

**Bylaws
Adopted August 27, 2014**

**JeffCo Aquatic Coalition¹
Port Townsend, Washington**

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Article 1 Name and Governance

1.1 Name

This nonprofit corporation, located in the city of Port Townsend, county of Jefferson, state of Washington, is incorporated as a nonprofit corporation under the name *JeffCo Aquatic Coalition*, shortened to simply *JAC* in this document. The corporation was originally named *Make Waves in PT* and the date of acceptance of its articles of incorporation was June 21, 2007. The corporation voted on November 19, 2012 to change its name and its mission statement. The amended articles of incorporation changing the name to JeffCo Aquatic Coalition was processed by the State of Washington Secretary of State on December 26, 2012.

1.2 Sources of law

The *JAC* corporation shall govern itself in a manner consistent with the law of the state of Washington, specifically the Revised Code of Washington, Title 24, Chapter 24.03, or, briefly, RCW 24.03, otherwise known as *The Washington Nonprofit Corporation Act*. If at any time the bylaws of *JAC* become inconsistent with the prevailing law under RCW 24.03, the law shall override the bylaws, and the bylaws shall be amended at the first opportunity to conform to the existing code under RCW 24.03.

The *JAC* corporation has tax exempt status under IRS code 501(c)(3), and governs itself in a manner consistent with the laws under that code. If at any time the bylaws of *JAC* become inconsistent with the prevailing law under IRS 501(c)(3), the law shall override the bylaws, and the bylaws shall be amended at the first opportunity to conform to the existing code under IRS 501(c)(3).

1.3 Bylaws

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the *JAC* nonprofit corporation consistent with RCW 24.03, IRS 501(c)(3), or its articles of incorporation.

Article 2 Nonprofit Purposes

2.1. IRC Section 501(c)(3) purposes

The *JAC* nonprofit corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code: education and fostering national or international amateur sports competitions.

2.2. Specific objectives and purposes

The specific objectives and purposes of *JAC* follow from its mission to *Provide proactive leadership and advocacy to sustain a thriving public aquatic recreation facility that serves the needs of East Jefferson County now and in the future*. These include working with community stakeholders to sustain the current publicly accessible aquatic amenities while simultaneously developing and implementing a plan that provides improved and financially sustainable aquatic facilities and programs for East Jefferson County.

Article 3 The Corporation

3.1 Corporate limitations based on nonprofit status

The nonprofit corporation *JAC* is subject to limitations. Specifically *JAC*:

- a. Shall not have or issue shares of stock;
- b. Shall not make any disbursement of income to its directors or officers; and
- c. Shall not loan money or credit to its officers or directors, but may reimburse direct expenses in a reasonable amount to its directors or officers for services rendered.
- d. Shall reimburse its volunteers for direct expenses approved by the Board.

3.2 Corporate powers

JAC shall have the power insofar as it is consistent with its stated purpose and values:

- a. To have perpetual succession by its corporate name.
- b. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- c. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- e. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in Jefferson County, state of Washington.
- f. To elect or appoint officers and agents of the corporation, and define their duties.
- g. To make and alter bylaws, consistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- h. Unless otherwise provided in the articles of incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes.
- i. To indemnify any director or officer or former director or officer or other person in the manner and to the extent provided in RCW 23B.08.500 through 23B.08.600, as now existing or hereafter amended.
- j. To be a promoter, partner, member, associate or manager of any aquatic-related partnership, joint venture, trust or other enterprise.
- k. To be a trustee of a charitable trust, to administer a charitable trust and to act as executor in relation to any charitable bequest or devise to the corporation. This subsection shall not be construed as conferring authority to engage in the general business of trusts nor in the business of trust banking.
- l. To cease its corporate activities and surrender its corporate franchise.
- m. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
- n. To merge or consolidate the *JAC* nonprofit corporation according to the requirements of RCW 24.03.

Article 4 Registered Office and Registered Agent

4.1 Registered office

The *JAC* corporation shall have and continuously maintain in this state a registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in the state of Washington, and be identified by number, if any, and street, or building address or rural route. The registered office of *JAC* shall not be identified by post office box number.

4.2 Registered agent

The *JAC* corporation shall have and continuously maintain in this state a registered agent. The registered agent for *JAC* shall be an individual who is a resident of the state of Washington. The registered agent shall not be appointed without having given prior consent to the appointment, in the form of a record.

4.3 Change of registered office or registered agent

JAC may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in the form prescribed by the secretary of state.

Such statement shall be executed for *JAC* by an officer of the corporation, and delivered to the secretary of state, together with a consent, in the form of a record, of the registered agent to the appointment, if applicable.

Any registered agent of a corporation may resign as such agent upon filing a notice thereof, in the form of a record, with the secretary of state.

4.4 Service of process on corporation

The registered agent of *JAC* shall be the person upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Article 5 No Members

As permitted under RCW 24.03.065, "a corporation may have...no members." Further, "if the corporation has no members, that fact must be set forth in the ... bylaws," and we do here so declare.

Article 6 Directors

6.1. Number

The corporation shall have no less than 5 and no more than 15 directors and collectively they shall be known as the board of directors. The number of directors may at any time be increased or decreased by vote of the directors or by an amendment

of these bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

6.2. Qualifications

Qualifications for directors of *JAC* shall be as follows:

- a. The age of majority in the state of Washington, which is age 18.
- b. Resident of Jefferson County in the state of Washington.

6.3. Powers

Subject to the provisions of the laws of the state of Washington and any limitations in the articles of incorporation and these bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

6.4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties of all officers, and agents of the corporation.
- c. Supervise all officers, agents and representatives of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws.
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

6.5. Term of office

Each director shall hold office for a period of three years, and until his or her successor is elected. A director may be elected to more than one term. A director may also be elected to fill a part term so as to maintain balance among the three-year rotation of board members. Directors are limited to serving two consecutive full three-year terms. This does not include a preceding term of less than three years. After serving their maximum allowable term, directors may be reelected after taking a two-year break.

Voting for the election of directors shall be by voice at a meeting of the board of directors.

6.6. Removal of a Director

A Director may be removed at any time in his or her term at the discretion of a two-thirds vote of the board of directors.

6.7. Compensation

Directors shall serve without compensation; however, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

6.8. Place of meetings

Meetings shall be held in public places, such as restaurants and libraries, and also in rooms privately donated for such purpose.

6.9. Regular and special meetings

Regular meetings of directors shall be held monthly or as agreed by the directors. Special meetings of the board of directors may be called by the president, the vice president, the secretary, or by any two directors. Such meetings shall be held at the place designated by the person or persons calling the special meeting. Regular and special meetings will be open to the public unless the board declares an executive session when needed.

6.10. Notice of meetings

The following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings. One week prior notice need be given of each meeting of the board of directors.
- b. Special Meetings. At least 48 hours notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Less notice time may be exercised in exigent circumstances, with the approval of the majority of the board of directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by fax or e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of fax or e-mail notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first fax or e-mail transmission.

6.11. Quorum for meetings

A quorum shall consist of a majority of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

6.12. Majority action as board action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors.

6.13. Conduct of meetings

Meetings of the board of directors shall be presided over by the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary pro tem of the meeting. Meetings shall be governed by, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of law.

6.14. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, (2) whenever the number of directors is less than the maximum authorized, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. Directors may be removed from office, with or without cause, as permitted by and in accordance with Article 6, Section 6 of these bylaws and the laws of this state.

Vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than the minimum authorized, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

6.15. Nonliability of directors and officers

The directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

6.16. Indemnification by corporation of directors and officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

6.17. Insurance for corporate agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 7 Officers

7.1. Designation of officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

7.2. Qualifications

Any person who is at least age 18 and mentally competent.

7.3. Election and term of office

Officers shall be elected annually by the board of directors at the December meeting.

Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Voting for the election of officers shall be by voice.

7.4. Removal and resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

7.5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by an appointment by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

7.6. Duties of president

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors:

- a. Supervise and control the affairs of the corporation and the activities of the officers.
- b. Perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.
- c. Preside at all meetings of the board of directors.
- d. Execute, in the name of the corporation, such contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

7.7. Duties of vice president

The vice-president shall, subject to the control of the board of directors:

- a. In the absence of the president, or in the event of his or her inability or refusal to act, perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.
- b. Exercise powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

7.8. Duties of secretary

The secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy in electronic form, of these bylaws as amended or otherwise altered to date.
- b. Keep in electronic form a book of minutes of all meetings of the directors, and meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. Minutes of the Board of Directors' meetings will also be archived and publicly accessible on the JAC website
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

- d. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws and the minutes of the proceedings of the directors of the corporation.
- f. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

While still retaining overall responsibility, the secretary may delegate some of these duties, as appropriate, to others.

7.9. Duties of treasurer

The treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- f. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

While still retaining overall responsibility, the treasurer may delegate some of these duties, as appropriate, to employees of the corporation, in particular a certified public accountant.

The treasurer shall conduct the financial business of the corporation using a fiscal year from January 1st through December 31st.

7.10. Compensation

Officers shall not receive any compensation for their services.

Article 8 Committees and Working Groups

8.1. Executive committee

The board of directors may, by a majority vote of its members, designate an executive committee consisting of board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board or from individuals with professional expertise relating to the work of that committee. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

8.2. Other committees or working groups

The corporation shall have such other committees or working groups as may from time to time be designated by resolution of the board of directors. These committees or working groups shall consist of at least one director and may include individuals with professional expertise who are not members of the board, but who shall act in an advisory capacity to the board.

8.3. Meetings and action of committees or working groups

Meetings and action of committees or working groups shall be reported to and reviewed by the executive committee. Each committee or working group is responsible for submitting, if directed, a report to be submitted electronically to each director prior to the regular meeting of the board of directors. The time for meetings of committees or working groups may be fixed by resolution of the board of directors and/or by the committee or working group.

The board of directors may also adopt rules and regulations pertaining to the time of and conduct of meetings of committees or working groups to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 9 Records

9.1 Required documents in the form of a record

JAC shall keep at its registered office and on its website the following documents in the form of a record:

- a. Current articles and bylaws;
- b. Correct and adequate statements of accounts and finances, which will be attached to the Board meeting minutes.
- c. A list of officers' and directors' names and addresses;
- d. Minutes of the proceedings of the board.

9.2 Compliance

The corporate records shall be kept in full compliance with all provisions required under the corporation's tax exempt status under IRS section 501(c)(3) as a nonprofit corporation.

Article 10

Execution of Instruments, Deposits, and Funds

10.1. Execution of instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2. Checks and notes

Except as otherwise specifically determined by resolution of the board of directors, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two officers. \

10.3. Deposits

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 of directors may select.

10.4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 11

IRC 501(c)(3) Tax Exemption Provisions

11.1. Limitations on activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements by the board of directors), any political campaign on behalf of, or in opposition to, any candidate for public office.

This corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

11.2. Prohibition against private inurement

Inurement occurs when a transaction or exchange occurs whereby an individual with a personal interest in the exempt organization activities acquires economic gain through the use of funds or assets of that exempt organization.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Article 12 Stipulations of Bylaws

12.1. Amendment of bylaws

These bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the board of directors.

12.2 Articles of incorporation govern bylaws

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

12.3 Severability

If any sentence, clause or phrase of these bylaws should be held to be invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase or work of these bylaws.

Article 13 Disposition of Assets

13.1 Sale, lease, exchange, or disposition of assets in course of business

The sale, lease, exchange or other disposition of all, or substantially all, the property and assets of *JAC* in the usual and regular course of its business and the mortgage or pledge of any or all property and assets of *JAC* whether or not in the usual course of business may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, obligations, or other securities of any other corporation, as shall be authorized by its board of directors.

13.2 Sale, lease, exchange, or other disposition of assets *not* in the ordinary course of business

A sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of *JAC*, if not in the ordinary course of business, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized in the following manner:

The board of directors shall adopt a resolution recommending such sale, lease, exchange, or other disposition and directing that it be submitted to a vote at a meeting of directors, which may be either a regular or a special meeting. Notice in the form of a record stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the corporation shall be given to each director within the time and in the manner provided by this chapter for the giving of notice

The board of directors shall fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation. Such authorization shall require at least two-thirds of the votes that members present at such meeting or represented by proxy are entitled to cast.

Article 14 Dissolution

14.1 Voluntary dissolution

Voluntary dissolution, if any, of the JAC nonprofit corporation shall be conducted according to the requirements of RCW 24.03.220 (Voluntary dissolution), RCW 24.03.225 (Distribution of assets), RCW 24.03.230 (Plan of distribution), RCW 24.03.235 (Revocation of voluntary dissolution proceedings), RCW 24.03.240 (Articles of dissolution), and RCW 24.03.245 (Filing of articles of dissolution).

14.2 Involuntary dissolution

If JAC is dissolved involuntarily by a decree of the superior court in an action filed by the attorney general, JAC will conduct itself as required under statutes set down in RCW 24.03.265 (Jurisdiction of court to liquidate assets and affairs of corporation), RCW 24.03.270 (Procedure in liquidation of corporation by court), RCW 24.03.290 (Decree of involuntary dissolution), RCW 24.03.295 (Filing of decree of dissolution), RCW 24.03.300 (Survival of remedy after dissolution), RCW 24.03.302 (Administrative dissolution), RCW 24.03.3025 (Administrative dissolution or revocation of a certificate of authority).