

existence of any direct or indirect conflict of interest, b) disclose its nature on the record, and c) abstain from voting on that matter. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 3. Tax Year. The tax year of the corporation is the calendar year.

Section 4. No Discrimination. Okanogan Neighbors does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, approval by two thirds of all the Voting Members is also required for any amendment that alters the powers, rights or obligations of the Voting Members, or that alters the process for the selection or removal of Voting Members or directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

(FOR THE PURPOSE OF SAVING PAPER,
The last page says THAT THIS DOCUMENT
was passed on Aug 2, 2005 and signed by
myself as Sec. on Feb 1, 2006 *Beyla Hazzell*
PAGE - 11 - BYLAWS OF OKANOGAN NEIGHBORS
W. H. H.
2-1-06