

# CHOICE & CONSEQUENCE

## ORGANIZATIONAL MEETING MINUTES

May 22, 2003 6:00 pm – 8:30 pm  
Flying Pig on Colby Ave., Everett, WA

Organizational Meeting of  
The Board of Directors of  
Choice & Consequence

Directors Present: Barbara Otonicar,  
Stacy Butchart, Rima Blackwell  
Presenter: Colleen Williams

1. Meeting Deemed Duly Held. The organizational meeting of the Board of Directors of Choice & Consequence, a Washington nonprofit corporation, was affected by unanimous consent pursuant to RCW 24.03.155 on the date that the last Director named in the Articles of Incorporation signed this consent resolution or a duplicate part thereof. The initial Articles of Incorporation of the corporation were filed with, and the Certificate of Incorporation was duly issued by, the Secretary of State of the State of Washington on October 9, 2002. Amended Articles of Incorporation naming the Board of Directors was filed on May 30, 2003. All of the Directors named in said Articles waived notice of the meeting.

2. Ratification of Actions of Incorporator. All actions of every nature heretofore taken by the Incorporators for the organization and the commencement of business, if any, of the corporation were in all respects approved, ratified, and confirmed. These actions include, but are not limited to, Registration as a Charity in Washington State, drafting the initial Bylaws of the corporation, submission of a preliminary 1023 application to the Internal Revenue Service, drafting of the organization's mission statement, development of any and all marketing tools including brochures, business cards and the logo, establishing a bank account for the corporation, establishing contract services for the corporations' exempt purpose including mileage and expense reimbursement for contractors engaging in corporation business, establishing a fee schedule to charge for services pending receipt of grants or other public support, necessary to carry on the organizations exempt purpose.

3. Adoption of Bylaws. The Board of Directors read, approved and duly adopted the proposed form of bylaws of the corporation, in the form attached hereto as Exhibit A, as the bylaws of the corporation. The Secretary, once elected, was authorized to authenticate the bylaws.

4. Appointment of Officers. The following persons were unanimously elected to serve in the corporate offices listed opposite such person's names until the first annual meeting of the Board of Directors or until such persons' successors are elected and qualified:

President: Mrs. Barbara Otonicar  
Vice-President: Mr. Jack Wilson  
2<sup>nd</sup> Vice-President: Mrs. Mandi George  
Secretary: Ms. Rima Blackwell  
Treasurer: Mrs. Stacy Butchart

5. Banking Relationship. The Board authorized the opening of such accounts for the deposit and withdrawal of the funds of the corporation, with banks and in such locations as they deem appropriate and reasonably necessary and in the best interests of the corporation and to authorize the registered agent, Mrs. Colleen C. Williams to sign checks or otherwise make withdrawals.

The Board further authorized the President and the Secretary of the corporation, or either one of them, to execute such agreements or other documents, in the standard form provided by such banks, as are necessary to open such accounts, including, if needed, forms certifying as to the adoption of any standard form of corporate resolutions, which by their execution shall be deemed to have been authorized hereunder as if physically attached hereto and incorporated by this reference.

The Board further authorized the officers to change the designated signatories on the corporate checking account as seems appropriate to them and to sign the new banking resolutions as if adopted on the date of this meeting.

6. Fiscal Year. The fiscal year of the corporation shall be the year commencing January 1 and ending December 31 of each year.

7. Tax-Exempt Status. The Board hereby authorizes the preparation and submission of the Form 1023 (application for tax-exempt status) to the IRS in order to obtain a determination of tax-exempt status. It further authorizes the expenditure of the filing fee for such application and authorizes the President or other officer designate by the President to execute such application and all other related forms and documentation necessary for the submission of the Form 1023 to the IRS.

The undersigned, being all of the members of the initial Board of Directors of the corporation, hereby waive notice of the Organizational Meeting of Directors as described above and consent to all actions taken.

DIRECTORS

_____ Barbara Otonicar	_____ Date
_____ Jack Wilson	_____ Date
_____ Mandi George	_____ Date
_____ Rima Blackwell	_____ Date
_____ Stacy Butchart	_____ Date