# BYLAWS FOR BENTON FRANKLIN ELDER SERVICES

## ARTICLE I

## SOLE VOTING MEMBER

Kennewick Public Hospital District, a Washington municipal corporation, is the sole voting member of the Corporation. The sole voting member shall have such rights and powers as are specified in the Washington Nonprofit Corporation Act, the Articles of Incorporation of this Corporation, and these Bylaws.

## ARTICLE II

## MEETING OF THE SOLE VOTING MEMBER

Section 1. Annual Meeting of the Sole Voting Member. The annual meeting of the sole voting member of Benton Franklin Elder Services shall be held in February each year, following the combined annual meeting of the Board of Directors of this Corporation.

Section 2. Special Meeting of the Sole Voting Member. Special meetings of the sole voting member of this Corporation may be called at any time by the President or Board of Directors of this Corporation, or by the Chair or Board of Commissioners of the sole voting member.

Section 3. Notice of Meetings. Written notice stating the date, time and place of the meeting, and in the case of a special meeting of the sole voting member, also stating the purpose for which the meeting is called, shall be delivered to the sole voting member not less than 48 hours nor more than thirty (30) days before the date of the meeting, either in person, via phone, or by email, by or at the direction of the person or entity calling the meeting.

## ARTICLE III

## RESERVE POWERS OF THE SOLE VOTING MEMBER

The Board of Directors shall govern the affairs of this Corporation, subject to the following reserve powers of the sole voting member:

Section 1. Appointment of Directors. The sole voting member shall appoint each member of the Board of Directors.

Section 2. Removal of Directors. The sole voting member shall have the right to remove any Director, with or without cause, and shall have the right to ratify the removal of a Director by the Board of Directors.

Section 3. Appointment and Removal of the Executive Director and Consultants. The sole voting member shall have the right to appoint and remove the Executive Director and any independent auditor or corporate counsel needed by this Corporation.

Section 4. Merger, Consolidation, or Dissolution. The sole voting member shall approve any merger, consolidation, or dissolution.

Section 5. Bylaws and Articles. The sole voting member shall approve any amendments to or restatements of the Articles of Incorporation or Bylaws of this Corporation.

Section 6. Approval of Budget. The sole voting member shall approve the operating and capital budgets, and any purchase, sale, loan, lease, disposition, exchange, gift, pledge, or encumbrance of any asset, except real property, not previously included in the capital budget.

Section 7. Indebtedness. The sole voting member shall approve aggregate borrowing in excess of $25,000 for periods of one year or less and all borrowing for periods of more than one year. For purposes of this Section, the term “aggregate borrowing” includes but is not limited to lease agreements and contracts of sale.

Section 8. Real Property and Other Transactions. The sole voting member shall approve the purchase or disposition of real property and all other transactions outside the ordinary course of business.

Section 9. Enumerated Rights in Addition to Other Rights. The foregoing rights shall be in addition to the rights granted to the sole voting member under the provisions of the laws of the State of Washington or Articles of Incorporation or Bylaws of this Corporation.

## ARTICLE IV

## BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The Board of Directors shall manage the affairs of the Corporation.

Section 2. Number. The number of Directors of the Corporation shall be not less than six (6), and not more than nine (9). The Board of Directors, by amendment of these Bylaws, and subject to approval of the sole voting member, may increase or decrease the number of Directors.

Section 3. The sole voting member shall appoint the Directors, of which three (3) shall be members of the Board of Commissioners of the Kennewick Public Hospital District. Each Director shall hold office for four (4) years with a maximum of two (2) term extensions, or until removed by the sole voting member or by the Director's resignation.

Section 4. Officers. At its annual meeting, the Board of Directors shall elect its officers for the positions of President, Vice President, Secretary, and Treasurer, each for a term of two years. A slate of officers is due in January, before the annual meeting in February.

Section 5. Committees. The President shall appoint both standing and special-purpose committees at the will of the majority of Directors present.

Section 6. Vacancies. The sole voting member shall have the power to fill any vacancy on the Board of Directors. The Board of Directors may make nominations to the sole voting member for any vacancy, except for a position required to be filled by a member of the Board of Commissioners of the Kennewick Public Hospital District.

Section 7. Attendance and removal due to absences. Any member of the Board of Directors absent from three (3) consecutive meetings without prior notice to the board president and excused shall be given notice by letter and email from the President of the Board of the Board's intention to remove said Director from the Board at the next regular meeting.

## ARTICLE V

## MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in February each year, at which time officers are elected.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the President or Secretary, or any three (3) or more Directors.

Section 3. Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by email, or by personal communication via phone or otherwise, at least 48 hours before the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors needs to be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum. A quorum shall be constituted by the presence of three (3) or more members of the Board of Directors at any regular meeting held after proper notice is given. The action of the majority of Directors present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all its powers.

Section 5. Virtual Meetings: In-person attendance is the preferred method of meeting for all regular meeting purposes. A provision for virtual attendance for regular or special meetings is allowed if needed due to illness, travel, or emergency circumstances. Directors may join via telephone or other virtual meeting platforms.

## ARTICLE VI

## ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or directors of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

## ARTICLE VII

## 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.

*****Continued*****

# CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the Resolution of the Board of Directors of Benton Franklin Elder Services adopted the foregoing Amended and Restated Bylaws of Benton Franklin Elder Services.

BENTON FRANKLIN ELDER SERVICES

By: Rick Reil, President

________________________________

Date: February 26, 2026