

BYLAWS OF PACIFIC FOREST FOUNDATION

ARTICLE 1. PURPOSES

1.1 The name of the corporation is Pacific Forest Foundation (“Foundation”), which has been organized under the nonprofit corporation laws of the State of Washington. The corporation shall be organized and operated for educational purposes within the meaning of Internal Revenue Code 501(c)(3) to develop and sponsor projects to educate the public about how the forest resource is managed and used, and to develop, sponsor and conduct educational activities that convey how natural resources are used to satisfy human needs.

12 Limitations on Corporate Actions. As a non-profit corporation, the Pacific Forest Foundation: (1) shall not have or issue shares of stock; (2) shall not make any disbursement of income to its members, directors, or officers and shall not allow the net earnings of the organization to inure to the benefit of any individual; (3) shall not loan money or credit to its officers or directors; (4) shall not attempt to influence legislation as a substantial part of its activities; (5) shall not participate in any campaign activity for or against political candidates.

ARTICLE 2. OFFICES

21 Business Office. The principal office of the corporation shall be located at any place within the state of Washington. The corporation may have such other offices, either within or without the state of Washington, as the Board of Directors may designate or as the business of the corporation may require from time to time. The corporation shall maintain at its principal office a copy of certain records, as specified in Section 2.3.

22 Registered Office. The registered office of the corporation, required by RCW 24.08.050, shall be located within Washington and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

23 Minutes and Accounting Records. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, record of all actions taken by the Board of Directors without a meeting, and record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation. The corporation shall maintain appropriate accounting records.

ARTICLE 3. BOARD OF DIRECTORS

31 General Powers. All corporate powers shall be exercised by, or under the authority of, the Board of Directors and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

32 Number, Tenure, and Qualifications of Directors. The authorized number of directors shall be not less than one (minimum number) nor more than fifteen (maximum number). The current number of directors shall be within the limits specified above, and as determined (or as amended from time to time) by resolution adopted by the directors. The directors shall consist of the active Pacific Logging Congress executive board members. Each director shall hold office for a term equal to their term as a Pacific Logging Congress board member or until removed. However, if a director's term expires, the director shall continue to serve until the director's successor shall have been elected and qualified, or until there is a decrease in the number of directors. Directors do not need to be residents of Washington.

33 Regular Meetings of the Board of Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the state of Washington, for the holding of regular meetings, which shall be held without other notice than such resolution. If permitted by Section 3.7, any such regular meeting may be held by telephone.

3.4 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the president or any one director. The person authorized to call special meetings of the Board of Directors may fix any place within the county where this corporation has its principal office as the place for holding any special meeting of the Board of Directors or, if permitted by Section 3.7, such meeting may be held by telephone.

35 Notice of, and Waiver of Notice for, Special Directors' Meetings. Notice of any special directors' meeting shall be given at least two days before the meeting either orally or in writing. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:

- (1) When received;
- (2) Five days after deposited in the United States mail, addressed to the director's business office, with postage thereon prepaid; or
- (3) The date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director.

Any director may at any time waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. 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 and at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

36 Directors' Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.7 Directors, Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.

Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when action is taken is deemed to have assented to the action taken unless:

- (1) The director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;
- (2) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) The director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

38 Directors' Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all the directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document.

3.9 Board of Directors' Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the other directors may fill the vacancy. During such time that the directors fail or are unable to fill such vacancies then and until the directors act:

- (1) If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

The term of a director elected to fill a vacancy expires when the term of the director who is replaced expires.

3.10 Directors' Compensation. Unless otherwise provided in the articles of incorporation, by resolution of the Board of Directors, each director may be paid expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any capacity and receiving compensation therefor.

ARTICLE 4. OFFICERS

41 Number of Officers. The officers of the corporation shall be a president, a secretary, and a treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers as may be deemed necessary, including any vice-presidents, may be appointed by the Board of Directors. If specifically authorized by the Board of Directors, an officer may appoint one or more officers or assistant officers. The same individual may simultaneously hold more than one office in the corporation.

42 Appointment and Term of Office. The officers of the corporation shall be appointed by the Board of Directors for a term as determined by the Board of Directors. (The designation of a specified term grants to the officer no contract rights, and the board can remove the officer at any time prior to the termination of such term.) If no term is specified, they shall hold office until they resign, die, or until they are removed in the manner provided in Section 4.3.

43 Removal of Officers. Any officer or agent may be removed by the Board of Directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

44 President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed

or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

45 The Vice-Presidents. If appointed, in the absence of the president or in the event of the president's death, inability, or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their appointment) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. (If there is no vice-president, then the treasurer shall perform such duties of the president.) Any vice-president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors any instruments that the Board of Directors has authorized to be executed and shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

46 The Secretary. The secretary shall:

- (1) Keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose;
- (2) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (3) Be custodian of the corporate records;
- (4) When requested or required, authenticate any records of the corporation;
- (5) 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 or her by the president or by the Board of Directors.

4.7 The Treasurer. The treasurer shall:

- (1) Have charge and custody of and be responsible for all funds and securities of the corporation;
- (2) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and
- (3) In general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board of Directors.

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.8 Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors.

ARTICLE 5. INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

5.1 Indemnification of Directors. The corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with RCW 23B.08.550 and a determination has been made in accordance with the procedures set forth in RCW 23B.08.550 that the director met the standards of conduct in Sections 5.1.1-5.1.3.

5.1.1 Standard of Conduct. The individual shall demonstrate that:

- (1) The individual conducted himself or herself in good faith; and
- (2) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- (3) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

5.1.2 No Indemnification Permitted in Certain Circumstances. The corporation shall not indemnify a director under this Section 5.1:

- (1) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- (2) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

5.1.3 Indemnification in Derivative Actions Limited. Indemnification permitted under this Section 5.1 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

5.1.4 Mandatory Indemnification. In addition, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding

to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

52 Advance for Expenses of Directors. The corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding, if:

(1) The director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 5.1;

(2) The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 5.1 or RCW 23B.08.500 through RCW 23B.08.600.

5.3 Indemnification of Officers, Agents, and Employees Who Are Not Directors. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6. DISSOLUTION

6.1 Corporation's Power to Indemnify Officers, Employees, and Agents. To the fullest extent not prohibited by law, the corporation may, at the discretion of the corporation's Board of Directors, indemnify any officer, employee, or agent made a party to a proceeding because the person is or was an officer, employee, or agent of the corporation against any liability incurred in connection with that proceeding; *provided, however,* that nothing in these **Bylaws** or the Articles of Incorporation will obligate or permit the corporation to indemnify any officer, employee, or agent in connection with a proceeding by or in the right of the corporation in which the officer, employee, or agent is adjudged personally liable to the corporation or in connection with any other proceeding charging improper personal benefit to the officer, employee, or agent in which the officer, employee, or agent is adjudged liable on the basis of having improperly derived a personal benefit.

6.2 Advancement of Expenses to Officer, Employees, and Agents. To the fullest extent not prohibited by law, the corporation may, at the discretion of the corporation's Board of Directors, pay for or reimburse the reasonable expenses incurred by an officer, employee, or agent who is a party to a proceeding described in Section 6.3 above in advance of the final disposition of the proceeding.

ARTICLE 7. AMENDMENTS

71 Amendments. The corporation's Board of Directors may amend or repeal the corporation's bylaws unless:

- (1) The articles of incorporation or the Washington Business Corporation Act reserves this power exclusively to the shareholders in whole or part;
- (2) The shareholders in adopting, amending, or repealing a particular bylaw provide expressly that the Board of Directors may not amend or repeal that bylaw; or

The corporation's shareholders may amend or repeal the corporation's bylaws even though the bylaws may also be amended or repealed by its Board of Directors.

Adopted this ____ day of _____, 2003.

President

Secretary