

Bylaws of SGC Soaring Foundation

Section I Name and Principal Office

1.1.

The Name of this Corporation shall be SGC Soaring Foundation.

Section 2.

The principal office of the corporation shall be in the State of Washington at a location chosen by the Board of Directors.

Section II Membership

Section 1.

This organization has no members

Section III. Board of Directors.

3.1. General Powers

The affairs of the Corporation shall be managed by a Board of Directors.

3.2 The Board of Directors shall be composed of not less than five (5) nor more than seven (7) directors. The term of each director will be three (3) years, with the terms staggered such that at least one (1) new director is appointed each year. There is no limit on the number of terms a director may serve.

3.3 Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

0.1 Election of Directors

3.4.1 Directors shall be elected at the annual meeting of the Board. The terms of the Directors shall be set so that the terms shall be staggered to the extent possible.

0.2 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of three (3) years or until his or her successor is elected, whichever is later.

0.3 Annual Meeting

The annual meeting of the Board shall be held the 15th day of October in each year at a location determined by the board for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

0.4 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

0.5 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

0.6 Remote Meetings

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

0.7 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

0.8 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than five days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her

address shown on the records of the Corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

0.9 Waiver of Notice

3.12.1 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.

3.12.2 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.

0.10 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

0.11 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.

0.12 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.

0.13 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 executed by each of the Directors entitled to vote. Such written consents may be executed 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. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

For purposes of this Section 3.16 only, "each of the Directors entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where:

- (a) The Board has determined that:
 - (i) The corporation is entering into the transaction for its own benefit; and
 - (ii) The transaction is fair and reasonable to the corporation when it enters into the transaction or the noninterested directors determine in good faith after reasonable investigation that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and

(b) Such determination is included in the written consent or in other records of the corporation.

0.14 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.

0.15 Removal

At a meeting of the Board, 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.

0.16 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 shall serve for the unexpired term of his or her predecessor in office.

0.17 Board and Advisory Committees

3.20.1 Board Committees

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

3.20.3 Quorum; Manner of Acting

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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.

3.20.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

0.18 Compensation

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

Section IV. Officers

0.19 Number and Qualifications

The officers of the Corporation 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, have such authority and perform such duties as are provided in these Bylaws or as may be provided 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.

0.20 Election and Term of Office

The officers of the Corporation 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.

0.21 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. 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.

0.22 Removal

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.

0.23 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.

4.6 President

The President is the Chief Executive Officer of the Corporation. The President shall preside at any and all meetings, and at all meetings of the Board of Directors.

The President shall sign and execute all contracts in the name of the corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty, subject to the approval of the Board of Directors; and shall have general supervision over the management of all affairs of the corporation.

4.7 Vice President

The Vice President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President. The Vice President shall also perform such duties in connection with the operation of the corporation as designated by the Board.

4.8 Secretary

Section 1.

The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, including: s/he shall keep the minutes of all proceedings of the Members and of the Board of Directors in books provided for that purpose. S/he shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. S/he shall keep a proper book showing the name of each member of the board of Directors and committee Chairmen as appointed by the Board. The secretary shall also keep the book of By-Laws, the corporation seal, if any, and such other books, records and papers as the Board of Directors direct. S/he shall execute with the President, in the name of the Corporation, contracts and instruments which have first been approved by the Board of Directors.

The Secretary shall also perform such duties connected with the operation of the Corporation as s/he may undertake at the direction of the Board.

4.9 Treasurer

The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors, including s/he shall execute in the name of the Corporation all checks for expenditures authorized by the Board of Directors. S/he shall receive and deposit all funds of the Corporation in the bank(s) selected by the Board of Directors, which funds shall be paid out only by checks as hereafter provided. S/he shall account for all receipts, disbursements and balance on hand.

The Treasurer, together with the President shall prepare or cause to be prepared the annual budget and all required financial and tax returns and submit it to the Board of Directors for their approval. The Treasurer shall also perform such duties connected with the operation of the Corporation as s/he may undertake at the direction of the Board.

4.10 Financial review

A financial review of the financial records of the Foundation shall be done on an annual basis and whenever a change in Treasurer is made. A report of such a review will be made available for inspection by the public upon request and also posted on the foundation website.

ARTICLE 1. ADMINISTRATIVE PROVISIONS

5.1 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

5.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

5.4 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

1.5 Accounting Year

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

1.6 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.

Section 6. Amendment of the By-Laws

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

These By-Laws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on (3rd January 2024), at which a quorum was present.



Secretary (Henry Rebbeck)