

**BYLAWS
OF
SEATTLE ELECTRIC VEHICLE ASSOCIATION**

ARTICLE I: NAME

1.1 Name. The name of the non-profit corporation is Seattle Electric Vehicle Association ("SEVA").

ARTICLE II: PURPOSE

2.1 Purpose. The purpose of SEVA is to promote the widespread adoption of electric vehicles through education, demonstration and advocacy.

ARTICLE III: CONTROLLING AUTHORITY

3.1 Conflict. The provisions of these Bylaws shall govern the management and operation of SEVA; provided that if there is a conflict among the provisions of these Bylaws, the Articles of Incorporation of SEVA ("the Articles") or the provisions of the Washington Non-Profit Corporation Act, Revised Code of Washington 24.03 ("the Act"), the provisions of the Act shall be controlling over the provisions of these Bylaws and the provisions of the Articles, and the provisions of the Articles shall be controlling over the provisions of these Bylaws.

3.2 Application. All present and future members of SEVA and any person, firm, corporation or other legal entity using any facilities owned or controlled by SEVA are subject to the provisions of these Bylaws, the provisions of the Articles, the provisions of the Act and such rules and regulations as may be applicable to SEVA.

ARTICLE IV: BOARD OF DIRECTORS

4.1.1 Powers. All corporate powers of SEVA shall be exercised by or under the authority of, and the affairs of SEVA managed under the direction of, a Board of Directors. The Board of Directors shall have the powers that are provided in the Act, the Articles and these Bylaws, and such other powers as are reasonable and necessary to effectuate the duties and responsibilities set forth in these Bylaws. Board of Directors shall set SEVA's policies and goals, and shall oversee SEVA's activities.

4.1.2 Conflicts of Interest. No member of the Board of Directors ("Director") shall vote on any matter in which such Director or any family member, employer or business entity has an interest that would be substantially affected by such action.

4.1.3 Executive Director Oversight. The Board may hire an Executive Director to carry out Board policies and to administer the activities and programs of SEVA. The Executive Director shall be hired by a majority vote of the Board at any regular or special meeting of the Board and shall serve at the pleasure of the Board. The Executive Director shall be compensated at a salary to be determined by the Board annually. Under the authority of an existing resolution of the Board of

Directors, the Executive Director shall have the power to execute any document or instrument, including payroll checks, required to carry on the day to day operations of SEVA.

4.2 Qualification. A Director of SEVA shall be a member of SEVA and ascribe to its purpose as set forth herein.

4.3 Duties and Responsibilities.

4.3.1 A Director is expected to attend the meetings of the Board of Directors, of committees on which a Director serves and of SEVA.

4.3.2 A Director shall perform additional duties on behalf of the Board of Directors and SEVA as from time to time may be requested or assigned.

4.3.3 A Director shall perform his or her duties in a responsible, timely and competent manner.

4.4 Elections and Composition.

4.4.1 The Directors of SEVA shall be at least three (3) but not more than nine (9) in number. Within these numbers the Board of Directors may fill vacated positions when an elected Director leaves before the end of his or her term. Unfilled positions may not be appointed but must be filled by election pursuant to section 4.4.2.

4.4.2 The Directors shall be elected by the persons entitled to vote at the Annual Meeting of SEVA. The terms of each Director shall be for two years and staggered such that the terms of approximately one-half of the Directors shall end each year. A Director's service on the Board shall be limited to no more than five consecutive two-year terms provided, however, following a three-year absence from the Board such a Director may once again stand for reelection. The term of each Director shall commence on the date of the annual meeting of SEVA.

4.5 Quorum. A quorum of the Board of Directors for all purposes shall be a majority of the Directors.

4.6 Majority Vote. At Regular and Special meetings of the Board of Directors, all matters shall be determined by simple majority vote of the Directors.

4.7 Action Without Meetings. The Board of Directors may take action without a meeting by unanimous consent resolution signed by all members of the Board of Directors. Action taken under this section becomes effective when all Directors have signed the consent, unless the consent specifies an earlier or later effective date. Directors can approve a resolution via email by replying to all members of the Board of Directors and including the words "I approve this resolution" in the email. These emails shall be compiled into a document and all Board members will sign this document at the next regularly scheduled Board Meeting. Any action so taken shall have the same force and effect as any action taken by the Board of Directors at a meeting and may be described as such in any document.

4.8 Regular Meetings. Regular quarterly meetings of the Board of Directors shall be held at such date and time specified by the Board.

4.9 Special Meetings. Special Meetings of the Board of Directors shall be called by the President of the Board of Directors, or the Vice President in his or her absence, or upon the written request of three Directors. Notice of a Special Meeting shall state the date, time, place and purpose of such meeting. Notice of a special meeting shall be given to each Director at least five (5) days prior to the date of such meeting. Notice shall be given, either personally in writing, by email, or by written notice deposited in the U.S. mail. If delivered by email, the notice will be deemed effective when sent. If delivered by U.S. mail, the notice will be effective when deposited in the official government mail box drop properly addressed with postage thereon prepaid. A Director may, in writing, waive notice of any Special meeting of the Board of Directors. Attendance by a Director at any Special meetings of the Board of Directors shall constitute waiver of notice of such meeting.

4.10 Secret Meetings. Unless specifically required by law, SEVA's Board of Directors will conduct no business in secret. This includes but is not limited to: "closed-door" meetings, meeting at undisclosed times or locations, and deliberately not keeping minutes for reasons of secrecy. All SEVA business will be conducted in an atmosphere of openness and transparency.

4.11 Compensation. No Director shall receive compensation for services as a Director, however, SEVA may reimburse any Director for reasonable, documented expenses incurred on behalf of SEVA.

4.12 Liability. The liability of a Director to SEVA or a member of SEVA shall be governed by SEVA's Articles of Incorporation.

4.13 Removal of Directors. Any Director may be removed from office for cause at any Regular or Special Meeting of the Board of Directors. The removal of a Director shall be by majority vote of the members of the Board of Directors attending such Regular or Special Meeting. A Director may be removed from office due to.

- (a) Unsound mind or mental incompetence; or
- (b) Conviction of a felony; or
- (c) Absence from three (3) consecutive meetings of the Board of Directors without the consent of the President of the Board of Directors; or
- (d) Any other adequate cause.

4.14 Resignation. A Director may resign at any time by delivering written notice to the President or Secretary. Once accepted, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

4.15 Replacement of Directors. A vacancy in the Board of Directors shall exist upon the death, resignation or removal of a Director. A vacancy on the Board of Directors shall be filled as promptly as possible by a majority vote of the remaining members of the Board of Directors at a Regular or a Special Meeting. The new Director shall serve for the remaining term of the Director

being replaced. The creation of a new board position pursuant to section 4.4.1 shall not be considered to be the creation of a vacancy on the Board of Directors.

4.16 Committees.

4.16.1 Board Committees. The standing committees of the Board of Directors (“Board Committees”) will be the Executive, Programs, and Legislative Committees. The Board of Directors may establish such other standing or temporary committees as the Board determines to be appropriate. Board Committees will be chaired by a Director. The membership of the Executive Committee shall include the current officers, the Executive Director, and such other person appointed by the President.

4.16.2 Each Board Committee shall prepare a written description of its role and function for submission to the Board of Directors for approval on an annual basis.

ARTICLE V: MEMBERSHIP

5.1 Membership. Membership in SEVA shall be available to all persons, households, organizations and businesses upon the payment of annual membership dues. Certain institutions, organizations and individuals may be granted complimentary memberships at the discretion of the Board of Directors.

5.2 Dues. The amount of membership dues shall be determined by the Board of Directors. Membership dues are payable upon joining SEVA and, thereafter, on the anniversary date of the member’s joining SEVA.

5.3 Voting. Any member shall be entitled to cast one vote at meetings of SEVA’s membership. A business or organization member shall be entitled to cast one vote at meetings of the membership.

5.4 Annual Meeting. The annual meeting of SEVA shall be held in the month of Feb at such time and location as is designated by the Board of Directors in a notice to the membership.

5.5 Special Meetings. The President or, in his or her absence, the Vice President, shall call a Special Meeting of SEVA if so directed by resolution of the Board of Directors or, upon petition signed and presented to the President or, in his or her absence, to the Vice President, by 25 members of SEVA eligible to vote at SEVA’s annual meeting. Special Meetings shall be held at such place as is designated by the Board of Directors in a notice, and the notice thereof shall state the date, time and purpose of the meeting.

5.6 Notices of Meetings. The Secretary shall deliver a notice of SEVA meetings, Annual or Special, to each membership of record not less than ten (10) days before the date of the meeting. Notice shall be given, either personally in writing, by email, posted to SEVA’s website, and/or by written notice deposited in the U.S. mail. If delivered by email or posted to SEVA’s website, the notice will be deemed effective when sent or posted to the website. If delivered by U.S. mail, the notice will be effective when deposited in the official government mail box drop properly addressed with postage thereon prepaid.

5.7 Quorum. Twenty (20) of the members of SEVA eligible to vote at SEVA's annual meeting shall constitute a quorum.

5.8 Majority Vote. The vote of a majority of the members of SEVA present at an Annual or Special meeting and eligible to vote at a meeting at which a quorum is present shall be binding upon SEVA for all purposes except in those instances in which a higher percentage vote is required by the Act, the Articles or these Bylaws.

5.9 Removing Members. Any member may be stripped of their membership for cause at any Regular or Special Meeting of the Board of Directors. The removal of a member shall be by majority vote of the Board of Directors attending such Regular or Special Meeting. As a result of losing their membership, the member shall be reimbursed the pro-rated dues already paid thru the end of their dues period. SEVA may ban the member from attending SEVA meetings, events, and other SEVA sanctioned functions. A member may be removed due to the following:

- (a) Unsound mind or mental incompetence; or
- (b) Conviction of a felony; or
- (c) Presenting themselves to the public as the public face of SEVA without being recognized in that capacity by the Board of Directors; or
- (d) Any other adequate cause.

ARTICLE VI: OFFICERS

6.1 Designation. The principal officers of SEVA shall be the President, Secretary and Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint assistant officers except for the President. Any two offices may be held by the same person, except the offices of President and Secretary.

6.2 Election of Officers. Officers shall be elected annually by the Board of Directors. An Officer's service shall be limited to no more than five consecutive two-year terms in any one office provided, however, two years after such consecutive service the Director may once again stand for reelection to that office. To further smooth transition of Officers, the Vice-President/President-Elect shall succeed the President automatically upon completion of the President's term(s) and subject to the approval of the Board of Directors.

6.3 Removal of Officers. Any officer may be removed with or without cause by a majority vote at a Regular or Special Meeting of the Board of Directors.

6.4 Replacement of Officers. A vacant office, created by the death, resignation in writing or removal of an officer, shall be filled as promptly as possible by a majority vote at a Regular or Special Meeting of the Board of Directors.

6.5 Duties of the President. The President shall preside at all meetings of SEVA and of the Board of Directors and shall consult with the Executive Director in the administration of the activities and programs of SEVA. The President shall chair the Executive Committee and serve as an ex officio member of all Board Committees.

6.6 Duties of Vice-President/President-Elect. The Vice-President/President-Elect shall perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice-president/President-Elect is able to act, the Board of Directors shall appoint some other officer to act in the place of the President on an interim basis. The Vice-president/President-Elect shall also perform such other duties as shall from time to time be assigned by the Board of Directors or by the President.

6.7 Duties of Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and SEVA and shall attend to the giving and serving of all notices to SEVA and Directors and other notices required by law, unless otherwise specifically provided in these Bylaws.

6.8 Duties of Treasurer. The Treasurer shall assure that the financial records of SEVA are maintained according to generally accepted accounting principles; shall have the responsibility of reporting to the Board of Directors at regularly scheduled Board of Directors' meetings and annually to the members; and shall prepare or have prepared all necessary forms with the Internal Revenue Service.

6.9 Compensation of Officers. No officer shall receive any compensation for services as an officer; however, SEVA may reimburse any officer for reasonable, documented expenses incurred on behalf of SEVA.

6.10 Agreements, Contracts, Deeds, Checks, Etc. The officers of SEVA shall have the power to execute agreements, contracts, deeds, leases, checks, and other instruments of SEVA that are authorized by the Board of Directors. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable by SEVA shall be signed or endorsed by the officers and such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

ARTICLE VII: INDEMNIFICATION

7.1 Subject to the restrictions of applicable law, every Director and every officer of SEVA shall be indemnified by SEVA against all expenses and abilities, including counsel fees and accounting fees, reasonably incurred by or imposed upon said Director or officer in connection with any proceeding to which he or she may be a party, or in which he or she becomes involved, by reason of being or having been a Director or officer of SEVA or any settlement thereof, whether or not he or she is a Director or officer at the time such expenses are incurred. The entitlement to indemnification by Directors and officers set forth in this paragraph shall be controlled by RCW 24.03.035, 23B.08.500-600, as now in effect or hereafter amended. The foregoing rights of indemnification shall be in addition to and not exclusive of any other rights to which a Director or officer may be entitled.

ARTICLE VIII: AMENDMENTS

8.1 These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the Directors of the Board then in office at any regular monthly meeting or a special meeting called for that purpose.

8.2 The membership of SEVA will be given notification of any proposed Bylaw change no less than forty-five (45) days before the Board of Directors considers such change. Notification to the membership shall occur by posting the text of the proposed change publicly at SEVA's offices, and by announcing via email and SEVA's website that the Board of Directors is considering amendments of the Bylaws. The email and website announcement will state the link to SEVA's web site where the full text of the Change will be available for review. The posting and announcements will encourage membership comments on the proposed change. At the annual meeting of the membership the Board shall report on any Bylaw changes that occurred in the preceding year.

ARTICLE IX: MISCELLANEOUS

9.1 Notices. All notices to an Officer, the Board of Directors or SEVA shall be sent by regular mail in care of the President of SEVA at the address of SEVA; Seattle Electric Vehicle Association PO Box 92, Renton, WA 98057

9.2 Fiscal Year. The fiscal year of SEVA shall begin on the first day of January and end on the 31st day of December each year.

9.3 Severability. The severability of any part of these Bylaws shall not impair or affect in any manner the validity or enforceability of any other part or provision of these Bylaws.

9.4 Waiver. No restriction, condition, obligation, or provision contained in these Bylaws or the rules and regulations promulgated by the Board of Directors shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may have occurred.

9.5 Number and Gender. These Bylaws are to be read with all changes of number and gender required by the context.


9.6 Headings. The captions in these Bylaws are for convenience only and do not in any manner affect, limit or amplify the provisions hereof.

This version of the bylaws was adopted at the Tuesday October 7, 2014 Board Meeting.

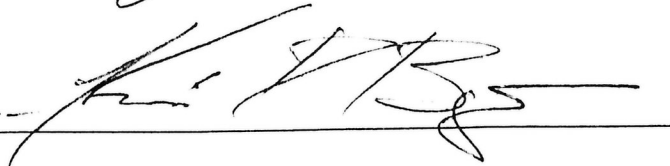
Stephen Johnsen, President

Kevin Boze, Secretary

/Stephen Johnsen
President



/Kevin Boze
Secretary



Articles of Incorporation

1. **Name of the corporation:** Seattle Electric Vehicle Association
2. **Effective date of incorporation:** July 01, 2014
3. **Term of existence:** Perpetual
4. **Purpose for which the nonprofit corporation is organized:** To promote the widespread adoption of electric vehicles through education, demonstration and advocacy.

Said corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. Other provisions which can only be changed by amendment to the articles of incorporation and which supersede the bylaws of the corporation:
 - A. The Board of Directors shall consist of between three and nine persons.
 - B. Elections for positions on the board of directors shall be held annually to elect half of the board positions. The initial terms of each Director shall be for two years and staggered such that the terms of one-half of the Directors shall end each year. A Director's service on the Board shall be limited to no more than five consecutive two year terms, provided, however, following a three year absence from the board such a Director may once again stand for reelection.
 - C. The membership provisions of this corporation shall be stated in the bylaws of this corporation.
6. 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 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