a regular or special meeting.

6.3 Committee Authority. Any standing committee or Executive Committee shall have and exercise such authority of the Board in the management of the Corporation as may be specified in these Bylaws or by resolution creating such committee; provided, that no such committee shall have the authority of the Board 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, exchange or mortgage or other disposition of all or substantially all of the property and assets of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

6.4 Special Meetings. Special meetings of any committee may be called at any time by the President or Committee Chairperson, and with such notice as shall be specified by the Board, or in the absence of such specification, in the manner agreed to by a majority of the committee members.

6.5 Committee Meetings and Minutes. All committee meetings will be conducted in accordance with the Open Public Meetings Act (RCW 42.30) as amended. All committees shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation.

6.6 Ad Hoc Committees. The Board may also from time to time appoint standing or temporary Ad Hoc committees, composed of individuals who are not necessarily members of the Board, which shall function in an advisory capacity to the Board. The Ad Hoc committees will perform vital fact finding and evaluation functions for the Board. Recommendations of the Ad Hoc committees will be given consideration by the Board. The Chairperson of such Ad Hoc committees shall serve as ex-officio member(s) of the Board to the

extent determined by the Board. Through the Chairperson, the Ad Hoc committee(s) shall keep the Board advised of all activities pertinent thereto.

ARTICLE VII
CONDUCT OF THE BOARD AND OFFICERS; CONFLICT OF INTEREST

7.1 Director Conduct. A Director shall perform the duties of a Director including the duties as a member of any committee of the Board upon which the Director may serve: in good faith, in a manner such Director believes to be in the best interest of the Corporation, and with such care, as an ordinarily prudent person in a like position would exercise under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

7.1.1 One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matter presented;

7.1.2 Legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the Director reasonably believes to be within such person's professional or expert competence, or which the particular person merits confidence; or

7.1.3 A committee of the Board of which the Director is not a member, designated in accordance with a provision in the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

7.2 Director Disclosure. In discharging Board or committee duties a Director shall disclose, or cause to be disclosed, to the other Directors or committee members information not already known by them but known by the Director to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the director reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

7.3 Officer Conduct. In carrying out an officer's duties, such officer shall be entitled to rely on the information set forth in Sections 7.1.1 through 7.1.3, provided that an officer is not entitled to rely on such information only if the officer does not have knowledge that makes such reliance unwarranted.

In addition to the duties imposed upon all officers who are Directors, each officer's duty shall include the obligation to convey to such officer's superior officer, the Board, a Board Committee, or another appropriate person within the Corporation:

7.3.1 Information about the affairs of the Corporation within the scope of the officer's functions, and known to the officer to be material to the superior officer, Board, or Committee thereof; and

7.3.2 Information regarding any actual or probable material violation of law involving the Corporation or material breach of duty to the Corporation by an officer, Director, employee, agent, or vendor of the Corporation, that the officer believes has occurred or is likely to occur.

7.4 Conflict of Interest. Consistent with the code of ethics set forth in RCW 42.23, no Director shall deliberate upon, participate in or cast a vote, on the provision of services by that Director (or any organization which that Director represents) or vote on any matter which would provide direct or indirect financial benefit to the Director, the Director's immediate family (spouse, domestic partner, child, sibling, or the spouses or children of such persons) (or to any agency that Director represents). Additionally, no Director shall lobby members of the Corporation or any Board Committee in private or in public on behalf of any action before the Corporation, Board, or Board Committee that may benefit the Director personally or any organization which that Director may directly represent. A Director shall disclose to the Board, in writing, the Director's potential or actual conflict of interest before any action is taken by the Board on any matter described in the immediately preceding paragraph to enable the Board to carry out this Section 7.4.

ARTICLE VIII INDEMNIFICATION

8.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a " Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the Corporation or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another Corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity, " Another Enterprise") (such person, an " Indemnified Person"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Directors.

8.2 Restrictions on Indemnification. The Corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03A.610 of the Washington Nonprofit Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the Corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 of the Washington Business Corporation Act or any successor provision of the Washington Business Corporation Act is amended after the effective date of these Articles of Incorporation, the restrictions on indemnification set forth in this shall be as set forth in such amended statutory provision.

8.3 Expenses Payable in Advance. The Corporation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, " Advanced Expenses"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this or otherwise. Notwithstanding any of the foregoing in this, the Corporation shall not be required to pay any

Advanced Expenses to a person against whom the Corporation directly brings a claim alleging that the Corporation is not required to indemnify such person under Section 8.2.

8.4 Written Statement Required and Right of Indemnified Person to Bring Suit. An Indemnified Person seeking indemnification pursuant to or Advanced Expenses pursuant to must first submit to the Board of Directors a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "Claim"). If (a) a Claim pursuant to above is not paid in full by the Corporation within 60 days after such Claim has been received by the Corporation, or (b) a Claim pursuant to above is not paid in full by the Corporation within 30 days after such Claim has been received by the Corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the Corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the Corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the Corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the Corporation), and, thereafter, the Corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

8.5 Non-exclusivity of Rights. The right to indemnification and Advanced Expenses conferred by this shall not be exclusive of any other right that any person may have or acquire after the effective date of this Articles of Incorporation under (a) any statute, (b) provision of these Articles of Incorporation, (c) the Bylaws of the Corporation, (d) by general or specific action of the Board of Directors, (e) by contract or (f) otherwise.

8.6 Insurance, Contracts and Funding. The Corporation shall maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Corporation or Another Enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The Corporation may enter into contracts with any director, officer, partner, trustee, employee or agent of the Corporation in furtherance of the provisions of this and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification and Advanced Expenses as provided in this Article.

8.7 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the Corporation (a) with the same scope and effect as the provisions of this with respect to the indemnification and Advanced Expenses of directors and officers of the Corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

ARTICLE IX

ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Policies for Fiscal Operations. The Board shall establish policies and approve procedures as are necessary for the effective fiscal operation of the Corporation.

9.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year commencing July 1 through June 30 of each year.

9.3 Bonding. The CEO and all employee staff shall be bonded in such sums and upon such terms as required by the Board.

9.4 Accounting. The Board shall require an annual review of accounts to be completed as soon after the completion of the Corporation's fiscal year as reasonably practicable. The Board may require additional reviews or audits at any time. Quarterly reports to the Board on the financial status of the Corporation shall be required, and shall be the responsibility of the CEO.

9.5 Contracts. By resolution, the Board may authorize any officer or officers, or agent, or agents, to enter into any contract(s) or execute and deliver any instrument(s) in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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

9.7 Loans to Officers and Directors. No loans shall be made by the Corporation to its officers, directors or employees.

9.8 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, or the Corporation and in such manner as is from time to time determined by resolution of the Board.

9.9 Deposits. All funds of the Corporation not otherwise employed 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.


9.10 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board; and shall keep at its registered office or principal place of business a record of the Board, giving the names and addresses of all the Board members and such other information as may be required by WIOA and the Washington Non-Profit Corporation Act, RCW 24.03A.

9.11 Corporate Seal. The seal of the Corporation shall consist of the name of the Corporation, the State of its incorporation, and the year of its incorporation.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the Directors in office at any regular or special meeting of the Board.

The foregoing Bylaws were amended and restated in their entirety by the Board of Directors on the 21st day of October, 2022, to be effective upon adoption.

 10/21/22

Signature of the President