

**AMENDED AND RESTATED BYLAWS
OF
THE CHILDREN'S ALLIANCE**

**ARTICLE I
PRINCIPAL PLACE OF BUSINESS**

The principal office of The Children's Alliance, a Washington nonprofit corporation (the "Corporation"), shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
MEMBERSHIP**

2.1 Generally. The Corporation shall have one class of members. The requirements and manner of admission to membership shall be as determined by the Board from time to time.

2.2 Voting Rights. Except as specifically set forth in Article III, members shall have no voting rights unless the Board specifically grants the members the right to vote on any matters so determined by the Board from time to time.

2.3 Annual Meeting. The annual meeting of the members of the Corporation for the transaction of such business as may properly come before the meeting shall be held each year on a date and at a time and place to be set by the Board.

2.4 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the Executive Director or by the Board. Such meetings shall be held at such time and place as the Executive Director or the Board may prescribe.

2.5 Notice of Meetings. Notice in the form of a record stating the place, day, and time of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by or at the direction of the Executive Director or the Board not less than ten (10) nor more than fifty (50) days before the date of the meeting to all members of record. Notice of regular meetings, if any, shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member. Notice may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; telephone, wire or wireless equipment which transmits a facsimile of the notice; or electronic transmission. Notice to members in an electronic transmission is effective only with respect to members that have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the message format accessible to the recipient, and the address, location or system to which the notice may be electronically transmitted.

a. Effective Date of Notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his, her or its address as it appears on the records of the Corporation. Other forms of written notice are effective when received. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the member for that purpose or has been posted on an electronic network and a separate record of the posting has been delivered to the member together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

b. Place of Meetings. Meetings may be held at such place, either within or without the State of Washington, as determined by the Board.

c. Declaration of Mailing. A declaration of the mailing or other means of giving any notice of any meeting, executed by the Secretary, or the Assistant Secretary, shall be prima facie evidence of the giving of such notice.

d. Waiver of Notice. Notice of any meeting may be waived in writing by any member at any time, either before or after the meeting.

The attendance of a member in person or by proxy at a meeting shall constitute a waiver of notice of the meeting, except when a member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.6 Voting. A member may vote in person or by electronic transmission or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. A vote may be taken by electronic transmission if the text of the proposal is set forth in a record accompanying or contained in the notice of meeting and the Corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. A member may participate in any meeting of the members by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time, and participation by such means constitutes presence in person at the meeting.

2.7 Quorum, Vote Requirement. A quorum shall exist at any meeting of members if members holding at least fifty (50) of the votes entitled to be cast at any such meeting are represented in person or by proxy or by vote by electronic transmission.

If a quorum is present, the affirmative vote of a majority of the members represented at any properly called or adjourned meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

2.8 Adjourned Meetings. An adjournment or adjournments of any meeting of the members, whether by reason of the failure of a quorum to attend or otherwise, may be taken to such time and place as the Board may determine without new notice being given if the time and place are announced at the meeting at which the adjournment is taken. However, if the adjournment is for more than forty-five (45) days from the date set for the original meeting, a new notice of the adjourned meeting shall be given to each member entitled to vote at the adjourned meeting, in accordance with the provisions of Section 2.5.

At any adjourned meeting, members may transact any business that might have been transacted at the original meeting.

2.9 Record of Members Entitled to Vote. The Secretary of the Corporation shall make, at least ten (10) days before each meeting of members, a complete record of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each, which record, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof. In cases where the record date is fewer than ten (10) days prior to the meeting because notice has been waived by all members, the Secretary shall keep such record available for a period from the date the first waiver of notice was signed to the date of the meeting.

Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

2.10 Action By Members Without a Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, is executed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members and may be stated as such in any articles or record filed with the Secretary of State of the State of Washington.

2.11 Membership Obligations. Members may be required to pay dues to the Corporation in an amount and manner as determined by the Board from time to time.

2.12 Loans. The Corporation shall not lend money or credit to any of its members.

2.13 Disbursement of Income. The Corporation shall not make any disbursement of income to its members.

2.14 Compensation. The Corporation may pay compensation in a reasonable amount to its members for services rendered.

2.15 Membership Certificates. In the discretion of the Board, the Corporation may issue to each member a certificate evidencing membership and stating such information as the Board deems appropriate.

2.16 Benefits of Membership. The Corporation may confer benefits upon its members in conformity with its purposes and as determined by the Board.

2.17 No Authority. No member shall have the authority to act on behalf of the Corporation or to bind the Corporation by the acts of such member and no member shall be deemed an agent of the Corporation unless expressly authorized to act for the Corporation by the Board.

ARTICLE III BOARD OF DIRECTORS

3.1 Composition. The management of the affairs of the Corporation shall be vested in a Board of Directors. The Board shall determine the number of directors by resolution, which shall not be less than fifteen (15). One member of the Board shall be designated as the President of the Board. The President shall preside at all meetings of the Board, and shall have such other powers and responsibilities as the Board may determine.

3.2 Tenure. The term of a director shall be for two (2) years, and until a successor is elected and assumes his or her duties, except in the event of an earlier removal or resignation. Directors shall not serve more than five consecutive terms. The directors shall have such qualifications as the Board may prescribe by resolution or by amendment to these Bylaws.

3.3 Election. Candidates for Board membership (including the President) shall be nominated by the Executive Director or a designated committee of the Board. The Executive Director or committee shall endeavor to nominate a geographically, culturally and economically diverse Board of Directors to better serve the Corporation's purposes. Directors (including the President) shall be elected from those so nominated by the members at the annual meeting of members. The directors so elected shall assume the duties of the term for which they are so elected at the conclusion of such annual meeting of the members, and shall remain in office until their successors assume their duties. Directors shall be eligible for re-election.

3.4 Voting. Wherever these Bylaws provide for a vote by the directors, the vote required shall be a simple majority of the number of directors present and voting at the meeting, but no less than the number of members required to constitute a quorum, unless these Bylaws clearly indicate that a vote of a certain percentage of the entire Board of Directors is required.

3.5 Removal. A director may be removed by a two-thirds vote of the entire Board of Directors.

3.6 Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a director may, but need not, be filled from time to time upon election of a successor by a majority vote of the entire Board of Directors. Such successor shall serve during the unexpired term of the director whose position became vacant.

3.7 Regular Meetings; Annual Meeting. The dates, times and places of regular meetings of the Board shall be as designated from time to time by the Board upon giving of at least three (3) days advance notice to each director; provided, that no notice of a regular meeting

shall be required if each director has been furnished with a written schedule of the dates, times and locations of two or more regular meetings at least three (3) days in advance of the first meeting on the schedule. The annual meeting of the Board shall be a regular meeting, and shall be held at a date, time and place as determined by the Board. Any member of the Board may waive notice of any regular meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.8 Special Meetings. Special meetings of the Board may be called by the Executive Director or by directors constituting not less than one third (1/3) of the directors then in office. Notice of any special meeting of the Board shall be given at least three (3) days prior to the meeting to each member of the Board except that a special meeting of the Board for the express purpose of amending either the Articles of Incorporation or amending the Bylaws of the Corporation shall require notice to be given at least ten (10) days prior to said meeting. The business to be transacted at, and the purpose of, any such special meeting of the Board of Directors shall be specified in the notice of the meeting. Any member of the Board may waive notice of any special meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.9 Notice of Meetings. Notice of the date, time, and place of any meeting of the Board of Directors or any committee designated by the Board shall be delivered by mail, private carrier or personal delivery; telegraph or teletype; telephone, wire or wireless equipment which transmits a facsimile of the notice; electronic transmission; or personal communication over the telephone or otherwise. Notice to directors in an electronic transmission is effective only with respect to directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the message format accessible to the recipient, and the address, location or system to which the notice may be electronically transmitted.

3.10 Effective Date of Notice. Written notice is effective at the earliest of the following: (a) if notice is sent to the director's address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telegraph, teletype or facsimile equipment; (b) when received; or (c) when mailed, if mailed with first class postage prepaid correctly addressed to the director's address as shown in the Corporation's records. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the director for that purpose or has been posted on an electronic network and a separate record of the posting has been delivered to the director together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Oral notice is effective when received.

3.11 Telephonic Meetings. Members of the Board of Directors (or any committee designated by the Board) may participate in a meeting of such Board (or Committee) 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 and participation by such means shall constitute presence in person at the meeting.

3.12 Quorum. One more than thirty-three percent (33%), but in any such event not less than seven (7), of the number of directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting.

3.13 Unanimous Consent. Any action required to be taken at a meeting of the directors of the Corporation, or which may be taken at such a meeting, may be taken without a meeting if a consent in the form of a record setting forth the action so taken is executed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

3.14 Committees. The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint one or more committees, each of which shall consist of two (2) or more directors, which committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation.

ARTICLE IV OFFICERS

4.1 Officers. The officers of the Corporation shall be a President of the Board, Executive Director, one or more Vice Presidents, a Secretary, and a Treasurer. All officers shall have such authority and perform such duties as may be prescribed from time to time by the Board. The Board may create additional offices as it deems necessary or convenient. Any two (2) or more offices may be held by the same person, except the offices of President of the Board and Secretary. None of the officers except the Executive Director shall be required to be a member of the Board of Directors.

4.2 Election. The Board or a designated committee of the Board shall nominate candidates for each office, and the Board shall elect the officers for the forthcoming year at the annual meeting of the Board.

4.3 Term of Office. The officers of the Corporation shall each serve for a term of one (1) year, which term shall start at the conclusion of the annual meeting at which they are elected and continue until their successors are elected and qualified. Officers may be elected by the Board to succeed themselves. Any officer may be removed by the affirmative vote of a majority of the entire Board of Directors (or, if such officer is a director, a majority of all other members of the Board of Directors).

4.4 President of the Board. The President of the Board shall be a member of the Board of Directors and shall perform such duties as shall be assigned to him or her by the Board of Directors. The President shall preside at all meetings of the Board of Directors. If the Executive Director dies or becomes unable to act, the President shall perform the duties of the President, except as may be limited by resolution of the Board of Directors, with all the powers and subject to all the restrictions upon the Executive Director.

4.5 Executive Director. The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall supervise and control

all of the assets, business, and affairs of the Corporation. The Executive Director may be assigned other duties from time to time by the Board of Directors.

4.6 Vice Presidents. If no President of the Board has been elected, in the absence or disability of the Executive Director, the Vice President, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board shall perform all the duties of the Executive Director and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Executive Director; provided that no such Vice President shall assume the authority to preside at meetings of the Board of Directors unless such Vice President is a director. The Vice President may be assigned other duties from time to time by the Board of Directors.

4.7 Secretary. The Secretary shall keep the minutes of the meetings of the directors, maintain correspondence relating to the Corporation's business, and give notice of meetings of the Corporation where required by these Bylaws or the Articles of the Corporation.

4.8 Treasurer. The Treasurer shall supervise the financial affairs of the Corporation and render periodic financial reports when requested by the Board of Directors.

4.9 Vacancies. Any vacancy occurring by reason of the death, resignation, or removal of an officer may, but need not, be filled from time to time upon election of a successor by a majority vote of the entire Board of Directors. Such successor shall serve during the unexpired term of the officer whose position became vacant.

ARTICLE V TRANSACTIONS WITH OFFICERS AND DIRECTORS

5.1 Conflicts. No transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated merely by the fact that any director or officer of this corporation is interested in, or is a director or officer of such other corporation.

5.2 Disclosure. With regard to any transaction with a director or officer or with a corporation, firm, entity or association wherein they may be or become interested, the existence and nature of the interest of the officer or director must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed. The Corporation may pay compensation in a reasonable amount to its officers and directors for services rendered; provided, however, any transaction with an officer or director or with a corporation, firm, entity or association wherein they may be or become interested must be approved by a majority of the disinterested members of the Board.

5.3 Loans to Officers or Directors Prohibited. No loans shall be made by the Corporation to its directors or officers. The directors of the Corporation who vote for or assent to the making of a loan to a director or officer of the Corporation, and any officer or officers participating

in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VI INDEMNIFICATION

6.1 Right to Indemnification. Each individual (hereinafter an “indemnitee”) who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or officer of the Corporation or that, while serving as a director or officer of the Corporation, he or she is or was also serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic partnership, joint venture, trust, employee benefit plan or other enterprise, whether the basis of the proceeding is alleged action in an official capacity as such a director, officer, employee, partner, trustee, or agent or in any other capacity while serving as such director, officer, employee, partner, trustee, or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee, partner, trustee, or agent and shall inure to the benefit of the indemnitee’s heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the Corporation is prohibited by the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in this Article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an “advancement of expenses”). Any advancement of expenses shall be made only upon delivery to the Corporation of a written undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this section and upon delivery to the Corporation of a written affirmation (hereinafter an “affirmation”) by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Corporation pursuant to this article.

6.2 Right of Indemnitee to Bring Suit. If a written claim for indemnification under this Article is not paid in full by the Corporation within sixty (60) days after the Corporation’s receipt thereof, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to

the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking and affirmation have been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Corporation (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Corporation (including the Board of Directors or independent legal counsel) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

6.3 Nonexclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, general or specific action of the Board of Directors, contract or otherwise.

6.4 Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Corporation or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may enter into contracts with any director, officer, employee or agent of the Corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

6.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

6.6 Persons Serving Other Entities. Any individual who is or was a director, officer or employee of the Corporation who, while a director, officer or employee of the Corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the Corporation, (b) as a trustee of an employee benefit plan and the duties of the director or officer to the Corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan, or (c) in an executive or management capacity in a foreign or domestic partnership, joint venture, trust or other enterprise of which the Corporation is

an equity interest holder or in which a wholly owned subsidiary of the Corporation is a general partner or has a majority ownership or interest shall be deemed to be so serving at the request of the Corporation and entitled to indemnification and advancement of expenses under this article.

ARTICLE VII RECORDS

The Corporation shall keep at its principal office or its registered office in this state the following documents in the form of a record:

1. Current Articles of Incorporation and Bylaws;
2. A list of members, including names, addresses, and classes of membership, if any;
3. Correct and adequate statements of accounts and finances;
4. A list of the names and addresses of the officers and directors; and
5. Minutes of proceedings of the members, if any, the Board, and any minutes which may be maintained by a Board Committee.

The corporate records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership. Cost of inspecting or copying shall be borne by such member except for costs for copies of the Articles of Incorporation or these Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of not less than a majority of the entire Board.

CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Bylaws were read, approved, and duly adopted by the Board of Directors of The Children's Alliance on the 19 day of November, 2004, and the President of the Board and the Secretary of the Corporation were empowered to authenticate such Bylaws by their signatures below.



Wayne Rounseville, President of the Board