

**BY-LAWS of the
PACIFIC LOGGING CONGRESS
(RESTATED)**

ARTICLE I - Meetings of Members

SECTION 1. ANNUAL MEETINGS. The annual meeting of the members of this corporation shall be held each year at such time and place as the board of directors may prescribe. The annual meeting or the summer board meeting will be in British Columbia or elsewhere in Canada once within every five-year period.

SECTION 2. SPECIAL MEETINGS. Special meeting of the members of this corporation may be called at any time by the president, the board of directors, or 25 members having the right to vote at such meeting.

SECTION 3. QUORUM. Those voting members present at any annual or special meeting of the members constitute a quorum at the meeting. At the direction of the president, matters may be submitted to the membership by mail or electronic ballot. Except as otherwise required by law, the Articles of Incorporation or these By-laws, the vote of the majority of those who vote by mail or electronically shall decide such issues.

SECTION 4. NOTICE. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or electronically sent to all members not less than seven nor more than fifty days prior to such meeting.

ARTICLE II - Board of Directors

SECTION 1. POWERS. The business and affairs of this corporation shall be managed by a board of directors.

SECTION 2. ANNUAL MEETINGS. The annual meeting of the board of directors shall be held during or immediately preceding the annual meeting of the members at a time and place to be designated by the president.

It is the Board's policy that the Antitrust Compliance Policies and Procedures as printed below and printed in the current board directory. This will be referenced to as the first order of business at all meetings of the Board of Directors.

SECTION 3. SPECIAL MEETINGS. Special meetings of the board of directors may be called at any time by the president or any five directors.

SECTION 4. QUORUM. Ten Percent of the total number of directors (including past presidents) shall constitute a quorum at any annual or special meeting of the board of directors. Any action of the board may also be taken by mail or electronic ballot at the direction of the president. For such action to be valid, a majority of directors then serving must participate.

SECTION 5. NOTICE. Written or printed notice stating the place, day and hour of the meeting, whether annual or special, shall be mailed or electronically sent to all directors (including past presidents) not less than 10 days prior to such meeting.

SECTION 6. VACANCIES. Any vacancy occurring in the board of directors shall be filled by the majority vote of the remaining directors though less than a quorum. A director so elected shall be elected for the unexpired portion of the term of the predecessor in office.

SECTION 7. NON-CONTINUOUS SERVICE. A director must be an individual member or representative of a firm member of the Congress. With the exception of the treasurer or secretary/treasurer, no one may be nominated to succeed him/herself except upon an affirmative vote of a majority of the board of directors

SECTION 8. EXECUTIVE DIRECTOR. The board of directors may employ an executive director as the administrative officer of the corporation. The executive director shall have charge of the general operation of the corporation subject to the direction of the president and the board of directors, but shall not have any policy-making function and may not vote on board business. The compensation and tenure of the executive director shall be fixed by the executive board.

ARTICLE III – Officers

SECTION 1. OFFICERS, TERMS. The officers shall be a president, one or more vice presidents, a secretary, a treasurer and such other officers as the board of directors shall from time to time appoint. The officers shall be elected by the board of directors at their annual meeting to serve for terms of one year commencing on January 1 of the year following their election and until their successors are elected and take office.

All officers must be elected from among the members of the board of directors. Nominations for officers shall be made by a committee composed of the president and the four most immediate past presidents.

SECTION 2. VACANCIES. A vacancy occurring in any office shall be filled by election of the board of directors. An officer so elected shall be elected for the unexpired portion of the term of the predecessor in office.

SECTION 3. PRESIDENT. The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the property and affairs of the corporation; shall preside at all meetings of the members and of the board of directors; shall be an ex-officio member of all committees; shall have the general powers and duties of management usually vested in the office of president of a corporation; and shall have such other powers and duties as may be prescribed by the board of directors.

SECTION 4. VICE PRESIDENTS. The vice presidents shall be of such number and shall perform such duties as the board of directors shall prescribe. In the absence or disability of the president, those duties and powers shall be performed and exercised by the senior vice president as designated by the board of directors.

SECTION 5. SECRETARY. The secretary shall keep or cause to be kept at the principal office of the corporation or at such other place as the board of directors may

order, a book of minutes of all meetings of directors, executive committee and members showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present at directors' and executive committee meetings, the number of members present at meetings of the members, and the proceedings thereof.

The secretary shall give or cause to be given such notice of the meetings of the members and of the board of directors and executive committee as is required by the articles of incorporation of the by-laws; shall keep the seal of the corporation and affix it to all documents requiring a seal; and shall have such other powers and perform such other duties as may be prescribed by the board of directors.

SECTION 6. TREASURER. The treasurer shall, or oversee the executive director to, receive and account for all funds received and disbursed by the corporation; shall have general control of the accounting records of the corporation and shall, upon the direction of the board of directors have the books audited by an independent auditor. The treasurer shall make a detailed financial report to the board of directors at their annual meeting and shall cause to be prepared and distributed to the board of directors a written financial statement at the close of the fiscal year of the corporation.

ARTICLE IV—Committees

SECTION 1. EXECUTIVE COMMITTEE. The board of directors shall, by resolution adopted by a majority of the directors in office, appoint an executive committee consisting of the officers of the Congress, the three most recent active past presidents, and one allied industry director at large. The president shall serve as chairman. The executive director shall participate in the meetings of such committee at the direction of the president, but shall not have the right to vote. If a past president becomes unavailable to serve on the Executive Committee during the four years immediately following the presidential term, the board shall fill that position by appointing the next most recent past president available to serve.

The executive committee shall have the responsibility for the day to day operation of the Congress such as financial affairs (including approval of investment of Congress funds on both long and short term basis), property management, policies, and the like when timeliness and practicality do not permit involvement of the full board.

The executive committee may appoint sub-committees to assist it and may include additional directors on such sub-committees as needed.

At any meeting of the executive committee, a majority of those serving shall constitute a quorum.

SECTION 2. NOMINATING COMMITTEE. The nominating committee shall consist of the third most recent past president of the Congress, as chair, together with one district director from each district and one allied industry director at large, all chosen by the nominating committee chair. The nominating committee shall present a nomination for each district and at large position on the board of directors to be elected at each annual meeting and for such other positions as the president may from time to time direct.

Any voting member of the Congress present at the annual meeting may make additional nominations.

SECTION 3. PROGRAM COMMITTEE. The president shall appoint a program committee, which shall be composed of the president, senior vice president and such other directors as the president may appoint.

SECTION 4. SPECIAL COMMITTEES. The President is empowered to appoint such special committees as may be needed to address short term problems or activities of the Congress. Appointment of such committees shall be subject to the approval of the board of directors.

ARTICLE V - Books and Records

This corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and executive committee. It shall keep at its registered office in this state a record of the names and addresses of its members entitled to vote. All books and records of this corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VI -Dues and Assessments

Dues and assessments shall be set by action of the executive committee. Dues shall be payable each year by the time of the annual meeting, and failure by any member to pay the full amount of his dues within 30 days after such date shall cause the automatic termination of such member's membership rights.

ARTICLE VII - Amendments to By-Laws

The board of directors shall have power to alter, amend or repeal the by-laws or adopt new by-laws by a two-thirds vote of the directors in attendance at any meeting of the board of directors at which a quorum is present or by mail ballot.

ARTICLE VIII - Execution of Checks and Drafts

SECTION 1. MANNER OF EXECUTION. All checks, drafts and orders for payment of money shall be signed in the name of the corporation by such officer or officers or agent or agents as the board of directors shall from time to time designate for that purpose.

SECTION 2. AUTHORIZATION. The board of directors may designate the officer or officers including the executive director who shall have either general or particular authority to execute any instruments on behalf of the corporation. In the absence of such authorization, no officer, agent or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose for any amount.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or senior vice president and the secretary may execute the same in the name and on behalf of the corporation, and (may affix the corporate seal); provided, that no such instrument shall be invalid for failure of execution by the secretary if the president or senior vice president signs the instrument.