

EXTREME ACCESS AND ADVENTURES

BYLAWS

Date: 03/04/2003

ARTICLE I
Principal Office

The principal office for transacting the business of Extreme-Access.Com shall be located at 1000 NW 180th ST, of the City of Shoreline in King County, State of Washington.

ARTICLE II
Seal

The Seal of the corporation shall be inscribed with the name, EXTREME ACCESS AND ADVENTURES, a Washington nonprofit corporation, incorporated 06/08/1998, or in such form as the Board of Directors may from time to time proscribe.

ARTICLE III
Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV
Purpose

The purpose is to operate exclusively for charitable, or educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954, as amended, including supporting the tax exempt mission, goals and objectives of Extreme Access And Adventures, through fundraising, grants, and other appropriate actions and conduct any other authorized and lawful business.

ARTICLE V
Membership

Section 1 - Board Membership

Membership in the Corporation is, and at all times, shall be considered a privilege, and not a right. The board membership of the Corporation shall consist of all persons who have been elected to the Board of Directors. The Board of Directors, at its discretion, may authorize honorary and/or advisory board membership which may or may not carry the same benefits and responsibilities as full board membership. For reasons deemed satisfactory to it, the Board of Directors by two-thirds vote of the full Board at any regular or special meeting, may terminate any board membership in the Corporation by giving written notice to the board member concerned. The right to vote and every other right, unless specifically provided for herein, with respect to the Corporation, shall cease on the termination of board membership.

Section 2 - Corporation Membership

The Board of Directors may, by resolution, designate such classes of non-voting members as it may deem fit from time to time. Subject to the Board of Directors' approval, the Corporation membership shall be available to any member of the general public who desires to contribute to the success of the Corporation.

Section 3 - Limitations

- a) The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any Director, Officer, individual members of the Corporation, or any private individual.
- b) No Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or the winding up of its affairs. Upon such dissolution, all the remaining assets of the Corporation shall be distributed by the Board of Directors to (WE'LL DECIDE AT NEXT MEETING) or its successors.
- c) No part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted in Section 501(c)3 organizations by the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publications or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V
Membership

Section 4 - Meetings

- a) Meetings of the board members, whether special or regular, shall be held at the principal office of the Corporation or at such other place as the Board of Directors may designate. Notice of each such meeting, specifying the place, day and the hour of the meeting, and the general nature of the business to be transacted, shall be given to each board member not less than seven (7) days, either personally or by sending a copy of such notice by mail, or facsimile to the Board member's address as it appears on the books of the Corporation. Board members may attend meetings in person or by teleconference.

- b) Annual Meetings, starting in 1998, the Corporation shall hold an annual meeting as near the first of April as reasonably possible. This meeting shall be held at a convenient hour and place as the Board of Directors may designate, for the purpose of electing a Board of Directors, considering the Treasurer's report of the accounts of the Corporation (subject to audit and adjustment), approve actions of the Board and Executive Committee, other reports, and for the transaction of such other business as may properly come before the meeting. Immediately following the annual meeting, the Board of Directors, shall hold a regular meeting for the purpose of organization, election of officers, and transaction of other business. The Board of Directors shall fix a date not less than ten (10) nor more than fifty (50) days before the meeting as the record date for members entitled to vote there at.

ARTICLE VI
Board of Directors

Section 1 - Number of Directors

The business and affairs of the Corporation shall be managed and controlled by the Board of Directors, consisting of such number of persons not less than one (3) nor more than nine (9). It is expected that all members of the Board of Directors will contribute time, talent, and/or financial resources to the Corporation. A majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 2 - Limit of Liability for Directors

Within the scope of their duties for the Corporation, Directors shall be indemnified and held harmless for any and all liability beyond any Directors and Officers (D&O insurance) liability coverage.

ARTICLE VI
Board of Directors

Section 3 - Power of Directors

Subject to the powers of the members as provided by law or herein set forth, all corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a) To change the principal office for the transactions of the business of the Corporation from one location to another within the same County; to designate any place within the State of Washington for holding any meeting; and to adopt, make and use of a corporate seal and to alter the form thereof from time to time as in their judgment they deem best, provided that such seal shall at all times comply with the provisions of applicable law.
- b) To delegate to the Executive Committee any of the powers and authority of the Board of Directors to transact the business and affairs of the Corporation, except the power to amend Bylaws, and expend funds exceeding \$5000.
- c) The Board of Directors, or if so appointed, the Executive Committee, or a personnel committee shall have the authority to employ, supervise, evaluate and terminate a Corporation Executive Administrator who shall be responsible for the day to day operation and supervision of the Corporation's affairs at the direction of the Board of Directors. The Executive Administrator shall serve at the pleasure of the Board of Directors and be dischargeable at will by the Board of Directors.
- d) The Board of Directors sets or approves all Policies, Goals and Objectives, Operational Plans and Procedures, and approves the budget for the Corporation as part of its deliberations. They also consider and set strategic and long range plans for the Corporation.

Section 4 - Election and Term of Office

The Board of Directors shall be elected at each Annual Meeting of the Corporation. The term of each elected Director shall be four (4) years; Provided, however, that no more than one third of the Board shall expire in any year, the first Board shall be divided by 3 lots, the terms to expire in each succeeding year. Directors may serve for an unlimited number of terms. Directors begin service at the first meeting of the Board of Directors, held after the Annual Meeting. At least thirty (30) days prior to the date of the Annual Meeting, the President shall require the nominating committee to place in nomination a sufficient number of candidates to fill the vacancies of the Board of Directors for the ensuing year. An appointment to fill the un-expired portion of a term shall serve to the end of the original term. Additional nominations for Directors may be made at the Annual Meeting.

ARTICLE VI
Board of Directors

Section 5 - Vacancies

The Board of Directors shall fill Director vacancies which occur in the elected membership of the Board of Directors between annual meetings for the un-expired term of the elected member causing the vacancy.

Section 6 - Place of Meeting

Regular meetings of the Board of Directors shall be held at any place within the State of Washington.

Section 7 - Other Regular Meetings

Other regular meetings of the Board of Directors shall be at least annually, and as is necessary at a time and place to be determined by the Board of Directors.

Section 8 - Quorum

A quorum of the Board of Directors shall be a simple majority.

Section 9 - Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or two officers, or the Executive Committee, or a majority of the Directors.

Section 11 - Removal

Directors or Officers of the Corporation may be removed from office by a vote of at least two-thirds (2/3) of the Directors voting in person by secret written ballot, if within the sole judgment of the Board of Directors the best interests of the Corporation would be served thereby.

Section 12 - Contracts

Unless specifically authorized by motion approved by the Executive Committee or by the Board of Directors, no officer, agent or member of the Corporation shall have any power or authority to bind the Corporation to any contract or engagement or to pledge its credit or render it liable financially for any purpose or to any amount of money.

ARTICLE VII
Officers

Section 1 - Officers

The officers of this Corporation shall be a President, Vice Presidents, Secretary, Treasurer, and such other Officers as the Board of Directors may appoint. Powers and duties of these officers shall not be inconsistent with these Bylaws, as from time to time may be amended by the Board of Directors.

Section 2A - Election and Term of Office

The officers shall be elected annually by the Board of Directors of the Corporation from the Board's own membership at the annual meeting. They shall be elected for a term of one (1) year and shall serve for such term, or until the election and qualification of their respective successors. Unless otherwise provided by law, the officers shall be subject to removal with or without cause at any time by an affirmative vote of two thirds of the Board of Directors.

Section 2B - Resignations

Any officer, Director or committee member may resign at any time. Such resignation shall be in writing and shall take effect at the time of its receipt by the Corporation. The acceptance of any resignation shall not be necessary to make it effective.

Section 3 - President

The President shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee. He/she shall, with one of the Vice Presidents, Treasurer, or Secretary, sign and execute all authorized contracts, notes, checks and other obligations in the name and on behalf of the Corporation. He/she shall oversee the affairs of the Corporation and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors. .

The President shall be an executive member of all Standing Committees.

Section 4 - Vice President

In the absence or disability of the President, one of the Vice Presidents shall perform the duties of the President, and in so acting shall have the powers of the President. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII
Officers

Section 5 - Secretary

The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and the Executive Committee, and shall assure that copies of approved minutes of all such meetings are placed in permanent files of the Corporation; and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 6 - Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and shall serve as Chairperson of the Finance Committee. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VIII
Standing Committees

The Corporation's President shall appoint chairpersons of the standing committees and may, from time to time appoint ad hoc Committees for special purposes. Chairpersons of the standing committees shall be members of the Board of Directors. Such appointments will be for a term of one (1) year, but may be renewed for successive one (1) year terms by the President. Members of the standing committees shall be appointed by the Chairpersons of those standing committees. Minutes of every standing committee meeting shall be made available to the Board of Directors or the Executive Committee, and shall be incorporated with the minutes of the meeting, as a part of the Corporate records.

ARTICLE IX
Parliamentary Authority

Meetings and other functions shall be run in a relaxed but orderly fashion.

ARTICLE X

Amendments of the Bylaws

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Board of Directors of the Corporation entitled to vote at any regular or special meeting of the Board, if notice of the proposed amendment, alteration, change, addition or repeal be contained in a notice of the meeting giving at least ten (10) days prior to such a meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Extreme-Adventuress.Com of Shoreline, Washington, a Washington Nonprofit Foundation, and that the foregoing BYLAWS, comprising 8 pages, plus any attachments constitute the BYLAWS of said Corporation as duly adopted at a meeting of the Board of Directors therefore duly held on 06/08/2003.

IN WITNESS WHEREOF, I have hereunto submitted my name and affixed the seal of said Corporation of this

day of June 8th, 2003.

Secretary