

**RESOLUTION NO. 2019-01**

**A RESOLUTION OF THE VESTRY OF THE RECTOR, CHURCHWARDENS AND VESTRYMEN OF SAINT BARNABAS' PARISH OF BAINBRIDGE ISLAND, KITSAP COUNTY SETTING FORTH THE PROPOSED ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION; DIRECTING THAT IT BE SUBMITTED TO A VOTE AT THE JANUARY 26, 2020 ANNUAL MEETING OF MEMBERS HAVING VOTING RIGHTS; DIRECTING THAT NOTICE IN THE FORM OF A RECORD SETTING FORTH THE PROPOSED AMENDMENT OR A SUMMARY OF THE CHANGES TO BE EFFECTED BY THE PROPOSED AMENDMENT BE GIVEN TO EACH MEMBER ENTITLED TO VOTE AT SUCH MEETING WITHIN THE TIME AND IN THE MANNER PROVIDED IN CHAPTER 24.03 OF THE REVISED CODE OF WASHINGTON FOR THE GIVING OF NOTICE OF MEETINGS OF THE MEMBERS; DIRECTING THAT, AFTER THE ARTICLES OF AMENDMENT ARE APPROVED, IT BE FILED WITH THE SECRETARY OF STATE**

WHEREAS, The Rector, Churchwardens and Vestrymen of Saint Barnabas' Parish of Bainbridge Island, Kitsap County, a private non-profit corporation (the "Corporation"), was initially established upon approval of its Articles of Incorporation on May 11, 1964 which were filed with the Secretary of State on June 8 of that same year; and

WHEREAS, prudent management of the Corporation dictates that the original Articles of Incorporation be revised and brought into conformance with current corporate practices and law; and

WHEREAS, it is required by the Revised Code of Washington that the board of directors of the Corporation (the "Vestry"), at a regular meeting at which a quorum is present, adopt a resolution:

1. setting forth the proposed Articles of Amendment to the Articles of Incorporation of the Corporation (the "Articles of Amendment"), which amends the Corporation's original Articles of Incorporation;
2. directing that the Articles of Amendment be submitted to the members of the Corporation having voting rights for a vote of approval at an annual meeting of members having voting rights; and
3. directing that notice in the form of a record setting forth the proposed amendment or a summary of the changes to be effected by the proposed amendment be given to each member entitled to vote at such meeting within the time and in the manner provided in Chapter 24.03 of the Revised Code of Washington for the giving of notice of meetings of members;

**NOW, THEREFORE, BE IT RESOLVED BY THE VESTRY OF THE RECTOR, CHURCHWARDENS AND VESTRYMEN OF SAINT BARNABAS' PARISH OF BAINBRIDGE ISLAND, KITSAP COUNTY THAT:**

1. The proposed Articles of Amendment, set forth as attached to this resolution, amends the Corporation's original Articles of Incorporation.
2. The Articles of Amendment shall be submitted to a vote at the January 26, 2020 annual meeting of members having voting rights.
3. Notice in the form of a record setting forth the proposed amendment or a summary of the changes to be effected by the proposed amendment shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Chapter 24.03 of the Revised Code of Washington for the giving of notice of meetings of members.
4. After the Articles of Amendment is approved at the annual meeting of members having voting rights held on January 26, 2020, or a special meeting called for that purpose, the Articles of Amendment shall be filed with the Secretary of State.

**APPROVED AND ADOPTED** by the Vestry of The Rector, Churchwardens and Vestrymen of Saint Barnabas' Parish of Bainbridge Island, Kitsap County at a regular meeting at which a quorum was present this 20<sup>th</sup> day of October, 2019.

**THE RECTOR, CHURCHWARDENS AND VESTRYMEN OF SAINT BARNABAS' PARISH OF BAINBRIDGE ISLAND, KITSAP COUNTY**

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Bethany Anderson, Senior Warden

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M. Karen Haig, Rector