

BYLAWS
OF
CAMP UNITED WE STAND
December 18, 2025

The name of the organization is Camp United We Stand, Incorporated, organized in accordance with the Washington Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to camp residents and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I
MISSION AND VALUES

Our Mission

Camp United We Stand, Inc. is a non-profit organization whose mission is to provide safe shelter for homeless individuals and families in need. We work toward this mission by operating a transient homeless encampment in the north King County and South Snohomish County area for the provision of shelter, the residents' daily needs and to facilitate their transition to independent living. Camp United We Stand, Inc. envisions a world without homelessness in which communities come together to promote a better quality of life for those in need.

To achieve this mission, we strive to:

- Provide a self-managed, safe, community-supported encampment to meet the needs of up to 35 local homeless people.
- Build a network of caring individuals and community partners committed to enhancing the quality of life of the camp residents.
- Encourage efforts to deliver meals, clothing and supplies to the camp.
- Communicate needs and advocate for homeless encampments at community meetings and potential host sites.
- Collaborate with local organizations to develop opportunities for the camp residents to further their own development and self-sufficiency.

Our Values

- **Respect** for all individuals.
- **Justice** expressed in advocating for an end to homelessness.
- **Empowerment** expressed in the belief that homeless people have the capacity to excel and to shape their own path.
- **Stewardship** recognized in the responsible use and management of resources entrusted to our care.
- **Active participation** in all phases of the administration and management of our homeless encampment, including financial commitments.

A prime directive of the Camp United We Stand Board of Directors is to ensure that the camp keeps its promises to site hosts, donors, supports, municipalities, and the community at large.

ARTICLE II

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books at least ten (10) days prior to the meeting or emailed at least three (3) days prior to the meeting. Notices by mail shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at a place designated by the Board of Directors.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken at a meeting, may be taken without a meeting and without prior notice by conference call or by unanimous consent of the entire board by email.

Section 7. Calendar. The business year of the organization shall be the calendar year.

Section 8. Open Meetings. All meetings of the Camp United We Stand organization shall be open to the public with the exception of those meetings dealing with personnel matters or other issues requiring executive session. Executive session may be called by the President or other board member subject to approval by a quorum of directors.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be governed by a Board of Directors consisting of at least seven and no more than twelve director(s). The board shall include one (1) current resident of Camp United We Stand. 3

Camp members shall elect from among the current residents those who will serve on the Board of Directors.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of two years year(s), or until a successor has been elected and qualified. Board positions shall be staggered in term such that about one-half the board is elected each year.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall disqualify the director and invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing ten (10) days' written notice by ordinary United States mail or five (5) days by email, effective when mailed or sent. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records with reliable backups. Any board action that is conducted by email or other means of communication must be included in the written minutes of the next full board meeting.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal/Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by vote of the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. If a camp resident serving as director leaves the camp, they shall give up their seat on the board and the current camp residents shall select a replacement from among their members subject to approval by existing board members as described above.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE IV OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person; nor can the offices of Treasurer and President cannot be held concurrently by the same person.

- a. President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- c. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. Records of the Treasurer shall be kept in a secure location.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V
ANNUAL FINANCIAL REVIEW AND OTHER REQUIREMENTS

1. Section 1. Annual Financial Review. The Board of Directors shall commission an annual review of the financial records of the organization. The President, with the concurrence of the board, shall name at least two people to serve on the financial review committee which may be composed of board members or by an outside team which may include board members. The Treasurer shall not be a member of the Financial Review Committee but shall cooperate in the conduct of the review. The annual financial review shall be presented to the full board of directors at the annual meeting.

ARTICLE VI
CORORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President and the Secretary or Treasurer. All other instruments executed by the organization including a release of mortgage or lien may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any office(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VII
AMENDMENT TO BYLAWS

The bylaws may be amended, altered or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VIII
INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VI DISSOLUTION

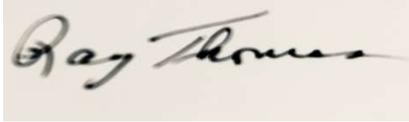
The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the directors. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred or conveyed, in trust or otherwise to charitable and educational organization organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization as determined by the Board of Directors.

Certification

Ray Thomas, President of Camp United We Stand and Sally Kinney, Secretary of Camp United We Stand certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly revised and adopted by the Board of Directors on December, 18, 2025

Ray Thomas, President



Date:

December 18, 2025

Sally Kinney, Secretary



Date:

December 18, 2025