AMENDED AND RESTATED BYLAWS

OF

REI COOPERATIVE ACTION FUND

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REI COOPERATIVE ACTION FUND

ARTICLE 1. OFFICES

The principal office of the REI Cooperative Action Fund (the "Fund") shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Fund may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Fund may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Members

The sole member of the Fund shall be Recreational Equipment, Inc. (the "Member") acting through its Chief Executive Officer or other such persons as its Chief Executive Officer may from time to time delegate. The Member may designate additional or successor members in writing at any time. The Chief Executive Officer shall also serve as an ex-officio, non-voting director.

2.2 Voting Rights

The Member shall have the right (a) to admit new members, (b) to appoint and remove the directors of the Fund, (c) to amend or restate the articles of incorporation (the "Articles of Incorporation") or bylaws of the Fund (the "Bylaws"), (d) to approve the sale of all or substantially all of the assets of the Fund, (e) to approve the voluntary dissolution of the Fund and (f) to vote on any other matters on which the approval or vote of members is required by these Bylaws or applicable Washington law.

2.3 Annual Meeting

The annual meeting of the members shall be held during the second quarter of the calendar year on a date chosen by the members. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient. Members may act through written consent in lieu of attending the annual meeting.

2.4 Extraordinary Actions

2.4.1 Notice

In the event the Board seeks to take any of the following actions: (a) the amendment of the Articles of Incorporation or Bylaws, (b) merger or consolidation of the Fund, (c) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Fund, (d) the distribution of assets of the Fund, (e) the dissolution of the Fund, or (f) revocation of dissolution proceedings, the Board shall adopt a resolution to recommend such action to the Member in writing.

2.4.2 Voting Rights

The Member shall approve or deny such recommendation of the Board by written consent of the Member.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

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

3.2 Number

The Member may determine from time to time the number of directors constituting the entire Board, but at no point shall the number of directors be set at fewer than three, but will seek to have five. The phrase “entire Board” refers to the total number of voting directors that the Fund would have if all vacancies were filled.

3.3 Qualifications

The Member may establish or waive director qualifications.

3.4 Election of Directors

The Member shall appoint the directors and fill vacancies through action by written consent.

3.5 Term of Office

Each director shall hold office for a term of one year, and until a successor is duly elected and qualified or until the director’s earlier death, resignation, disqualification or removal. Member must provide written consent for the renewal of each director in order for each director to be able to renew their respective term.

3.6 Resignation

Any director may resign at any time by delivering written notice to the Chair of the Board, President or Executive Director at the registered office of the Fund, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.7 Removal

The Member may remove any director with or without cause at any time.

3.8 Vacancies

The Member may fill any vacancy in the position of director. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.9 Board Committees

3.9.1 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. The Board may also appoint committee members who are not directors and who shall serve in an advisory capacity as non-voting members of such committees. Such committees shall have and exercise the authority of the directors in the management of the Fund, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director or officer of the Fund; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Fund not in the ordinary course of business; (f) authorize the voluntary dissolution of the Fund or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Fund; or (h) 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 designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, them by law.

3.9.2 Quorum; Manner of Acting

A majority of the number of directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.9.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Chair of the Board, the Executive Director, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.9.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

3.10 Compensation

Directors and committee members shall not be paid compensation for their attendance at Board or committee meetings, unless the Board provides for such payment by resolution. Directors and committee members may be reimbursed for their reasonable expenses, if any, of such attendance provided that they substantiate the purpose and amount such expenses with adequate documentation and submit them for the Treasurer's approval within a reasonable period of time. No such payment shall preclude any director or committee member from serving the Fund in any other capacity and receiving compensation therefor. All payments must be reasonable.

3.11 Chair of the Board

The Chair of the Board is appointed by the Member, shall serve as a director and preside over meetings of the Board and shall perform such other duties as shall be assigned to them by the Member from time to time.

ARTICLE 4. ADMINISTRATION OF BOARD MEETINGS

4.1 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

4.2 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the request of the Executive Director, the Chair of the Board, any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special member, Board, or committee meeting called by them.

4.3 Meetings by Teleconference

Directors may participate in a meeting of the Board or committee via teleconference, videoconference, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

4.4 Place of Meetings

All meetings shall be held at the principal office of the Fund or at such other place within or without the State of Washington designated by the Board or by any persons entitled to call a meeting.

4.5 Notice of Special Meetings

4.5.1 In Writing

Notices in writing may be delivered or mailed to the Member or a director at their address shown on the records of the Fund not fewer than 10 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 thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

4.5.2 Personal Communication

Notice may be by personal communication with the director not less than 10 days before the meeting.

4.5.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not fewer than 10 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.

4.5.4 Posting Electronic Notice

Notice may be provided to directors by posting the notice to a Board portal or other electronic network and delivering a separate record of the posting to the directors, together with comprehensible instructions regarding how to obtain access to the Board portal or other electronic network not less than 10 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 4.5.4.

4.6 Waiver of Notice

4.6.1 Record

Whenever any notice is required to be given to the Member or any director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

4.6.2 By Attendance

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.7 Quorum

A majority of the number of directors in office shall constitute a quorum for the transaction of business at any Board meeting.

4.8 Manner of Acting

The act of the majority of the directors present and voting 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.

4.9 Presumption of Assent

A director of the Fund present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Fund immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.10 Action Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 4.10, record means information inscribed on a tangible medium or contained in an electronic transmission.

ARTICLE 5. OFFICERS

5.1 Number and Qualifications

The officers of the Fund shall be a President, Executive Director, Secretary, and Treasurer. All of the officers shall be appointed by the Board. Other officers and assistant officers may be elected or appointed by the Board, with such officers and assistant officers to 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. The President or the Executive

Director position may be held by the same person on an interim basis, Election and Term of Office.

The officers of the Fund shall be appointed each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until their successor is elected.

5.2 Resignation

Any officer may resign at any time by delivering written notice to the Chair of the Board, the President, the Executive Director, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.3 Removal

Any officer or agent elected or appointed by the Board may be removed by the Board with or without cause.

5.4 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.

5.5 Officers' Roles and Responsibilities:

5.5.1 President:

(a) The President shall serve as the principal governance officer of the corporation, providing strategic oversight and leadership in alignment with the mission and values of the Fund.

(b) The President shall work in close partnership with the Executive Director to ensure effective implementation of the corporation's programs, policies, and strategic initiatives, and shall be responsible for evaluating the Executive Director's performance on behalf of the Board.

(c) The President shall represent the Board in communications with the Executive Director and serve as a conduit for feedback, guidance, and support between the Board and the nonprofit's management.

(d) The President shall help ensure that the Board fulfills its fiduciary, strategic, and oversight responsibilities, including facilitating Board engagement with key organizational priorities and performance metrics.

(e) The President may serve as a public spokesperson for the corporation, particularly in matters related to governance, strategic direction, and Board-level initiatives.

(f) The President may sign deeds, mortgages, bonds, contracts, or other instruments on behalf of the corporation, subject to the Board's delegation of authority and applicable policies.

(g) The President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

5.5.2 Executive Director

(a) The Executive Director shall be a permanent officer of the corporation, appointed, employed, and discharged by the President.

(b) The Executive Director shall be responsible for the day-to-day operations of the corporation, including the implementation of Board-approved policies, programs, and strategic initiatives.

(c) The Executive Director shall oversee the management of personnel, finances, and organizational activities, ensuring alignment with the corporation's mission, values, and budget.

(d) The Executive Director shall supervise and direct staff, including hiring, training, performance management, disciplinary actions, and terminations, in accordance with applicable policies and procedures.

(e) The Executive Director shall serve as the primary liaison between the staff and the Board, providing regular updates on organizational performance, program outcomes, financial status, and strategic progress.

(f) The Executive Director shall represent the corporation to external stakeholders, including funders, partners, and the public, in coordination with the President and Board as appropriate.

(g) The Executive Director shall ensure compliance with all legal, regulatory, and reporting requirements applicable to nonprofit organizations in partnership with the other officers.

5.5.3 Secretary

The Secretary shall prepare or supervise the preparation of the minutes of the meetings and other actions of the Board and its committees. 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 have custody of the books, records, and documents (other than those maintained by the Treasurer), and shall attest deeds, contracts, leases and other legal instruments and formal documents and shall perform such other duties as from time to time may be assigned to them by the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

5.5.4 Treasurer

The Treasurer shall oversee the financial operations of the Fund; shall keep or oversee the proper books of accounts of such receipts and disbursements; shall prepare or oversee the preparation of financial statements; and shall perform such other duties as from time to time may be assigned to them by the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

5.6 Salaries

The salaries of the officers and agents shall be as fixed from time to time by the Member or by any person(s) to whom the Member has delegated such authority.

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 believes to be in the best interests of the Fund.

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 Fund so as to provide valuable service.

6.3 Indemnification of Directors and Officers

(a) The Fund shall indemnify, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person ("Indemnified 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 ("Proceeding"), by reason of the fact that such person is or was a director or officer of the Fund, or while serving as a director or officer of the Fund, is or was serving at the request of the Fund as a director, trustee, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Fund shall be required to indemnify a Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

(b) The Fund shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by a Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that such payment of 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 amounts advanced if itis ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

(c) Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought. The rights conferred on any Indemnified Person by this Article shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the certificate of incorporation, these bylaws or any agreement, or any vote of the Member or disinterested directors or otherwise. This Article shall not limit the right of the Fund, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

ARTICLE 7. INTERESTS OF DIRECTORS AND OFFICERS

7.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the Fund may not vote on matters pertaining to that director's compensation.

7.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial or personal interest which the director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested director or officer shall abstain from voting on the transaction.

7.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Fund, the Board shall establish that the proposed transaction is reasonable when compared with a similarly situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 8. ADVISORY BOARDS

The Board may appoint one or more Advisory Boards of two or more persons to provide advice and assistance to the Board. Members of an Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the Fund. The Board may determine by separate resolution the operational rules which shall govern all Advisory Boards. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Loans or Extensions of Credit to Officers and Directors

No loans shall be made, and no credit shall be extended by the Fund to its officers or directors.

9.2 Rules of Procedure

The Chair or other person presiding at meetings of the Board shall have authority to establish reasonable rules and procedures for the conduct of the meeting, consistent with applicable law, the Articles of Incorporation, these Bylaws, 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 10. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the written consent of the Member.