

**BYLAWS  
OF  
CRYOUT**

**ARTICLE 1  
OFFICES**

**SECTION 1. NAME**

The name of the corporation shall be CRYOUT! (the “Corporation”).

**SECTION 2. PRINCIPAL OFFICE**

The principal office of the Corporation is located in Renton, Washington.

The designation of the Corporation’s principal office may be changed by amendment of these Bylaws.

**SECTION 3. OTHER OFFICES**

The Corporation may also have offices at such other places or within or without Washington State and where it is qualified to do business, as its business and activities may require, and as the Board of Directors may from time to time designate.

The Corporation defines the geographic boundaries of its service area to be Renton, and surrounding counties.

**ARTICLE 2  
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE 3  
DIRECTORS**

**SECTION 1. POWERS**

The Board of Directors (the “Board”) is responsible for the affairs of the Corporation as set forth in the CryOut! Governance Policies. The Board shall employ an Executive Director to manage the business of the Corporation.

**SECTION 2. NUMBER**

The Corporation shall have no less than three (3) and no more than thirteen (13) directors (the “Directors”), the specific number to be set by the CryOut! Governance Policies or by resolution of the Board. The number of Directors may be changed from time to time by amendment to

these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **SECTION 3. QUALIFICATIONS**

Directors of this Corporation shall be personally committed to the Lord Jesus Christ. Their lives shall readily demonstrate such commitment as well as appropriate Christian attitudes and behavior. Directors shall be people who believe the Bible to be the inspired, the only infallible, authoritative Word of God. Directors shall be actively involved in and in good standing in a local church.

Directors must be non-judgmental, able to work with Christians of differing denominations, 21 years of age or older, mature, responsible and capable of exercising sound judgment and able to attend board meetings scheduled.

### **SECTION 4. ELECTION OF DIRECTORS**

Directors shall be elected at the January meeting of the Board. New Directors shall be elected so that the terms of the Directors have staggered expiration dates.

### **SECTION 5. TERM OF OFFICE**

Each Director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies. A Director may serve more than one two-year term, provided there is a break of at least one (1) full year between terms.

The two founding members of CryOut, Celestine I. Ezinkwo and Tara M. Ezinkwo, shall be permanent Directors. These Directors will not be elected to the Board of Directors, nor will they be required to take a leave of absence. They may, however, take a voluntary leave of absence for personal, business or health reasons. The Board shall be notified in writing of any such absence at least five (5) days prior to it becoming effective. The leave of absence may be of a definite or indefinite period of time. When one or both of the Founding Members are ready to return from leave of absence, they shall notify the Board in writing at least five (5) days prior to returning.

### **SECTION 6. ANNUAL MEETING**

The annual meeting of the Board for the purpose of electing directors and officers is the Regular Meeting that occurs in January.

### **SECTION 7. REGULAR MEETINGS**

The Board shall adopt the schedule of regular meetings for the each year at the Annual Meeting.

### **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by or at the written request of the President, the Vice-President, the Secretary, or by any two Directors. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 9. MEETINGS BY TELEPHONE**

Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **SECTION 10. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 11. NOTICE OF SPECIAL MEETINGS**

Notice of special Board meetings given to a Director may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Notice must be given not less than ten days before the meeting. In the case of facsimile or electronic mail notification, the Director to be contacted shall acknowledge personal receipt of such notice by a return message or telephone call within twenty-four (24) hours of the first transmission. In the case of notification by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

## **SECTION 12. WAIVER OF NOTICE**

### **(a ) In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **(b ) By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **SECTION 13. 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.

#### **SECTION 14. MANNER OF ACTING**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

#### **SECTION 15. 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 his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **SECTION 16. ACTION BY BOARD WITHOUT A MEETING**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### **SECTION 17. RESIGNATION**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 18. REMOVAL**

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

Any Director absent from three meetings in succession or four meetings in any twelve-month period is automatically terminated. If such Director requests reinstatement within two months, the Board may reinstate such Director, though this provision may not be used for any Director more than once per term.

#### **SECTION 19. CONFLICT OF INTEREST:**

If any occasions arise when a member of the Board of Directors or an Officer of the Corporation has or might have a financial interest in or affected by a contract or transaction upon which action is to be or might be taken or withheld by such Board of Directors or a committee thereof, then:

(a) All material facts as to such financial interest shall be disclosed by such member or officer to the members of such Board of Directors or committee prior to their consideration of such contract or transaction. Such disclosure shall be recorded in an annual conflict of interest statement signed by such member and officer or, if not previously disclosed in such statement, when the matter at interest first comes up or should come up for consideration by such Board of Directors or committee.

(b) The member or officer having such financial interest on any matter at the meeting at which such consideration is given shall not vote or use any personal influence in regard to that matter (except that the member may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.

(c) Subject to such disclosure and abstention in voting and any limitation under the law, these By-Laws, and the terms of its appointment as such, the Board of Directors or committee may authorize any contract or transaction in which and any such member or officer has or might have a financial interest in or affected thereby.

## **SECTION 20. VACANCIES**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy created by the departure of a Director whose term had not expired shall serve for the unexpired term of his or her predecessor in office.

## **SECTION 21. COMPENSATION**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

# **ARTICLE 4 OFFICERS OF THE BOARD OF DIRECTORS**

## **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, and have such authority and perform such duties as are provided in these Bylaws or as may be provided by the Cry Out Governance Policies or by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

## **SECTION 2. ELECTION AND TERM OF OFFICE**

The officers of the Board shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

## **SECTION 3. REMOVAL AND RESIGNATION**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **SECTION 4. VACANCIES**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **SECTION 5. DUTIES OF PRESIDENT**

The Role and Authority of the President shall be described in the CRYOUT! Governance Policies. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

## **SECTION 6. DUTIES OF VICE-PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall 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.

## **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained. The Secretary shall perform 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.

## **SECTION 8. DUTIES OF TREASURER**

The Treasurer shall make a report on the finances of the Corporation at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Directors and the public. The Treasurer shall perform 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.

## **SECTION 9. COMPENSATION**

The officers of the Board of Directors shall serve without compensation. The Board of Directors shall determine the salary of the Executive Director.

## **ARTICLE 5 ADMINISTRATIVE PROVISIONS**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office:

- (a ) Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof;
- (b ) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c ) A record of its Directors and the expiration date of each Director's term; and
- (d ) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.
- (e ) A copy of the Corporation's Governance Policies as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

### **SECTION 2. DIRECTORS' INSPECTION REPORTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of any kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **SECTION 3. ACCOUNTING YEAR**

The accounting year of the Corporation shall be the twelve months ending December 31.

### **SECTION 4. RULES OF PROCEDURE**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE 6**  
**DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 7**  
**AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

**ADOPTION OF BYLAWS**

The undersigned officers of CryOut!, certify that the foregoing Bylaws, consisting of seven (7) pages, were adopted by the Board at a duly called meeting of the Board at which a quorum was present as the Bylaws of the Corporation. These Bylaws replace in their entirety the previously adopted and amended Bylaws.

DATED: \_\_\_\_\_

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary