

August 9, 2017

Public Disclosure Commission
711 Capitol Way #206
P.O. Box 40908 Olympia, WA
98504-0908

via email: pdc@pdc.wa.gov

Dear Mr. Blackhorn:

I write in response to Ms. Lori Shavlik's complaint concerning my affiliation with The Child Advocacy Center of Snohomish County dba Dawson Place. I appreciate the opportunity to respond to each of Mr. Shavlik's claims.

1. Allegation 1: Public Funds Were Used To Lobby In Support Of Dawson Place In Violation Of RCW 42.17A.635.

Ms. Shavlik asserts that I used county resources to lobby on behalf of Dawson Place in violation of RCW 42.17A.635. Because the conduct complained of is not lobbying as defined by RCW 42.17A.005(30), RCW 42.17A.635 does not apply.

RCW 42.17A.635 regulates lobbying activity by state and local government officials and employees. The statute provides that, with certain exceptions, "no public funds may be used directly or indirectly for lobbying." Lobbying is defined as "attempting to influence the passage or defeat of any legislation by the state legislature or the adoption or rejection of any rule or other legislative enactment of any state agency." RCW 42.17A.005(30).

The complaint states that I collected signatures for a Memorandum of Understanding executed by a number of Snohomish County agencies, including the Snohomish County Prosecuting Attorney's Office, in 2012, and references a 2012 fundraiser I held at my home. Neither of these actions are "lobbying." Thus, on its face, the complaint fails to identify any acts which constitute lobbying as that term is defined in RCW 42.17A.005(30).

2. Allegation 2: Failure To Disclose Membership On The Dawson Place Board In F-1 Filing In Violation Of RCW 42.17A.710(1)(g).

Dawson Place is a 501(c)(3) non-profit corporation. Pursuant to its Bylaws, the Snohomish County Prosecuting Attorney is a member of the Board of Directors. I've attached a copy of the Dawson Place Articles of Incorporation and Bylaws to this response.

I was the Vice President of the Dawson Place Board from September of 2011 - August 2013. I was President of the Board from September 2013 through August 2015. Board members are not compensated for their time or work. And I have not received any compensation for my service as a Dawson Place Board Member, Vice President or President. In

2015, my term as President ended, but I continue to be actively engaged with Dawson Place as a regular Board Member.

Between 2011 and 2015, I completed 5 F-1 reports. At the time I completed these reports I did not believe my participation on the Dawson Place Board was reportable because I didn't receive any compensation for my work. My service on the Board was also performed in my official capacity. Accordingly, my F-1 reports do not list Dawson Place in Section 5. This appears consistent with the PDC's May 25, 2017, guidance that elected officials who serve on boards as a part of their official duties pursuant to an agreement, resolution or other legal obligation, are not required to disclose their membership on the F-1 report. If I was incorrect in my belief, I will of course comply with any directive issued by the PDC.

Thank you once again for the opportunity to address these allegations. I believe this letter and the supporting documents show that I did not violate RCW 42.17A.635 or 42.17A.710(1)(g). I am happy to provide any additional information you may need and answer any further questions.

A handwritten signature in blue ink, appearing to read 'Mark K. Roe', is positioned above the printed name.

Mark K. Roe

**CHILD ADVOCACY CENTER OF SNOHOMISH COUNTY AT DAWSON PLACE
ADOPTED THE 15TH DAY OF JULY, 2009
REVISED JANUARY 14, 2015**

**ARTICLE I
ORGANIZATION NAME**

The name of this organization is the Child Advocacy Center of Snohomish County at Dawson Place d/b/a Dawson Place, (herein referred to as “Dawson Place”).

**ARTICLE II
MISSION AND PURPOSES**

- 2.1 **In General:** Consistent with the Articles of Incorporation, the mission and purposes of the organization and its operating divisions are set forth in this Article II.
- 2.2 **Mission:** Dawson Place is a non-profit corporation that promotes a coordinated multidisciplinary response to child physical and sexual assault in a safe, agency-neutral, child-focused setting. Dawson Place will, as it resources permit:
- 2.2.1 Promote cooperation among agencies for an integral system of delivering comprehensive services for children within one location and within the community;
 - 2.2.2 Implement the delivery of community and agency resources in a child-centered environment that supports the well-being and safety of children and families;
 - 2.2.3 Seek prevention of child physical and sexual assault through education and intervention;
 - 2.2.4 Assist in decreasing the stress children and families may experience through the justice process; and
 - 2.2.5 Link research and training to services in a way that promotes a system of ongoing community based program improvement.
- 2.3 **Purposes:** Subject to the mission statement set forth in Section 2, and other mission statements that may be promulgated pursuant to Section 2, the purposes of Dawson Place are:
- 2.3.1 To operate services and other activities as agreed upon from time to time by the Board of Directors in furtherance of Dawson Place’s mission.
 - 2.3.2 No enumeration in these Bylaws shall in any manner be deemed to be exclusive of purposes not enumerated, but, on the contrary, such enumeration shall be construed as including all other and further purposes of the same or similar type or character or of a related or connected character.
 - 2.3.3 Dawson Place shall not engage in any other business or businesses, unless the Board of Directors shall determine otherwise by unanimous vote of the Board of Directors and approval of Member, Compass Health.

**ARTICLE III
BOARD OF DIRECTORS**

- 3.1 **Authority.** The Board of Directors (sometimes referred to as the “Board”) shall administer Dawson Place. The Board of Directors shall have full authority over the operation of Dawson Place, the acquisition and management of its property, affairs, and funds, and the power to do and perform all acts and functions on behalf of Dawson Place, subject to applicable law, Dawson Place’s Articles of Incorporation and these Bylaws.
- 3.2 **Appointment.** The Board shall consist of a minimum of nine (9) and a maximum of twenty-one (21) members, with one (1) member selected from each of the following organizations by the entity’s Chief Executive Officer (or equivalent): the Snohomish County Prosecuting Attorney, the Snohomish County Sheriff, the Washington State Department of Social and Health Services – Child Protective Services, Compass Health and Providence Regional Medical Center – Everett (collectively referred to as “Agency Directors”). Dawson Place recognizes the importance of having equal representation of the foregoing entities and the Board of Directors will endeavor to maintain an equal number of members selected from each entity in the event that more than one member represents the interests of one of the foregoing entities. The Board shall also have at least four (4) members who represent other significant constituent and community entities (“Community Directors”), who will be selected by majority vote of the Board after considering any recommendations provided by the above named organizations. Dawson Place recognizes that community sectors of business, education, public social and health service, government, consumer and judiciary are important areas from which to select the Community Directors.
- 3.2.1 An employee of Dawson Place may not be a member of the Board of Directors. However, both the Dawson Place Executive Director/Director and a member of the Dawson Place Management Team shall attend as non-voting *ex officio* members of the Board.
- 3.2.2 A Board member shall not receive compensation for services as a Board member.
- 3.2.3 The number of Board members may be changed from time to time by amendment of these Bylaws, but no decrease in the number of members shall have the effect of shortening the term of any incumbent member.
- 3.2.4 Unless a member dies, resigns or is removed, he or she shall hold office until the next annual meeting or until his or her successor is elected, whichever is later.
- 3.2.5 Board members must consent to annual Washington State Patrol criminal records checks.
- 3.3 **Decisions Requiring Approval of a Majority Vote of the Board of Directors.** Such decisions shall include, but not be limited to:
- 3.3.1 To oversee management of the day-to-day affairs and business of Dawson Place and to make and approve such rules, regulations and policies not inconsistent with the law and these Bylaws.
- 3.3.2 To hire the Executive Director/Director, and to prescribe the duties, fix compensation and supervise the Executive Director/Director.

- 3.3.3 To cause reports to be made to contributing offices, agencies and departments as may be required.
 - 3.3.4 To assess the effectiveness of Dawson Place within the context of strategies, funding, and support that illustrate a resilient, flexible cost effective community-based program that results in positive outcomes for children and families within a sustaining community environment.
 - 3.3.5 To evaluate (outcomes and cost effectiveness) plans and goals, and to develop the annual budget.
 - 3.3.6 To approve any annual or long-term strategic plan of Dawson Place and any significant deviation therefrom.
- 3.4 Decisions Requiring Approval of a Majority Vote of the Board of Directors and Approval of the Member, Compass Health. Such decisions shall include, but not be limited to:
- 3.4.1 To work to secure funding and incur indebtedness, as necessary, for the purposes of Dawson Place and to cause to be executed and delivered therefore, in Dawson Place's name, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities therefore.
- 3.5 Decisions Requiring Unanimous Consent of the Board of Directors and Approval of the Member, Compass Health. Such decisions shall include:
- 3.5.1 To adopt or change the mission, philosophy, values or fundamental policies related to Dawson Place.
 - 3.5.2 To approve the dissolution and/or liquidation of Dawson Place.
 - 3.5.3 To approve the consolidation or merger of Dawson Place
- 3.6 Performance. The Board of Directors shall monitor its own performance in fulfilling its responsibilities by periodically evaluating Dawson Place's mission and the goals of its programs; its roles and responsibilities including, without limitation, regular attendance to meetings (**members are expected to attend at least 60% of all meetings**), ethical and professional conduct, and the promotion of cooperation and coordination of services among the disciplines; resources of the Board; and the development of the Board's strengths.
- 3.7 Term of Office. Commencing September 2013, members will be elected or appointed the Dawson Place Board of Directors for a three (3) year term. Members shall serve a maximum of two (2) terms (total 6 years). After one (1) year hiatus, a previous Board member who served 6 years may be invited to rejoin the Board.
- 3.8 Vacancies. The Board of Directors shall have the power to fill any Board vacancy. The person selected to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office. Agency Directors shall be nominated by the Chief Executive Officer (or equivalent) of their respective organizations.

Any current board member who would like to recommend someone as a future board member should obtain a resume from the prospective board member and deliver the

resume to the President. Once a name has been suggested to the president;

- The Executive Committee will discuss the new prospective board member and generally, if appropriate, invite the prospective board member to attend a board meeting to observe, advising them that at that meeting the board would like to hear a little bit about them, and their interest in Dawson Place. The Executive Committee will refer to the Board Composition analysis when considering new board members. Then;
- The prospective new board member attends a board meeting where the board members will get to meet them and answer any questions they may have. The prospective new board member will also receive a copy of the Commitment to Serve. Next;
- The Executive Committee will meet and discuss whether they want to recommend the prospective new board member to the board as a whole. If so, the Board President will call the prospective board member to make sure they are still interested and let them know a background check is required if the board votes them in as a board member. Finally;
- Having met the prospective new board member at an earlier meeting, and with the Executive Committee's recommendation, and after discussion, the President will ask for a vote of the board members.

3.9 Removal. Any Board member may be removed by majority vote of the Board whenever, in its sole discretion, the best interests of Dawson Place will be served thereby. Any Board member may be removed by the Member, Compass Health, whenever, in its sole discretion, it believes the best interests of Dawson Place will be served thereby.

3.10 Meetings of the Board of Director.

3.10.1 Annual Meeting. An annual Board meeting shall be held at such time and place as specified by resolution of the Board, or any person thereof charged with arranging the meeting.

3.10.2 Regular Meetings. The Board shall have regular meetings on an as needed basis, but not less than quarterly, recognizing that initially more frequent meetings may be necessary. The meetings shall be held at any time and place as specified by resolution of the Board, or any person charged with arranging the meeting.

3.10.3 Special Meetings. Special meetings of the Board may be held at any place, at any time, whenever called by the President, or any two (2) or more members of the Board of Directors by delivering written notice of the meeting personally or by regular or electronic mail to each member of the Board of Directors. Such notice must be delivered at least twenty-four (24) hours prior to the special meeting and shall specify the time, place and business to be transacted at the special meeting. Final disposition may not be taken on any other matter at the special meeting. Notice shall be deemed to have been duly given when received by the party to whom directed, provided, however, that notice shall be conclusively deemed given on the third day following its deposit in the United States mail when sent

by postal mail. Written notice may be dispensed with as to any member who delivers written waiver of notice to the President or who is present when the meeting convenes. Such waivers may be delivered personally or by regular or electronic mail.

- 3.10.4 **Meetings by Telephone.** Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.
- 3.10.5 **Notice of Meetings.** No special notice of the annual meeting of the Board shall be required.
- 3.10.6 **A majority of the Board members shall constitute a quorum for the transaction of business. This quorum may include proxies designated by Board members unable to attend a meeting.** Each Board member is entitled to cast one (1) vote. The majority vote of the Board present at a meeting at which a quorum is present (**including proxies**) shall be the act of the Board of Directors unless otherwise specified in these Bylaws, the Articles of Incorporation, or Washington State law. At any meeting of the Board at which a quorum is present, any business for which the Board has authority may be transacted, and the Board may exercise all of its powers.
- 3.10.7 **Presumption of Assent.** A Board member who is present at a Board or committee meeting at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless (1) his/her abstention is recorded in the minutes of the Corporation; or (2) his/her dissent is entered in the minutes of the meeting, or (3) he/she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Board member who voted in favor of such action may not dissent.
- 3.10.8 **Action Without a Meeting.** Any action required under the provisions of any law, the Articles of Incorporation, or these Bylaws, to be taken at a meeting of the Board, may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board members or by each committee member. Such consent shall have the same force and effect as a unanimous vote and may be stated as such.

3.11 Executive and Other Committees

3.11.1 **Appointment.** The Board may by resolution appoint standing or temporary committees, including an Executive Committee, and invest such committees with powers as it deems necessary and appropriate, subject to conditions as may be prescribed by the Board, these Bylaws and applicable law. The Board may appoint and/or remove Board members to the Executive Committee and/or other committee(s) and/or amend the authority of such committee(s) by subsequent resolutions approved by majority vote.

3.11.2 **Authority.** Each committee shall have and may exercise all of the authority

provided in Board resolutions pertaining to the committee, except that no such committee shall have the authority to: (1) fill vacancies on the Board or any committee thereof, (2) amend these Bylaws, (3) fix compensation of any Board member for serving on the Board or on any committee, (4) approve a plan of merger or consolidation, (5) appoint other committees of the Board or the members thereof, and/or (6) amend the Articles of Incorporation.

- 3.11.3 **Quorum and Manner of Acting.** A majority of the appointed members of any committee shall constitute a quorum for the transaction of business. Each member is entitled to cast one (1) vote. The majority vote of the appointed members present at a meeting at which a quorum is present shall be the act of the committee unless otherwise specified in these Bylaws, the articles of Incorporation, or Washington State law.
- 3.11.4 **Minutes.** All committees shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose.
- 3.11.5 **Executive Committee.** The Executive Committee shall consist of the officers of Dawson Place and shall have the authority to act on behalf of the Board in the event of an emergent or urgent matter where there is not time to convene a regular meeting.

ARTICLE IV OFFICERS

4.1 Officers Enumerated

- 4.1.1 The officers of the Board of Directors shall have general oversight authority of the Corporation's matters, but will not be directly engaged in day-to-day operations of the Corporation. The officers of the Board shall be a President, One or more Vice-Presidents, a Secretary, and a Treasurer. The President shall be elected to a 2-year term. In the second year of his/her term the 1st Vice-President will be designated as the "President Elect". The President Elect will spend that year being mentored by the President in order to be prepared to take the President role the following year. Once the President has served their 2-year term he/she will stay on the Board for at least one year as "Immediate Past President" to help provide continuity and serve as a resource to the new President and if needed, this will be allowed as an exception to Bylaw 3.7 of a maximum of two 3-year terms running consecutively. Once a person is elected as 1st Vice-President, up to 5 years will be added to wherever they are in their 6-year term limit so they can complete the 1st Vice President – President Elect – President – Immediate Past President cycle. The term of office for the 2nd Vice President, Secretary, and Treasure shall be 3 years. Officers are subject to removal by the Board of Directors in a manner prescribed in these Bylaws. There may be such other officers or assistant officers as may be deemed necessary by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have powers and perform such duties as the Board of Directors may prescribe.
- 4.1.2 **Vacancies.** A vacancy in any office arising from any cause may be filled by the Board at any regular or special meeting, subject to the requirements of these

Bylaws.

- 4.1.3 Removal. Any officer elected may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of any officer so removed; provided, that election of an officer shall not of itself create contract rights, other than rights arising under these Bylaws with respect to limitation of liability and indemnification.
- 4.1.4 President. The President must be a member of the Board of Directors. He/she shall exercise the usual executive powers pertaining to the office of the President. He/she shall preside at meetings of the Board of Directors.
- 4.1.5 Vice President. In the absence or disability of the President, the Vice-President shall act as President.
- 4.1.6 Secretary. The Secretary shall issue notices of all Board of Director meetings, and shall attend and keep the minutes of the same; shall have charge of all corporate books, records and papers; shall be custodian of the Corporation, except where such authority has been otherwise delegated by resolution; and shall perform all such other duties as are incident to the office. The Board may delegate responsibility for issuance of notices and preparation of minutes to administrative personnel.
- 4.1.7 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of all funds of the Corporation; shall, along with the President, except where such authority has been delegated to others by resolution of the Board; shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers, to the Board members for their examination and approval as often as they may require; shall receive and give receipts for moneys due and payable to and deposit such monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office.

The Treasurer shall act as President during the absence of both the President and Vice-President.

- 4.1.8 No Compensation. There shall be no compensation to officers.

**ARTICLE V
CONTRACTS AND FUNDING**

- 5.1 General Funding Mechanisms. Dawson Place shall receive funds from any legal source and shall deposit them into Dawson Place account(s).
- 5.2 Funding Procedure. All funds received shall be deposited into the Dawson Place account(s) for the sole benefit of funding operations and projects of Dawson Place. Dawson Place shall operate under a duly approved budget, which may be amended, with the approval of the Board. Funds to be expended under three thousand dollars

(\$3,000.00) shall be approved by the Executive Director/Director. Expenditures of funds within the range of three thousand dollars to five thousand dollars (\$3,000.00 - 5,000.00) shall be approved by two of the officers of the Board. The Board of Directors are required to approve all expenditures over five thousand dollars (\$5,000.00). The Member, Compass Health, shall approve all expenditures over ten thousand dollars (\$10,000.00).

- 5.3 Accounting. A statement of receipts and disbursements shall be presented for review and approval to the Board of Directors at each Board meeting.
- 5.4 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Dawson Place. Such authority may be general or confined to specific instances.
- 5.5 Loans to the Corporation. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and by resolution of the Member, Compass Health. Such authority may be general or confined to specific instances.
- 5.6 Loans to Board members. The Corporation may not lend money to or guarantee the obligation of a Board members.
- 5.7 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.
- 5.8 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.

ARTICLE VI EXECUTIVE DIRECTOR/DIRECTOR

- 6.1 Appointment. The Board of Directors shall appoint the Executive Director/Director. The Executive Director/Director shall manage the operations of the Corporation and not be an officer of the Corporation. The Executive Director/Director shall have the discretion to act on the Board's behalf on Corporation matters that do not require a vote of the Board Directors, excluding matters reserved to the Board and such committees as may be appointed by the Board.
- 6.2 Executive Director/Director. The Executive Director/Director will be employed by the Corporation and will have the authority to manage the day-to-day operations of the Corporation. Any action taken by the Executive Director/Director within his/her scope of authority shall be binding on the Corporation. In accordance with sound management principles, the Executive Director/Director shall be given the necessary authority and responsibility to operate the business of the Corporation and all its day-to-day activities subject to such policies as may be adopted or issued by the Board. The Executive Director/Director shall act as the duly authorized agent of the Board in all matters approved by the Board and where the Board has not formally designated some other person to act. The Executive Director/Director shall be an *ex-officio*, non-voting member of the Board of Directors.

- 6.3 **Removal of Executive Director/Director.** Anyone holding an Executive Director/Director position within Dawson Place may be removed by the agency's Employment At Will Clause along with a majority vote of the Board of Directors whenever, in its sole discretion, the best interests of Dawson Place will be served thereby. Any Executive Director/Director being considered for removal from their position must have input/approval by Compass Health Human Resources Director (CAO). Notification of removal would come from a Member, Compass Health, whenever, in its sole discretion it believes the best interests of Dawson Place will be served thereby.

**ARTICLE VII
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, minutes of the Board of Directors, committees, and such other records as may be necessary or advisable.

**ARTICLE VIII
ACCOUNTING YEAR**

The fiscal year of Dawson Place shall commence on July 1, and terminate on June 30 of following year, provided that if a different accounting year is at any time selected for purposes of federal income taxes, the accounting year shall be the year so selected.

**ARTICLE IX
SEAL**

The seal of the Corporation shall consist of the name of the Corporation, the state of its incorporation and the year of its incorporation.

**ARTICLE X
DUALITY/CONFLICT OF INTEREST**

Any Board member, officer, employee or committee member having an interest in a transaction, contract or other matter presented to the Board or a committee thereof for authorization, approval or ratification shall provide prompt, full and frank disclosure of his/her interest to the Board prior to its acting on such contract or transaction. The body to which such disclosure is made shall determine, by a majority vote, whether a duality or conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, or use his/her personal influence on, or participate in (other than to present factual information or to respond to questions) the discussion or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum is present. The Corporation may also adopt policies from time to time that more clearly set forth any requirements regarding disclosure and actions relating to duality or conflicts of interest.

**ARTICLE XI
DUTY TO DEFEND/INDEMNIFICATION**

To the full extent permitted by Washington state law, the Corporation shall defend, hold harmless and indemnify any person made or threatened to be made a party to any proceeding (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that he or she was a Board member, officer, or committee member of the Corporation. Indemnification shall be provided for judgments, penalties, fines, settlements and reasonable expenses (including attorneys' fees) actually incurred by him or her in connection with such proceeding. Further, the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the Washington state law. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board or the member of the Corporation. The Corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law. Any indemnification of a Board member pursuant to this Section, including any payment or reimbursement of expenses, shall be reported to the Board with the notice of the next in a written report containing a brief description of the proceedings involving the Board member being indemnified and the nature and extent of such indemnification.

ARTICLE XII AMENDMENTS

The Member, Compass Health, may in its sole discretion alter, amend and repeal these Bylaws or adopt new Bylaws.

ARTICLE XIII NONDISCRIMINATION

In all activities, this organization will not discriminate against any person or entity on the basis of race, creed, color and gender, presence of any sensory, mental or physical impairment, sexual orientation, or national origin.

The foregoing Bylaws were approved by the Board of Directors of the Child Advocacy Center of Snohomish County at Dawson Place on the 15th day of July, and were adopted by the Board of Directors of the Member, Compass Health, on the 7th day of July, 2009

The foregoing Bylaws were approved as revised by the Board of Directors of the Child Advocacy Center of Snohomish County at Dawson Place on the 8th day of May, and were adopted by the Board of Directors of the Member, Compass Health, on the 25th day of June 2013.

The foregoing Bylaws were approved as revised by the Board of Directors of the Child Advocacy Center of Snohomish County at Dawson Place on the 14th day of January, 2015 and were adopted by the Board of Directors of the Member, Compass Health, on the 27th day of January 2015.

Secretary

ARTICLES OF INCORPORATION

of

CHILD ADVOCACY CENTER OF SNOHOMISH COUNTY AT DAWSON PLACE

The undersigned, as incorporator of a nonprofit corporation under the provisions of Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name. The name of this corporation is Child Advocacy Center of Snohomish County at Dawson Place (hereinafter "CACSC" or "Dawson Place").

ARTICLE II

Duration. The duration of this corporation is perpetual.

ARTICLE III

Purpose. This corporation is organized for the following purposes:

A. To coordinate multidisciplinary responses to child physical and sexual assault in a safe, agency-neutral, child-focused setting;

B. To engage in nonprofit activity exclusively for charitable, religious, educational and scientific purposes that may lawfully be undertaken by a corporation organized under Chapter 24.03 Revised Code of Washington and recognized under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding section of any future federal tax code; and/or

C. To engage in all such activities as are incidental or conducive to attaining the purposes of this corporation and to exercise any and all powers permitted a corporation under any laws that may be now applicable or hereafter applicable or available to this corporation. The foregoing notwithstanding, the corporation shall be entitled to serve any other purpose, as determined by its Board of Directors, consistent with the limitations set forth in paragraph B of this Article. Nothing contained in these clauses shall be deemed to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

ARTICLE IV

Powers.

A. The corporation shall have all powers conferred on, or not prohibited of, non-profit organizations organized pursuant to Chapter 24.03 of the Revised Code of Washington; provided, however, the corporation shall have no power or authority to carry on any activity not permitted to be carried on by (1) an organization exempt from federal income tax pursuant to § 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (2) an organization, contributions to which are deductible under § 170(c)(2) of the said Code.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Non-Profit Corporation.

A. The corporation shall be organized and operated as a non-profit, non-stock corporation pursuant to Chapter 24.03 of the Revised Code of Washington.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE VI

Initial Board of Directors.

A. The corporation shall be managed by its Board of Directors. The number of directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The Board shall be no less than nine (9) and no greater than twenty-one (21) in number, as determined from time to time by majority vote of the Board of Directors and approval of the Member.

B. Unless otherwise provided in the corporation's Bylaws, vacancies on the Board of Directors shall be filled by majority vote of the remaining Board of Directors.

C. The initial Board of Directors shall be (16) in number. The names and addresses of the members of the initial Board is as follows:

Kathy Atwood Everett Police Department 3002 Wetmore Avenue Everett, WA 98201 425-257-8497 katwood@ci.everett.wa.us	Cliff Bailey 13019 Springetti Road Snohomish, WA 98290 360-568-6494
Mary Anne Dillon YWCA Snohomish County Regional Director 3301 Broadway Everett, WA 98201 425-258-2766 X 225 mdillon@ywcaworks.org	Bill Dobler 3216 Mission Beach Road Marysville, WA 98271 360-659-7295 bbdobler@aol.com
Janet Pritchard 212 - 229 th Pl. S: E. Bothell, WA 98021 425-402-8913 jprichard@verizon.net	Janice Ellis Snohomish County Prosecutor 3000 Rockefeller Avenue Everett, WA 98201 425-388-3681 janice.ellis@snoco.org
Felicia Freeman Deaconess Children's Services 4708 Dogwood Drive Everett, WA 98203 425-293-0333 ffreeman@deaconesschildren.org	Dave Bales Snohomish County Sheriff's Office 3000 Rockefeller Avenue, 4 th Floor Everett, WA 98201 425-388-3491 Dave.Bales@snoco.org
Randy Hart DSHS 840 N. Broadway Building B, Suite 540 Everett, WA 98201 425-369-4776 hara300@dshs.wa.gov	Lori Hartelius Cocoon House 2929 Pine St. Everett, WA 98201 425-259-5802 lori.hartelius@cocoonhouse.org
Mary Johanson Kimberly-Clark Corporation 2600 Federal Avenue Everett, WA 98201 425-259-7342 mejohans@kcc.com	Carole Kosturn Compass Health 4526 Federal Ave./MS #13 Everett, WA 98203 425-349-8363 carole.kosturn@compassh.org
Thomas C. Greene P. O. Box 1112 Monroe, WA 98272 tgreene461@comcast.net	Theresa Pruett Gordon Trucking Inc. 151 Stewart Rd SW Pacific, WA 98047-2108 (253) 891-4332 tpruett@gordontrucking.com

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Ken Stone
Providence Regional Medical Center -
Everett
1321 Colby Avenue
Everett, WA 98201
425-261-4551
ken.stone@providence.org

ARTICLE VII

Incorporator. The name and address of the incorporator is:

Tom Sebastian
Chief Executive Officer
Compass Health
4526 Federal Avenue
Everett, WA 98203
425-349-8418
tom.sebastian@compassh.org

ARTICLE VIII

Member. The sole member of this corporation shall be Compass Health ("Member"), a Washington State Nonprofit Corporation.

ARTICLE IX

Bylaws. The Member shall have the sole discretion to adopt such Bylaws as it deems appropriate, for the internal governance of the corporation.

ARTICLE X

Amendments. The authority to alter, amend, or repeal the Articles of Incorporation of this corporation is vested exclusively in the Member of this corporation.

ARTICLE XI

Indemnification. The corporation shall indemnify its officers and directors to the full extent permitted by law.

ARTICLE XII

Dissolution. Upon the dissolution of the corporation, its assets shall be distributed to one or more organizations or entities exempt from taxation pursuant to § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIII

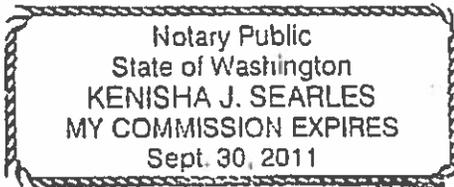
Registered Agent. The registered agent and registered office address of the corporation shall be as follows:

Randall L. Stamper, Stamper Rubens, P.S.
W. 720 Boone Avenue
Spokane, WA 99201
509-326-4800
rstamper@stamperlaw.com

DATED this 13th day of JULY, 2009

Tom LTR
PRESIDENT / CEO COMPASS HEALTH

SIGNED AND ATTESTED to before me this 13th day of July, 2009.



Kenisha Searles
NOTARY PUBLIC in and for the State of
Washington, residing at Everett, WA
My commission expires: September 30, 2011