

BYLAWS
OF
COLUMBIA BASIN FOUNDATION

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TABLE OF CONTENTS

	Page
ARTICLE I. RECITALS	4
Section 1. Name of Corporation	4
Section 2. Corporation Is Nonprofit.....	4
Section 3. Purpose and Objectives.....	4
ARTICLE II. MEMBERSHIP	4
Section 1. Members	4
ARTICLE III. BOARD OF DIRECTORS	4
Section 1. General Powers	4
Section 2. Number, Election and Qualifications.....	4
Section 3. Term of Office	4
Section 4. Vacancies.....	5
Section 5. Resignation of Directors	5
Section 6. Removal.....	5
Section 7. Compensation.....	5
ARTICLE IV. MEETINGS.....	5
Section 1. Annual Meeting.....	5
Section 2. Regular Meetings.....	5
Section 3. Special Meetings.....	6
Section 4. Notice.....	6
Section 4(A). Waiver of Notice.....	6
Section 4(B). Manner of Notice.....	6
Section 5. Quorum.....	7
Section 6. Conduct of Meetings.....	7
Section 7. Actions by Unanimous Consent.....	7
Section 8. Meetings by Telephone Conference or Other Communication Equipment.....	7
Section 9. General Powers as to Negotiate Paper.....	8
Section 10. Powers as to Other Documents.....	8
ARTICLE V. BOARD OFFICERS	8
Section 1. Designation and Qualifications.....	8
Section 2. Election and Term of Office.....	8
Section 3. Board President.....	8
Section 4. Board Vice President.....	8
Section 5. Board Secretary.....	8
Section 6. Board Treasurer.....	9
Section 7. Miscellaneous Duties and Powers.....	9
Section 7. Resignation.....	9

ARTICLE VI. COMMITTEES.....	9
Section 1. Committees of Directors	9
Section 2. Term of Office.....	9
Section 3. Chair.....	9
Section 4. Vacancies.....	9
Section 5. Quorum.....	9
Section 6. Rules.....	10
Section 7. Executive Committee.....	10
ARTICLE VII. INDEMNIFICATION AND INSURANCE.....	10
Section 1. Rules.....	10
Section 2.....	10
Section 3.....	11
Section 4.....	11
Section 5.....	11
Section 6.....	11
Section 7.....	11
ARTICLE VIII. BOOKS AND RECORDS.....	11
ARTICLE IX. FISCAL YEAR.....	12
ARTICLE X. SEAL.....	12
ARTICLE XI. AMENDMENTS.....	12
CERTIFICATE OF SECRETARY.....	13

**BYLAWS
OF
COLUMBIA BASIN FOUNDATION**

**ARTICLE I
RECITALS**

Section 1: Name of Corporation. The name of the corporation is the Columbia Basin Foundation and shall be referred to herein as the "Corporation".

Section 2: Corporation is Nonprofit. This Corporation has been formed pursuant to the Washington Nonprofit Corporation Act (RCW Chapter 24.03).

Section 3: Purpose and Objectives. The specific and primary purpose of this Corporation shall be to establish, operate, and maintain a community foundation which will assist donors in building an enduring source of charitable funds to meet the changing needs and interests of the community for the benefit of the residents of Grant, Adams, and Lincoln Counties.

**ARTICLE II
MEMBERSHIP**

Section 1: Members. The Corporation shall have no members. Unless otherwise provided herein or in the Washington State Nonprofit Corporation Act, any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1: General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2: Number, Election, and Qualifications. The number of Directors on the Board shall be not less than nine (9) nor more than fifteen (15). The number of Directors shall be fixed from time to time by the Board of Directors and the number so fixed shall comprise the entire Board of Directors. Directors shall be elected annually at the regular annual meeting of the Board of Directors. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each director shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign. Directors must be residents of, operate businesses in, or be employed in Grant, Adams or Lincoln Counties.

Section 3: Term of Office. Directors will serve for a term of three years. At each annual meeting of the board, a number of Directors shall be elected by the board equal to the

number of Directors whose terms have expired at the time of such meeting; provided however that, vacancies may be filled prior to the annual meeting as provided for in Article III, Section 4.

Section 4: Vacancies. In the case of any vacancy on the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors by an affirmative vote of majority thereof, may elect a successor to hold office until the next meeting for the election of Directors, and until the election and qualification of his successor. If the number of directors then in office is less than a quorum, the vacancy may be filled by (i) the unanimous written consent of the remaining Directors; (ii) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting; or, (iii) by the sole remaining Director.

Section 5: Resignation of Directors. Except as provided in this subparagraph any Director may resign, which resignation shall be effective by written notice to the President or the Secretary of the Board of Directors, unless the notice specifies a later date for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

Section 6: Removal. A Director may be removed for cause by a vote of two-thirds (%) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto.

Section 7: Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, providing that nothing therein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE IV MEETINGS

Section 1: Annual Meeting. The annual meeting of the Directors of the Corporation shall be held in Grant County at the time and place designated in the meeting notice for the purpose of electing or appointing Directors or officers for the ensuing year and/or for the transaction of such other business as may properly be brought before the meeting. The annual meeting may take place in conjunction with a regular board meeting.

Section 2: Regular Meetings. Regular meetings of the Board of Directors may be held in Grant County at such time and at such places within or without the State of Washington as may from time to time be determined by resolution of the Board, which resolution may authorize the President to fix the specific date and place of each of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this Article IV,

Section 2, a regular or special meeting of the Board may be held at any place consented to in writing by a majority of the board members, either before or after a meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 3: Special Meetings. Special meetings of the Directors may be called by the President and shall be called by the President or Secretary at the direction of not less than two (2) Directors then in office, or as may otherwise be provided by law. Such meetings shall be held in Grant County at the time and place designated in the meeting notice, unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case the meeting may be held at any place within or without the State of Washington. Any request for such special meeting shall state the purpose or purposes of the proposed meeting.

Section 4: Notice. Notice of the regular annual meeting and any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by notice to each Director at his address as shown by the records of the Corporation. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a board member or by such other notice as may be prescribed by law.

(A) Waiver or Notice. Notice of a regular annual meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

(B) Manner of Notice. Notice in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, date, day and hour of the annual meeting, a regular meeting or special meeting, and the purposes or purpose for which the meeting is called, shall be delivered not less than ten days before the date of the meeting by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Director.

If a notice is provided in a tangible medium, it may be transmitted by mail, private carrier, personal delivery, telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

If notice is provided in an electronic transmission, it must satisfy the requirements of state statute, RCW 24.03.009.

Section 5: Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by state law, the Articles of Incorporation or these bylaws.

Section 6: Conduct of Meetings. Meetings of the Directors shall be presided over by the President. The Secretary of the Corporation or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 7: Actions by Unanimous Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8: Meetings by Telephone Conference or Other Communication Equipment. A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all person participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting provided:

- (A) Each member participating in the meeting can communicate with all other members concurrently;
- (B) Each member is provided the means of participating in all the matters before the Board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the Board;
- (C) The Corporation adopts and implements some means of verifying both of the following:
 - (i) A person communicating by telephone electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and,
 - (ii) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 9: General Powers as to Negotiate Paper. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 10: Powers as to Other Documents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President, the Vice President, the Secretary, or the Treasurer.

ARTICLE V **BOARD OFFICERS**

Section 1: Designation and Qualifications. The Board officers of the Corporation shall be Board President, Board Vice President, Board Secretary, and Board Treasurer, each of whom shall be elected by the Board and be a member of the Board. No two offices may be held by the same person.

Section 2: Election and Term of Office. The Board officers shall be elected annually by the Board at the annual meeting of the Board. Each officer shall hold office until the next annual meeting and until his/her successor shall have been elected and qualified, or until he/she resigns or is removed. Each officer shall first be a member of the Board of Directors to qualify for an office. The position of Board President may be held by the same person for three (3) terms. All other positions may be held by the same person for two terms.

Section 3: Board President. The President, subject to the Board's control, shall supervise and control all of the business and affairs of the Corporation. He/she, along with such other officers as the Board may designate, shall sign deeds, leases, mortgages, contracts, or other instruments that the Board authorized to be signed, unless the Board designates some other officer or agent of the Corporation to so execute. He/she shall have all the powers and duties normally incident to the office of President and as prescribed by the Board of Directors.

Section 4: Board Vice President. The Vice President, in the event of death, disability, resignation, removal, or absence of the President, shall perform all necessary duties which would otherwise be performed by the President, and such duties as may be prescribed by the Board of Directors. The Vice President shall have all of the duties and authority normally vested in a Vice President.

Section 5: Board Secretary. The Secretary shall (a) review and sign the minutes of the Board meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) sign such documents as may be required by the Board or

state law; and (d) in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President or the Board.

Section 6: Board Treasurer. The Treasurer shall chair a Finance Committee and perform all of the duties incident to the office of Treasurer, and such other duties s from time to time may be assigned to him/her by the President or Board.

Section 7: Miscellaneous Duties and Powers. In addition to the foregoing specifically enumerated duties and powers, the several officers of the corporation shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the directors or any officer herein authorized to do so or as may be imposed upon them by law.

Section 8: Resignation. Any officer may resign for any reason, upon delivering written notice to the Board Chair, Board Treasurer or Board Secretary, to the meeting of the directors or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time or upon the occurrence of some other event and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE VI COMMITTEES

Section 1: Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law. Persons who are not directors may serve on ad hoc committees. Committees of Directors may receive information from the public or may designate advisory committees composed of non-Board members to make recommendations to the committees.

Section 2: Term of Office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3: Chair. One member of each committee shall be appointed Chair.

Section 4: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5: Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum

and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7: Executive Committee. There shall be an Executive Committee which will consist of the President, Vice President, Treasurer and Secretary. The Executive Committee shall have the power to transact all regular business of the Corporation during the period between the meetings of the Board subject to any prior limitation imposed by the board and subject further that all matters of major important and of policy significance, which shall be referred promptly to the Board. The President may appoint additional Directors to serve on this committee. The President shall act as Chair of the Executive Committee.

ARTICLE VII **INDEMNIFICATION AND INSURANCE**

Section 1: Rules. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall

determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article V, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Any indemnification under Sections (1) and (2) of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article V. Such determination shall be made (i) by the Board of Directors by a majority of the vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that "he is entitled to" be indemnified by the Corporation as authorized in this Article V.

Section 6. The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article V.

ARTICLE VIII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X
SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Columbia Basin Foundation".

ARTICLE XI
AMENDMENTS

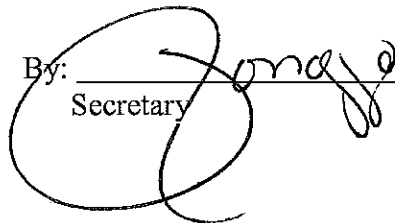
The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Article of Incorporation.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, secretary of the Corporation, does hereby certify that the above and foregoing Bylaws consisting of twelve (12) pages, were duly adopted by the directors of said Corporation on the 9th day of March 2009, and that they now constitute said Bylaws.

COLUMBIA BASIN FOUNDATION

By:  _____
Secretary