

**BYLAWS
OF
THE ZAIN JUSTIS FOUNDATION
A WASHINGTON NON-PROFIT CORPORATION**

ARTICLE I: OFFICE

The principal office of the corporation shall be located at 36211 SE Sunset View Rd, in the City of Washougal, County of Clark, State of Washington.

ARTICLE II: MEMBERSHIP

Section 1. One Class of Members. Currently, there are two (2) members of The Zain Justis Foundation, namely, Matthew Justis and Linnea Justis.

Section 2. Board Members. The number of Board members shall be no less than two (2) and no more than fifty (50). One becomes a member by stating his/her interest to participate and by a majority vote of the Board members.

Section 3. Removal of Board Members. A Board member may be dismissed by a two-thirds (2/3) majority vote of the Board members.

ARTICLE III: PURPOSES

Section 1. Principal Purpose: The Zain Justis Foundation is organized and shall be operated as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of successor codes. The Zain Justis Foundation shall have and may exercise all the rights and powers given to corporations under the Washington Nonprofit Corporation Act, subject to any restrictions set forth herein. The Foundation shall pursue these purposes:

- a) To support the advancement of research, education, prevention, and fundraising related to childhood cancer research, prevention and terminal illness.

- b) To provide assistance and support on projects as well as to other foundations that support subsection (a) above and also support related cancer research or terminal illness.
- c) To provide funding and support for educational scholarships.

Section 2. Principal Rights: The Corporation shall have the right to pursue the Principal Purposes described in Article III, Section 1, in any manner it deems fit. Specifically, and without limitation, the corporation shall have the right to engage in the following activities:

- a) Receive and hold by gift, bequest, or purchase and real or personal property and manage, invest and reinvest the same and use and dispose of the same for charitable and educational purposes.
- b) Hold, either absolutely or in trust for any of the foregoing purposes, funds and property of all kinds subject only to anything limitations or conditions imposed by law or the instrument under which said funds or property is received.
- c) Transfer, convey, and deliver moneys and property restrictively dedicated to a specific organization exempt under section 501(c)(3) of the Code.
- d) Sell, lease, convey, or otherwise dispose of any such property and invest and reinvest such funds or property or any proceeds thereof and manage and expand the principle and income for any of the foregoing purposes
- e) To engage in any lawful business activity whatsoever which may hereafter from time to time be authorized by the board of directors provided however that the purposes for which the corporation is formed shall at all times comply with section 501(c)(3) of the Code.

ARTICLE IV: LIMITATIONS

The Zain Justis Foundation shall be a nonprofit corporation and shall not have or issue shares of stock. No dividend shall be paid, nor shall any part of its net earnings inure to the benefit of any private shareholder or individual. Upon dissolution of the corporation as provided for by law, all the remaining assets of the corporation shall be

distributed in accordance with board approval to: Any other non-profit corporation which satisfies the requirements of Article III above, and which also qualifies for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code and are consistent with the corporations set forth purposes.

No substantial part of the activities of the corporation shall consist of the carrying on or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) for any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the corporation shall not conduct or carry-on activities not permitted to be conducted or carried on by: An organization exempt under section 501(c)(3) of the Internal Revenue Code, or acts amendatory thereof or supplementary thereto; or, an organization, contributions to which are deductible pursuant to section 170(c)(2) of the Internal Revenue Code, or acts amendatory thereof or supplementary thereto.

ARTICLE V: ELECTIONS

Section 1. Officers. The officers of the Board shall be a President and a Secretary/Treasurer. The initial President will be Matt Justis and the initial Secretary/Treasurer will be Linnea Justis.

Section 2. Election and Term of Office. The officers shall be elected by ballot to serve for four (4) years. Their term of office shall begin at the close of the annual meeting. No officer shall hold more than one office at a time and no officer shall be eligible to serve more than two (2) consecutive terms in the same office without a unanimous vote by the Board of Directors.

Section 3. Duties. The affairs of the corporation shall be managed by its Board of Directors. Notwithstanding, the specific duties of the officers are:

A. President. The President will preside at meetings and appoint special committees. He/she shall be one of the authorized signatures on all contracts and agreements approved by the Board.

B. Vice President. The Vice President, if one is appointed, shall, in the absence of the President, conduct the meetings and assist the other officers. Should the office of the President become vacant, the Vice President shall succeed immediately to the office and fulfill the expired term. He/she shall be one of the authorized signatures on all contracts and agreements approved by the Board.

C. Secretary/Treasurer. The Secretary/Treasurer shall be the custodian of the records and documents of the Board and shall maintain a record of the proceedings of all meetings of the Board. The Secretary/Treasurer shall keep an accurate accounting of all money and transactions of the Board and give a report at each meeting.

Section 4. Expiration. All officers, at the expiration of the term of office, shall turn over to their successors all monies, property, papers, records, and books of the Board that may be in their possession.

Section 5. Removal. Any officer elected or appointed by the Board may be removed for just cause by a majority of the full Board.

Section 6. Vacancies. A vacancy in the office because of resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

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ARTICLE VI: MEETINGS

Section 1. Regular Meetings. Unless otherwise ordered by the Board, regular meetings shall be held on the first of each month. The time of the meeting shall be 9:00 AM and shall be held at the principal place of business for the Corporation.

Section 2. Special Meetings. Special meetings may be called by a simple majority vote of the officers or by the program coordinator. Notice of the purpose, time, date, and place shall be given forty-eight (48) hours prior to the meeting.

Section 3. Annual Meeting. There shall be an annual meeting of the Board in April, the date and time to be set by the officers. There shall be at least thirty (30) days notice of annual meetings. The agenda will include, but not be limited to: election of officers, review of personnel policy, review of Bylaws, and present yearly reports.

Section 4. Quorum. A quorum shall consist of at least two (2) members of the Board, including at least two (2) officers.

Section 5. Agenda and Minutes. Board members shall receive a copy of the minutes and the agenda prior to each regular meeting. The agenda shall be prepared by the program coordinator in consultation with the officers.

Section 6. Proxy Vote. A written proxy vote shall be allowed by absent Board members on specifically stated issues.

ARTICLE VII: FINANCE

Section 1. Funding. The Board shall seek funding from governmental and private grant resources, including voluntary contributions from individuals and/or organizations. The coordinator shall apply for funding grants.

Section 2. Yearly Budget. The Finance Committee shall work with the coordinator to develop the yearly budget.

Section 3. Fiscal Year. The fiscal year shall be from January to December.

Section 4. Dissolution. In the event that the corporation shall be dissolved, the remaining assets shall be distributed to an organization or organizations selected by the board of directors provided that such organization are qualified as exempt from taxation under the provisions of section 501(c)(3) of the IRS code and are consistent with the Corporation's Principal Purposes as outlined herein.

ARTICLE VIII: STANDING COMMITTEES

Section 1. Committees to be Established. The following standing committees may be established:

A. Finance. To develop the budget, help the coordinator write grant proposals, and other fund-raising activities.

B. Publicity. To advertise activities of the Board.

C. Training and Education. To develop and sponsor educational events and scholarships for the Board and community and to train new advocates.

D. Personnel. To interview new advocates and employees and to do annual evaluations.

ARTICLE IX: AFFIRMATIVE ACTION POLICY

The Zain Justis Foundation follows the Affirmative Action Guidelines established by Clark County and such a statement will be included in the personnel policies if drafted.

ARTICLE X: SEAL

The Board of Directors shall obtain a corporate seal, which shall be held by the Secretary.

ARTICLE XI: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Washington Non-Profit Corporation Act, presently codified as Title 24 of the Revised Code of Washington, or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE XII: ROBERT'S RULES OF ORDER TO GOVERN

"Robert's Rules of Order" Revised shall govern the proceedings of this corporation except when in conflict with these Bylaws.

ARTICLE XIII: AMENDMENT OF BYLAWS

These Bylaws may be amended by two-thirds (2/3) of the members of the corporation present at a regular or special meeting thereof.

ARTICLE XIV: SEVERABILITY

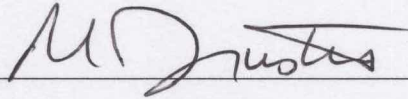
If any provision of these Bylaws is declared invalid by any court of law, or any other tribunal, the remaining provisions shall not be affected.

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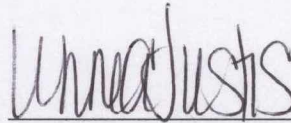
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ADOPTED on this 26 day of April, 2022.

A handwritten signature in black ink, appearing to read "M Justis", written over a horizontal line.

President, Matthew Justis

ADOPTED on this 26 day of April, 2022.

A handwritten signature in black ink, appearing to read "Linnea Justis", written over a horizontal line.

Secretary/Treasurer, Linnea Justis