

BYLAWS
OF
FRIENDS OF THE WALKER ROCK GARDEN

ARTICLE I. MEMBERS

There shall be no members of the corporation.

ARTICLE II. DIRECTORS

Section 1. Powers. The affairs of the corporation shall be managed by a Board of Directors.

Section 2. Number, Classes, Election and Term of Office. The Board of Directors shall consist of not less than three members nor more than fifteen members, however, the Board of Directors, shall, by resolution, from time to time set the number of Directors. Directors shall be elected at each Annual Meeting or if such meeting is not held or Directors are not elected thereat, at a special meeting called for that purpose. Each Director shall hold office for a term of one year and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death.

Section 3. Resignation or Removal. Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director may be removed from office without assigning any cause at a meeting of the Board by a vote of two thirds of the other members of the Board.

Section 4. Vacancies. A vacancy on the Board may be temporarily filled at a meeting of the Directors by a majority vote of the remaining Directors. A Director so elected shall hold office for the term of his or her predecessor in office.

Section 5. Quorum. Except with respect to the filling of a vacancy in the board, a majority of the whole authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 6. Meetings of Directors. The Annual Meeting of the Board of Directors shall be held on the second Tuesday in March at a time and place to be set by the Board. Special meetings of the Board may be called by the President, the Vice President or any two Directors.

Section 7. Notice of Meetings of Board of Directors. Written notice of the time and place of each meeting of the Directors shall be given by the Secretary or the person or persons calling the meeting not more than twenty (20) days nor less than three (3) days before the date of such meeting to each Director.

Section 8. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through communications equipment if all persons participating can hear each other and such participation shall constitute presence at such a meeting.

Section 9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except in instances where these Bylaws or State law shall conflict.

Section 10. Action By Directors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board Meeting.

Section 11. Compensation. The Directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the Directors in the performance of their duties and of reasonable compensation for special services rendered by any Director.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary

and a Treasurer, each of whom shall be elected by the Board and be a member of the Board. One person may hold more than one office but not both the offices of the Secretary and President.

Section 2. Election and Term of Officers. The officers of the Corporation shall be elected annually by the Board at the annual meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless s/he resigns or is removed.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed 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. Notice of the meeting considering removal shall be include notice that such removal or resignation will be considered.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. S/he, along with such other officers as the Board may designate, shall sign deeds, leases, mortgages, contracts, or any other instrument that the Board authorizes to be signed unless the Board designates some other officer or agent of the corporation to so execute. S/he shall have all the powers and duties normally incident to the office of president and as prescribed by the Board of Directors.

Section 6. Vice-President. The Vice-President, in the event of a death, disability or absence of the President, shall perform all necessary duties which would otherwise be performed by the President, and such duties as may be prescribed by the

Board of Directors. The Vice-President shall have all of the duties and authority normally vested in a vice-president.

Section 7. Secretary. The Secretary shall (a) keep the minutes of the membership and Board meetings and maintain them in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member of the corporation as furnished to the Secretary by each member; (e) sign such documents as may be required by the Board or State law; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties as the Board shall determine.

Section 9. Salaries. Officers shall not receive salaries for their activities as officers of the corporation but may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV. COMMITTEES

Section 1. Creation. The Board shall have the power to establish such committees as it may deem advisable with such powers as it may determine.

Section 2. Appointment. Members of committees shall be appointed by the President and membership on committees shall not

be limited to Directors, except for the Executive Committee. The President shall name the chairperson of each committee and shall have the power to remove said chairperson or committee members, subject to the review of the Board.

Section 3. Executive Committee. The officers of the corporation shall constitute the Executive Committee. The Executive Committee shall have the power to have and exercise the authority of the Board in the management of the corporation in any emergency or other situation where the President deems that action should be taken before a full Board meeting could reasonable be held; provided that, the Executive shall not have the power of the Board in reference to amending, altering or repealing the Bylaws; electing,, appointing or removing any Director or Officer of the corporation; amending the articles of Incorporation; adopting a plan of merger or consolidation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending altering or repealing any resolution of the Board which by its terms may not be amended altered or repealed by such 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 or said Director by law. Unless the Board or the Executive Committee provides otherwise, the meeting and actions of the Executive Committee shall have the same notice, quorum and voting requirements as are applied to Board meetings and minutes shall be kept of each meeting of the Executive Committee.

ARTICLE V. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, 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 equivalent to the giving of such notice.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Each Director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a trustee, Director or officer of any other corporation, whether for profit, or not for profit, and his or her representative heirs, executors and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit proceeding in which s/he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise.

Section 2. Insurance and Other Indemnification. The Board of Directors shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

ARTICLE VIII. AMENDMENTS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) affirmative vote at any meeting of the Board of Directors where notice of the proposed action has been given as an item of business for such meeting in

the notice for the meeting.

APPROVED BY THE BOARD as of the 20th day of June, 1993.

Mona Knowles
Secretary