

**AMENDED AND RESTATED
BYLAWS
ORCAS ISLAND FOUNDATION**

ARTICLE I

The following are the amended and restated bylaws of the Orcas Island Foundation, adopted by the Board of Directors at regular business meetings held April 10, 1971, April 15, 1972, July 29, 1973, October 5, 1984, September 28, 1985, July 30, 1988, August 12, 1999, October 16, 2004, April 14, 2012, and December 7, 2019.

ARTICLE II – BOARD OF DIRECTORS

Section 1

The Foundation affairs shall be managed by a Board of Directors whose powers and duties shall be hereinafter set forth and in harmony with the Articles of Incorporation and with the laws of the State of Washington.

Section 2

The Directors shall consist of seven (7) persons who must be members in good standing of the Theosophical Society whose headquarters are at Adyar, Chennai (Madras), India except that any person in a contracted or paid position, or who shall be a resident for more than nine (9) months shall not be eligible for election as a Director. Anyone accepting such a managerial or resident position shall thereupon be ineligible to serve concurrently as Director. Members of a director's immediate family, that is: spouses (including common law), parents, children, and siblings shall be ineligible for concurrent membership on the Board of Directors. The resignation, removal, or loss of membership in the Theosophical Society shall disqualify any person, after six months notice of such disqualification, from holding office as a director of this corporation, it being the purpose and intent of the Corporation that the Directors and their successors shall manage and operate the affairs of the Corporation in furtherance of the ideals and purposes of the Theosophical Society, Adyar, and allied movements.

Section 3

The present members of the board of directors are all serving three year terms which terms are staggered as provided in earlier bylaws so that each year the terms of two or three Directors expire.

Section 4

The term of office for a Director shall be approximately (3) years commencing at the end of the Board of Director's Annual Meeting in the year in which he or she is elected and ending at the conclusion of the Annual Meeting three (3) years later. Each year the Board shall elect one (1) Director and the Voting Members, hereinafter described in Article V and sometimes hereinafter referred to as the "Electors," shall elect another Director. The Director most recently elected by the Voting Members shall be designated the Voting Members' representative.

If more than two (2) Directors' terms expire in any given year, one (1) Director shall be elected by

the Electors and the others by the Board, provided however, if the Electors fail to elect a Director for any reason, the Board shall elect that Director for a full three(3) year term. No person shall serve as Director for more than six (6) consecutive years.

Section 5

Vacancies by resignation, death, or termination of membership in the Theosophical Society, or for any other cause, of any Director shall be filled by a majority vote of the remaining Directors, for his or her unexpired term.

Section 6

The President of the Theosophical Society in America with headquarters at Wheaton, Illinois shall *ex officio* be an honorary non-voting Director, acting in an advisory capacity to the Board.

Section 7

a) Any person who has been for one year a member in good standing of the Theosophical Society with headquarters in Adyar, Chennai (Madras), India, is eligible for membership on the Orcas Island Foundation Board. Nominating forms shall be sent to the Electors on or before April 30, and returnable no later than June 1. The nomination forms shall identify and provide: 1. All Directors (board members)

2. Directors whose terms are expiring

3. Space for the name of the nominee

4. Names of the incumbent Directors ineligible to run for reelection

5. The statement, "Any person who has been for one year a member in good standing of the Theosophical Society with headquarters in Adyar, Chennai (Madras), India, and who has done some work for the Society, is eligible for nomination."

b) If fewer than three persons are nominated, then the election process shall proceed to the final ballot, as specified in c) below. If three or more persons are nominated, the names of all eligible nominees who have consented to serve shall be listed on a first election ballot that shall be mailed to the Electors no later than July 1, returnable no later than August 10.

c) The two nominees receiving the most votes on the first ballot shall be listed for election on the final ballot. Ballots shall be prepared and mailed to the Electors by August 20th. Completed ballots shall be returned by September 25, addressed to the Voting Member Representative, Camp Indralaya, 360 Indralaya Road, Eastsound, Washington 98245. The nominee receiving the majority of votes received by September 25 shall be declared elected as the Voting Members' representative to the Board.

d) All voting shall take place either electronically or by paper ballot, which shall be mailed, sent or otherwise delivered to all Electors in accordance with policies and procedures approved by the Board of Directors and in accordance with these bylaws.

Section 8

The Board of Directors shall have jurisdiction and control of all properties, monies, camp operation and policies of the Foundation. The Board may delegate to a committee of the Board or to a specific person the administration of the Board's routine duties under such rules as the Board may from time to time adopt.

ARTICLE III – OFFICERS

Section 1

The officers of the Foundation shall be a Chair, Vice-Chair, a Secretary and a Treasurer.

Section 2

The officers shall be Directors, except the Treasurer who need not be a Director, and shall be elected at the first meeting of the Board of Directors following the Board of Director's Annual Meeting and shall serve for one year or until the election of their successors.

Section 3

The powers and duties of the officers shall be those regularly appertaining to each office as prescribed by ROBERT'S RULES OF ORDER or CUSHINGS MANUAL insofar as the same harmonize with the laws of the State of Washington.

ARTICLE IV – MANAGEMENT AND SUPERVISORY PERSONNEL

Section 1

The Board of Directors shall appoint all management and supervisory personnel for the various activities of the Foundation who may in turn appoint assistants or labor personnel subject however to the budgetary controls of the Board of Directors and subject to the right of the Board to discontinue the services of any such secondary personnel found unsatisfactory to the board.

Section 2

The Board of Directors shall prescribe the authority, duties, and terms of employment for all management and supervisory.

ARTICLE V – MEMBERSHIP AND VOTING MEMBERSHIP

Section 1

There shall be established a membership organization, to be called the "Friends of Indralaya," (formerly called Associate Membership), open to any person who declares himself or herself to be in sympathy with the objects of the Foundation. Those Members of the Friends who are also members in good standing of the Theosophical Society with international headquarters at Adyar, Chennai (Madras), India, or any person who was an Associate Member as of December 31, 1970, shall be designated as Voting Members (also referred to in Article II as Electors), and shall be entitled to vote in the annual Board of Directors election. In all other respects, Voting Members and Non-Voting Members of the Friends of Indralaya will have equivalent privileges.

Section 2

The dues for Members and Member privileges shall be established by the Board of Directors.

Section 3

Voting Members must have paid their dues by April 15 to be eligible to vote in that year's election of the Members' representative to the Board.

Section 4

There shall be established the classification of Life Member of the Friends of Indralaya with the fee for such membership to be set by the Board of Directors. Such Life Members, on payment of their fee, shall be exempt for life from annual member dues. At its discretion, and for cause, the Board may grant Life Membership without payment of the life membership fee.

ARTICLE VI – MEETINGS

Section 1

The Annual Meeting of the Board of Directors shall be held in the fall at such place and time as the Board may designate. At the Annual Meeting the Board shall schedule a series of regular meetings to take place throughout the year at such places and such times as the Board may designate.

Section 2

Special meetings of the Board of Directors may be called at any time or place upon two weeks notice from the Chairman or Secretary. Upon request in writing signed by a majority of the Directors, a special meeting shall be called with at least two weeks notice by the Secretary or the Chairman.

Section 3

Between the regular meetings provided for in Section 1 above, Directors may vote on specific issues that require action prior to the next scheduled regular meeting in a telephone conference, including fax and/or e-mail, if all Directors are notified of the action sought in advance and a majority participates in the vote. The Secretary, or in the Secretary's absence, any Director, shall keep minutes of any such voting and present those minutes to the Board for approval and ratification at the next scheduled regular meeting.

Section 4

A majority of Directors shall constitute a quorum. All transactions of the Board of Directors must be approved by a majority of the Directors. Directors not present at a meeting shall not be represented by a proxy but they may subsequently approve any action of the Board by a ratification in writing, including fax or e-mail, mailed or delivered to the Secretary, or by oral vote at the next Board meeting, and such action shall be deemed as if that Director had been present and voting when the original vote was taken so as to create a majority.

Section 5

All meetings of the Directors shall include the Treasurer and lead management personnel, except that lead management personnel may be excused when personnel issues are addressed.

ARTICLE VII

These bylaws may be suspended, repealed, altered, or amended at a regular business meeting of the Board of Directors provided that notice of the proposed bylaw change is sent in writing to the Membership of the Friends of Indralaya for comment at least one month in advance of the meeting. Any change in the bylaws shall require a two-thirds majority vote by the Board of Directors.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS

Section 1

Each person who is or threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the corporation shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection with same, and such indemnification shall continue as to any person who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators. However, except as provided in Section 2 below with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition. Payment of such expenses in advance of final disposition of a proceeding shall be made, however, only upon delivery to the corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this paragraph or otherwise.

Section 2

If a claim under the foregoing Section 1 is not paid in full within 45 days after a written claim has been received by the corporation, in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, or with 60 days after a written claim has been received by the corporation, in the case of any other claim, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. To the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this section upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation). The corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its members) that the claimant is not entitled to indemnification or to advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in the Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provisions of the Articles of Incorporation, Bylaws, agreement, vote of the membership or disinterested Directors or otherwise.

Section 3

The corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the corporation whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Washington law. The corporation may, without further membership action, enter into contracts with any Director of the corporation in furtherance of the provisions of this Article 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 as provided in the Article.

ARTICLE IX – PRACTICES

As a theosophical camp, Indralaya welcomes full participation of peoples of all races and religions. Membership in the Theosophical Society is not a requirement for participation in the camp and its activities. The Theosophical Society is a worldwide organization founded in 1875 and dedicated to better understanding of our place in the universe as well as the purpose and meaning of our lives. All who attend programs or work parties at Indralaya are encouraged to act in harmony with the principles of theosophical life that guide our activities here. A central premise of theosophy (which can be defined as the perennial wisdom) is that we are all one. Reverence for life, compassion for all, sympathy with the need of individuals to find truth for themselves and respect for every religious tradition are prominent theosophical principles. The Theosophical Society imposes no dogmas, but points toward the source of unity beyond all differences.

Our practices from the beginning (1927) have sought to keep these premises unique with a special atmosphere of peace and harmony with our environment and ourselves. We trust that those who enter here will respect and observe the same code on these premises that we of the Orcas Island Foundation observe here. Our code prohibits:

- ✧ Use or possession of recreational drugs of any kind.
- ✧ Use or possession of alcoholic beverages, firearms or weapons of any kind. ✧ Use or possession of any food or foodstuff which in whole or in part is made up of or constitutes animal, fish or fowl, flesh, meat, parts or products.
- ✧ Smoking, except in the privacy of a designated smoking cabin, if one exists
- ✧ Pets on the Camp premises
- ✧ Hunting or fishing here, or while using the camp for lodging or meals

ARTICLE X

These Amended and Restated bylaws shall become effective at the close of the regular meeting of the Directors to be held in December 2019. In all other respects the Bylaws remain in full force and effect unchanged.