

**AMENDED AND RESTATED  
BYLAWS  
OF  
WASHINGTON VACCINE ASSOCIATION**

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**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (the “*Board*”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERS**

**2.1 Membership**

The corporation shall have members consisting of the following:

- (a) All health carriers issuing or renewing health benefit plans in Washington state; and
- (b) All third-party administrators conducting business on behalf of residents of Washington state or Washington health care providers and facilities.

**2.2 No Voting Rights**

The members of the corporation shall have no voting rights as defined by Washington law.

**2.3 Transferability**

Membership in the corporation is not transferable.

**ARTICLE 3. BOARD OF DIRECTORS**

**3.1 General Powers**

The affairs of the corporation shall be managed by the Board.

### **3.2 Number**

The Board shall consist of eleven Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director and any change must be consistent with the requirements for Directors as provided under Revised Code of Washington (“RCW”) Chapter 70.290.

### **3.3 Qualifications**

The Board shall be designated pursuant to RCW 70.290.030(3), as the same may be amended from time to time, as follows:

(a) Four Directors selected from health carriers or third-party administrators, excluding health maintenance organizations, that have the most fully insured and self-funded covered lives in Washington state. The count of total covered lives includes enrollment in all companies included in their holding company system. Each health carrier or third-party administrator is entitled to no more than a single position on the Board to represent all entities under common ownership or control.

(b) One Director selected from the health maintenance organization having the most fully insured and self-insured covered lives in Washington state. The count of total lives includes enrollment in all companies included in their holding company system. Each health maintenance organization is entitled to no more than a single position on the Board to represent all entities under common ownership or control.

(c) One Director representing health carriers not otherwise represented on the Board under (a) or (b) of this section who is elected from among the health carrier members not designated under (a) or (b) of this section.

(d) One Director representing Taft Hartley plans, appointed by the Secretary of the Department of Health from a list of nominees submitted by the Northwest administrators association.

(e) One Director representing Washington state employers offering self-funded health coverage, appointed by the Secretary of the Department of Health from a list of nominees submitted by the Puget Sound health alliance.

(f) Two physician Directors appointed by the Secretary of the Department of Health, including at least one board certified pediatrician.

(g) The Secretary of the Department of Health, or a designee of the Secretary of the Department of Health, with expertise in childhood immunization purchasing and distribution.

### **3.4 Election of Directors**

Successor Directors, other than those Directors designated by the Secretary of the Department of Health, shall be elected each year at the annual meeting of the Board.

### **3.5 Term of Office**

Directors, other than the Secretary of the Department of Health, shall be elected by the Board for terms expiring on the date of the annual meeting of the Board three years subsequent to their election or until their successors are elected and qualified.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held the first Thursday of the month of November each year for the purposes of electing officers and directors and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution; provided, that notice must be given as provided in Section 3.19 for any meeting where removal of a Director is being considered.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair and President or any two Directors, or, in the case of a committee meeting, by the chair of the committee.

### **3.9 Meetings by Remote Communication**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of which all the Directors may participate substantially concurrently, vote on matters submitted to the Board, pose questions and make comments. Participation by such means shall constitute presence in person at a meeting. Notice of such meeting must be delivered to each Director in a way which the Director has authorized and provide complete instructions for participating in the meeting by remote communication.



### **3.10 Place of Meetings**

Those authorized to call special meetings may fix the place for holding any Board or committee meeting they may call.

### **3.11 Notice of Special Meetings**

#### **3.11.1 In Writing**

Notices in writing may be delivered or mailed to the Director at such Director's address shown on the records of the corporation at least five days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting unless required by these Bylaws or by applicable Washington law.

#### **3.11.2 Personal Communication**

Notice may be by personal communication with the Director at least five days before the meeting.

#### **3.11.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted at least five days before the meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose even if no individual is aware of its receipt.

#### **3.11.4 Posting Electronic Notice**

Notice may be provided to Directors by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than five days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

### **3.12 Waiver of Notice**

#### **3.12.1 Record**

A Director may provide a written waiver of notice at any time. Such waiver shall be filed with the corporate records.

#### **3.12.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to action taken at the meeting.

### **3.13 Quorum**

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Extraordinary Actions**

In the event of (a) the amendment of the articles of incorporation or these Bylaws (pursuant to Article 9), (b) the merger of the corporation, (c) the conversion or domestication of the corporation, (d) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the corporation, (e) the distribution of assets of the corporation, (f) the dissolution of the corporation, or (g) the revocation of dissolution proceedings, the Board shall authorize such action upon the adoption of a resolution approved by the vote of majority of the Directors in office or by unanimous written consent.

### **3.16 Presumption of Assent**

A Director present at a Board meeting at which action on any corporate matter is taken shall be considered to have assented to the action taken unless the Director objects at the beginning of the meeting or promptly upon arrival to holding the meeting or transacting business at the meeting, the Director dissents or abstains from

the action or the Director delivers notice in the form of a record of such Director's dissent or abstention to the President or Secretary before or during the meeting or before the approval of the minutes of the meeting. Such right to dissent or abstain is not available to a Director who votes in favor of the action taken.

### **3.17 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if each Director entitled to vote with respect to such action executes a consent in the form of a record describing the action to be taken and delivers it to the corporation. In no event may the period between the date of the first signature by a Director on such a consent and date on which all Directors have executed the consent be more than sixty days. A written consent so executed has the effect of action taken at a meeting of the Board and may be described as such in any document.

### **3.18 Resignation**

Any Director may resign at any time by delivering executed notice to the Chair and President, or the Secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified in the resignation or, if the time is not specified, upon delivery of the resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If such resignation results in the corporation having no Directors in office, then within ten calendar days after the effective date of the last resignation, the last-resigning Director shall notify the Attorney General, in the form of a record, that the corporation has no Directors in office.

### **3.19 Removal**

Those Directors elected by the Board may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors at a meeting of the Board. Notice of such meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a Director. Any director appointed by the Secretary of the Department of Health may be removed at any time, with or without cause, by the Secretary of the Department of Health.

### **3.20 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A vacancy that will occur at a specific later time, by reason of a resignation being effective at a later time, or otherwise, may be filled before the vacancy occurs but the

new Director may not take office until the vacancy occurs. A Director who fills a vacancy shall serve for the unexpired term of such Director's predecessor in office.

### **3.21 Board Committees**

#### **3.21.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. A majority vote of the Board may also appoint committee members who are not Directors. No committee member who is not also a director of the corporation shall have the right to vote unless otherwise required by law. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to (a) authorize distributions; (b) adopt, amend, alter or repeal these Bylaws; (c) elect, appoint or remove any member of any committee or any Director or officer; (d) amend the Articles of Incorporation; (e) adopt a plan of merger with another corporation; (f) adopt a plan of domestication, for-profit conversion, or entity conversion; (g) authorize the sale, lease or exchange of all or substantially all the property and assets of the corporation not in the ordinary course of business; (h) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (i) adopt a plan for the distribution of the assets of the corporation; or (j) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The creation of, designation of authority to, or action by a committee of the Board does not alone constitute compliance by a Director with the standards of conduct and shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

#### **3.21.2 Meetings and Actions by Committees**

Unless the Board of Directors adopts rules for the governance of a committee, then each committee may adopt its own governance rules, provided that such rules shall not be inconsistent with the provisions of the Articles of Incorporation, these Bylaws or by Washington law.

### **3.22 Compensation**

Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a Chair and President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers, including one or more vice presidents or vice chairs, and assistant officers may be elected or appointed by the Board, which officers and assistant officers shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers who are not Directors of the corporation shall be ex officio members of the Board.

### **4.2 Election and Term of Office**

The officers shall be elected each year by the Board at the annual meeting of the Board or by unanimous written consent. Unless an officer dies, resigns or is removed from office, such officer shall hold office until the later of the next annual meeting of the Board or until such officer's respective successor is elected. The appointment or election of an officer does not itself create contract rights.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the Chair and President, a Vice President or Vice Chair, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. If a resignation is made effective at a later time and the Board accepts the future effective time, then the Board may designate a successor before the effective time if the Board provides that the successor does not take office until the effective time.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the number of Directors in office 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.

#### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 Chair and President**

The Chair and President shall preside over meetings of the Board. The Chair and President shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all the assets, business and affairs of the corporation. In the absence of the Chair and President, the Vice President shall preside over meetings of the Board. The President shall also act as liaison from and a spokesperson for the Board. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution of such instruments have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board.

#### **4.7 Vice President or Vice Chair**

A Vice President or Vice Chair, if elected, shall have, to the extent authorized by the Chair and President or the Board, the same powers as the Chair and President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President or Vice Chair, if elected shall perform such other duties as from time to time may be assigned by the Chair and President or the Board.

#### **4.8 Secretary**

The Secretary shall ensure that accurate minutes are kept of meetings of the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned by the Chair and President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

#### **4.9 Treasurer**

The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as from time to time may be assigned by the Chair and

President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such amount and with such surety or sureties as the Board may determine.

#### **4.10 No Compensation**

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

### **ARTICLE 5. EXECUTIVE DIRECTOR**

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board.

### **ARTICLE 6. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

#### **6.1 Duties of Care and Loyalty**

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Director reasonably believes to be in the best interests of the corporation.

## **6.2 Directors' Duties**

(a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.

(b) Directors shall serve on Board committees as needed.

(c) Directors are expected to educate themselves regarding the history, purpose, and activities of the corporation so as to provide valuable service.

## **6.3 Reliance on Others**

In discharging the duties of a Director, a Director may rely on information, opinions, reports, or statements, including financial statements or other financial data, if prepared or presented by:

(a) One or more officers, employees, or volunteers of the corporation whom the Director reasonably believes to be reliable and competent in the functions performed or the matters presented;

(b) Legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the Director reasonably believes are matters:

(i) Within the particular person's professional or expert competence;  
or

(ii) As to which the particular person merits confidence; or

(c) A committee of the Board of which the Director is not a member, designated in accordance with provisions of the articles or bylaws, as to matters within its designated authority, if the Director reasonably believes the committee merits confidence.

## **ARTICLE 7. INDEMNIFICATION**

### **7.1 Right to Indemnification**

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the



corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity, “*Another Enterprise*”) (such person, an “*Indemnified Person*”), against all liability and loss suffered and expenses (including attorneys’ fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.4 of this Article 7, the corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Directors.

## **7.2 Restrictions on Indemnification**

The corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is amended after the effective date of these Articles of Incorporation, the restrictions on indemnification set forth in this Section 7.2 shall be as set forth in such amended statutory provision.

## **7.3 Expenses Payable in Advance**

The corporation shall pay the reasonable expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding’s final disposition (such expenses, “*Advanced Expenses*”), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 7 or otherwise. Notwithstanding any of the foregoing in this Section 7.3, the corporation shall not be required to pay any Advanced Expenses to a person against whom the corporation directly brings a Claim alleging that the

corporation is not required to indemnify such person under Section 7.2 of this Article 7.

#### **7.4 Written Statement Required and Right of Indemnified Person to Bring Suit**

An Indemnified Person seeking indemnification pursuant to Section 7.1 or Advanced Expenses pursuant to Section 7.3 must first submit to the Board of Directors a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a “*Claim*”). If (a) a Claim pursuant to Section 7.1 above is not paid in full by the corporation within 60 days after such Claim has been received by the corporation, or (b) a Claim pursuant to Section 7.3 above is not paid in full by the corporation within 30 days after such Claim has been received by the corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 7 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

#### **7.5 Procedures Exclusive**

Pursuant to Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and Advanced Expenses set forth in this Article 7 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

#### **7.6 Non-exclusivity of Rights**

The right to indemnification and Advanced Expenses conferred by this Article 7 shall not be exclusive of any other right that any person may have or acquire after the effective date of this Articles of Incorporation under (a) any statute, (b) provision of these Articles of Incorporation, (c) the Bylaws of the corporation, (d) by general or specific action of the Board of Directors, (e) by contract or (f) otherwise.

## **7.7 Insurance, Contracts and Funding**

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the corporation or Another Enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Article 7 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 and Advanced Expenses as provided in this Article 7.

## **7.8 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 or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 7 with respect to the indemnification and Advanced Expenses of directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

## **7.9 Persons Serving Other Entities**

Any person who, while a director or officer 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 or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be (i) so serving at the request of the corporation and (ii) entitled to indemnification and Advanced Expenses under this Article 7.

## **7.10 Savings Clause; Limitation**

If any provision of the Washington Nonprofit Corporation Act or these Articles of Incorporation dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Washington Business Corporation Act or these Articles of Incorporation that shall not have been invalidated. Notwithstanding any other

provision of these Articles of Incorporation, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in the Internal Revenue Code of 1986, as amended (the “*Code*”), or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Code.

## **ARTICLE 8. ADMINISTRATIVE AND FINANCIAL**

### **8.1 Contracts**

The Board may authorize any Director, officer, or agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. No Director or officer of a corporation who is under 18 years of age shall have authority to execute any document on behalf of the corporation, or otherwise to bind the corporation with respect to any other party, without the written concurrence of one or more other Directors or officers who are at least 18 years of age and would, between them, have independent authority to execute the same document or to bind the corporation in the same way.

### **8.2 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **8.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **8.4 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

## **8.5 Books and Records**

All books, records, and accounts of the corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

## **8.6 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation and the state and year of its incorporation.

## **8.7 Accounting Year**

The accounting year of the corporation shall end June 30 unless otherwise fixed by resolution of the Board.

## **8.8 Rules of Procedure**

The person presiding at meetings of the Board shall have authority to establish reasonable rules and procedures for the conduct of the meeting, consistent with these Bylaws, the Articles of Incorporation and any resolution of Board, including the manner of recognizing Directors for the floor, controlling the order of business, setting the manner of discussion and debate, establishing time periods, the calling of a vote, the tallying of votes, and the certification of results. The presiding officer may, but need not, adhere to any reasonable published authority on rules of order.

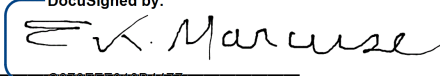
## **ARTICLE 9. AMENDMENTS**

The Board shall have power to make, alter, amend, and repeal the Bylaws of this corporation by the vote of majority of the Directors in office or by unanimous written consent

**CERTIFICATION  
OF THE AMENDED AND RESTATED BYLAWS  
OF  
WASHINGTON VACCINE ASSOCIATION**

The undersigned person appointed by the Board of Directors as the Secretary of Washington Vaccine Association, a Washington nonprofit corporation, hereby certifies that the foregoing Bylaws are a true and correct copy of the Amended and Restated Bylaws of the Corporation, adopted February 3, 2022, and in effect as of the date of this certificate.

Executed February 9, 2022.

DocuSigned by:  
  
C678FFF010B4477...  
Edgar Marcuse, Secretary