

AMENDED BYLAWS OF ALL ABOARD WASHINGTON A WASHINGTON NOT-FOR-PROFIT CORPORATION

Enacted January 1, 2022

Article 1

The name of this corporation shall be All Aboard Washington, and its duration shall be perpetual. The principal offices of All Aboard Washington shall be determined from time to time by the Board of Directors.

Article 2 Purposes and Powers

Section 2.1 All Aboard Washington is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue Service law, and more specifically:

2.1.1 For the purpose of promoting and bettering railroad passenger service within and without the state of Washington, and promoting and bettering terminals and on-rail connecting transportation services to railroad passenger trains; and

2.1.2 For the performance of research and education of the general public about intercity rail passenger service and urban mass transit; and

2.1.3 To act as a focal point for, and either by itself, or in conjunction with other associations, groups or individuals, to undertake programs and actions designed to encourage and promote development of a more balanced U.S. transportation system including, without limitation, the promotion of federal and state policies beneficial to all forms of passenger and freight rail service, urban mass transit, rural public transportation, intermodal terminals and other facilities and services that make it easier for travelers to transfer from one mode of transportation to another.

Section 2.2 All Aboard Washington shall have all powers granted by Washington law. It shall also have the power to undertake, either alone or in cooperation with others, any lawful activity that may be necessary or desirable for the furtherance of the purposes for which All Aboard Washington is organized.

Section 2.3 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted for an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax codes.

Article 3 Membership

Section 3.1. Definition. A member is:

3.1.1 Any individual or organization that has filed an application for All Aboard Washington membership in such form as prescribed by the Board of Directors and the applicant has paid current dues in an amount equal to or greater than the amount prescribed by the Board of Directors for a Senior Membership or,

3.1.2 Any individual or organization that has donated to All Aboard Washington within the past 12 months an amount equal to or greater than the amount prescribed by the Board of Directors for a Senior Membership.

Section 3.2 Due to varying geographical locations of its members and its business, All Aboard Washington conducts significant activities through electronic means. Each member consents to notice and communications of, and attendance and participation in, the business of All Aboard Washington, including but not limited to voting, through electronic means whenever it is deemed appropriate by the Board of Directors. Each member shall designate the message format accessible to the member, and the address, location, or system to which notices and communications may be electronically transmitted. Each member in good standing with current dues paid shall be entitled to one vote at the Annual Meeting.

Section 3.3 The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include methods of payment.

Section 3.4 No discrimination. All Aboard Washington is an equal opportunity organization and does not discriminate on any basis, including but not limited to sex, age, ethnicity, national origin, sexual orientation, or disability. Should any member be found at the sole discretion of the Board of Directors to have discriminated against another on improper grounds, that Member's membership may be terminated. Any member so terminated shall not be entitled to vote and shall not receive refund of any dues paid, or donations(s) made.

Section 3.5 Decorum, Conduct, and Activities. All members shall act in a courteous and respectful manner when conducting or participating in any business arising from or related to All Aboard Washington. The conduct and activities of members shall always be consistent with the Purposes and Powers of All Aboard Washington as contained in Article 2. The Board of Directors at its sole discretion may terminate the membership of any member whose conduct or activities have been found to be discourteous or disrespectful; or present the appearance of a conflict of interest with the Purposes and Powers of All Aboard Washington; or whose conduct or activities have been found to reflect unfavorably on the Corporation or its members. A member so terminated shall not be entitled to vote, and shall not receive refund of any dues paid or donation(s) made.

Section 3.6 Any member may resign from membership upon giving notice thereof to the Secretary or President of All Aboard Washington. Members who resign or are terminated from membership shall not be entitled to vote, and shall not receive refund of any dues paid, or donation(s) made.

Article 4 Membership Meetings

Section 4.1 An annual meeting of the membership shall be held in each fiscal year at such time and place as may be determined by the Board of Directors for the purposes of electing officers and directors, and transacting such other business as may be properly brought before the meeting. The Board of Directors may make provision for Members to attend and participate in the annual meeting, including but not limited to voting, through electronic means.

Section 4.2 Special meetings for the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President, or upon the written petition of at least twenty five percent (25%) of the membership in good standing. The Board of Directors may make provision for Members to attend and participate in a special meeting, including but not limited to voting, through electronic means.

Section 4.3 Notice of every meeting of the membership where a vote is contemplated shall state the place, date and hour of the meeting, and shall be given either personally, by mail, or by electronic means to each member not less than fifteen (15) days before the date of the meeting. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or a manner in which it has been called or convened, except when a member attends a meeting solely for the purposes of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

Section 4.4 Electronic Means shall mean all forms of electronic or digital communication, including but not limited to telephone communications and conferencing, facsimile, electronic mail, text or instant messaging, posting on an electronic network, internet conferencing, or other electronic or digital form of communication reasonably calculated to reach Members or provide for the Member's attendance and participation, including but not limited to voting, in any business of All Aboard Washington. To the extent that any Member's choice of electronic means for attendance and participation in any business of All Aboard Washington impairs that Member's ability to hear or speak, by poor connection quality, mute features or otherwise, that Member waives all objection and consents to the business conducted.

Article 5 Board of Directors

Section 5.1. Duties The Board of Directors shall manage, set the policy for, and oversee the management of the affairs of All Aboard Washington. They shall control its property, be responsible for its finances, formulate its policy and direct its affairs. The Board of Directors may

hire an Executive Director and such other employees as may be deemed appropriate. The Board of Directors may enter into contracts necessary to accomplish the goals of All Aboard Washington.

Section 5.2. Qualifications There shall be a maximum of seventeen (17), and a minimum of five (5), members of the Board of Directors. The number of directors may be increased or decreased from time to time by a two-thirds vote of the Board of Directors, but a decrease shall not have the effect of shortening the term of any incumbent director. Any member, employee of a member business or partner or associate in a member business of All Aboard Washington may be a director. Directors must be of sound mind, and any who are under the age of majority (18) must abstain from voting on contractual issues, as ruled by the meeting chair. By accepting the position, each Director agrees and consents to notice and communication of, and attendance and participation in, the business of the Board of Directors through electronic means.

Section 5.3. Term Every director shall serve for a term of four (4) years, or the remaining term of the seat if filling a vacancy. A maximum of thirteen (13) and a minimum of four (4) of the Director positions shall be elected by a plurality of votes of the Members. Remaining Directors may be appointed by the Board of Directors. Unless by resignation of an elected position, at no time may the number of appointed Directors exceed the number of elected Directors. Approximately one quarter (1/4) of the director positions will be scheduled for election or appointment each year. The Board of Directors may at their discretion adjust the years in which each Board seat comes up for election or appointment, so long as no director serves more than four (4) years without standing for reelection or reappointment. All terms of office for directors shall commence upon appointment by the Board of Directors or election at an Annual Membership Meeting and expire on the day of the fourth subsequent Annual Membership Meeting. Notwithstanding the foregoing, each director shall continue to hold the office until his or her successor has been selected in accordance with these Bylaws, and the procedure duly established by the Board of Directors.

Section 5.4. Elections The Board of Directors is empowered to provide for the election of all directors by a plurality of votes in accordance with the laws of the State of Washington, the Articles of Incorporation, as existing or hereinafter amended, and the Bylaws, as existing or hereinafter amended.

Section 5.5. Vacancies A director may resign at any time by giving notice to the President or Secretary. Any vacancy on the Board shall be filled for the unexpired term by action of a majority of the remaining directors. If a position is unfilled at the time of an Annual Membership Meeting, the remaining term of the position shall be included in the ballot to be filled during the Board election. The specifics of such an election shall be determined by the Board at the time. Three consecutive unexcused absences from the regular Board of Directors' meetings shall be considered a vacancy.

Section 5.6. Meetings The Board of Directors shall meet at least four times annually, and all business of the Board of Directors shall be transacted at a duly-called meeting of the Board. At a duly-called meeting, a majority of the full Board membership shall constitute a quorum. Notice of the time and place for both regular and special meetings shall be given to each director. Each Director agrees and consents to notice and communication of, and attendance and participation in, any Meeting of the Board of Directors through electronic means. The President and/or any three directors may call a special meeting of the Board.

Section 5.7. Compensation Directors shall receive no compensation for their services as directors, but the Board may authorize reasonable reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a director from serving All Aboard Washington in any other capacity and receiving reasonable compensation for such service.

Section 5.8. Liability Directors shall not be personally liable for the debts, liabilities or other obligations of All Aboard Washington.

Section 5.9 Removal of Director At a meeting of members called expressly for that purpose, one or more Board Members (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Board Members represented in person at a meeting of members at which a quorum is present.

A Board Member also may be removed by a majority vote of the Board including the vote of the Board Member at issue. The questioned Board Member shall be given the opportunity to be present, which may be by electronic means. Removal of a Board Member by the Board shall only be for misconduct or failure to perform satisfactorily, including but not limited to failure to deliver on responsibilities, insufficient attendance or participation, inappropriate behavior, or conflict of interest. If the removal of a Board member brings the total number of serving board members below five (5) the Board shall elect a replacement within thirty (30) days.

Section 5.10. Executive Committee There shall be an Executive Committee, consisting of the persons holding the offices of President, Vice-President, Secretary, and Treasurer, together with such additional members as the Board shall authorize. The Executive Committee shall exercise such authority as shall be delegated by the Board of Directors.

Article 6 Committees and Task Groups

All Aboard Washington shall have such committees and/or task groups as the Board of Directors may from time to time establish. Committees shall report to the Board of Directors as directed. At least one director shall serve on every committee. Committees shall be appointed by the President with the approval of the Board of Directors. Committees need not be limited in membership to All Aboard Washington members, but can have representatives from other

relevant areas of the community. Committees may issue notice of meetings and conduct business through electronic means.

Article 7 Officers

Section 7.1. Positions and Requirements The officers of All Aboard Washington shall consist of a President, a Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers as may be deemed necessary by the membership or Board of Directors. All officers shall be members of the Board of Directors. By accepting the position, each Officer agrees and consents to notice and communication of, and attendance and participation in, the business of All Aboard Washington through electronic means.

Section 7.2. Term Each officer shall serve a one-year term. Officers shall be elected by the Board of Directors at the first Board meeting following the Annual Meeting, at which the Board of Directors shall be elected.

Section 7.3. Duties and Powers Except as hereinafter provided, the officers of All Aboard Washington shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership of the Board of Directors.

7.3.1. President The President shall preside at all meetings of the organization, and shall perform other such duties and activities as the presiding officer.

7.3.2. Vice President in the absence of the President or his or her inability to act, the Vice President shall have all of the duties and powers of the President.

7.3.3. Second Vice President in the absence of the President and the Vice President or their inability to act, the Second Vice President shall have all of the duties and powers of the President.

7.3.4. Secretary The Secretary shall record and maintain in good order minutes of all meetings and all records of correspondence of All Aboard Washington.

7.3.5. Treasurer The Treasurer shall maintain in good order all financial records of All Aboard Washington.

7.3.6. Temporary officers in cases of the absence or disability of an officer of All Aboard Washington and of any person authorized to act in his or her place during such periods of absence or disability, the President may delegate the powers and duties of such officer to any other officer or any other member.

Section 7.4. Vacancies in the event of a vacancy in an officer position, as a result of either Board election results, resignation, departure, incapacity or any other reason, the President may appoint an interim officer, who shall occupy the position and perform its duties until the next Board meeting, whereupon the interim appointment shall either be confirmed by the Board, or the Board shall elect another candidate to said officer position.

Article 8 Employees and Titled Contract Positions

The Board of Directors may contract with other individuals or other entities for the services of an Executive Director, Government Affairs Director, and any other positions. Any employees or contractors in these positions shall serve All Aboard Washington at the pleasure of the Board of Directors, which shall specify their responsibilities directly if employed by All Aboard Washington or through their employer if not employed by All Aboard Washington. The employees and employer(s) of the contractors shall receive such compensation for services as may be determined by the Board of Directors.

Article 9 Finance and General Provisions

Section 9.1 The fiscal year of All Aboard Washington shall be the calendar year.

Section 9.2 Except as the Board of Directors may otherwise authorize, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed by the Treasurer, or any Board member authorized by the Board to do so.

Section 9.3 Not later than three months after the close of the fiscal year, All Aboard Washington shall prepare:

9.3.1. A balance sheet showing in reasonable detail the financial condition of All Aboard Washington at the close of the fiscal year.

9.3.2. A statement of the source and application of funds showing the results of the operation of All Aboard Washington during the fiscal year.

Article 10 Indemnification

Section 10.1 All Aboard Washington may indemnify any officer or director, or former officer or director, for any judgments, settlement amounts, attorneys' fees and litigation expenses incurred by reason of their having been made a party to litigation due to their capacity or former capacity as an officer or director of All Aboard Washington. All Aboard Washington may also advance expenses where appropriate. Payment of indemnification shall be reported at the next Annual Meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these Bylaws. The rights of indemnification set forth herein are not exclusive.

Section 10.2 An officer or director shall not be entitled to indemnification if the cause of action is brought by All Aboard Washington itself against the officer or director, or if it is determined in judgment that the officer or director was derelict in the performance of his or her duties, or had reason to believe their action was unlawful.

Section 10.3 No director or uncompensated officer of All Aboard Washington shall be personally liable to the corporation or its members for monetary damages for conduct as a director or uncompensated officer, provided that this Article shall not eliminate the liability of a director or uncompensated officer for an act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which elimination of liability is not permitted under the Washington Nonprofit Corporation Act.

Article 11 Amendments

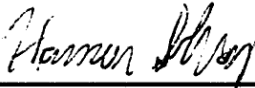
The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the directors present at any duly-called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the qualifications of All Aboard Washington under the Internal Revenue code or corresponding provisions of any subsequent Federal tax law.

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Certification and Adoption

I, Harmon Shay, do certify that I am Secretary of All Aboard Washington, and that the attached document is a complete and correct copy of the Bylaws of All Aboard Washington, which have been adopted by the Board of Directors on this _____ day of December 2021, and are to be effective January 1, 2022.



Harmon Shay, Secretary
December 21st, 2021