

RESTATED BYLAWS
OF
LUTHERWOOD CAMP
AND RETREAT CENTER
Revised October 18, 2008

PREAMBLE

In the name of the Father, and of the Son, and of the Holy Spirit.

Name

The name of the Corporation for which these Bylaws have been adopted is Lutherwood Camp and Retreat Center.

Mission

In partnership with Western Washington Lutheran Congregations, Lutherwood Camp and Retreat Center is a year-round outdoor ministry, renewing all in the Holy Spirit through education, adventure, service, and prayer.

Values

Lutherwood Camp and Retreat Center is boldly centered in God and expresses its faith in the Lutheran tradition; is committed to spiritual growth, education, evangelism, and professionalism in all programs; extends hospitality to everyone and strives for diversity and respect for all; and values and embraces those who share their time, talents, resources, and energies.

Article I Purpose & Process

- 1.1 The purpose of Lutherwood Camp and Retreat Center is:
 - 1.1.1 To facilitate spiritual and educational growth through a Christian environment;
 - 1.1.2 To provide the facilities to the Lutheran community as an extension of the Church; and
 - 1.1.3 To provide the facilities to other Christian or educational groups consistent with the meaning of the Internal Revenue Code 501 (c) (3) and the Washington Nonprofit Corporation Act.
- 1.2 Scope. The scope of this ministry may include ownership and development of such property as is considered essential to the ministries proposed.
- 1.3 Consistency. Development, promotion and implementation of this ministry shall be consistent with the statement of philosophy and mission adopted by the Annual Membership Meeting.
- 1.4 Principal Office. The principal office of Lutherwood Camp and Retreat Center (the "Corporation") shall be located at 1185 Roy Road, Bellingham Washington.
- 1.5 Other Offices. The Corporation may have such other offices, either within or outside the state of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

Article II Membership

- 2.1 The members of this Corporation shall be defined in the Articles of Incorporation. Annual contributions by congregations to the ministry may include, but shall not be exclusive of:
 - 2.1.1 Budgeted gifts, congregational fund-raisers or offering collections by the congregation to benefit the general operating, designated or capital appeals funds of the ministry.
 - 2.1.2 Contributions toward the Campership Fund.
 - 2.1.3 Member congregations are encouraged to boldly and confidently step out in faith to generously support this Corporation in time, talents and treasures, following God's gracious direction.
 - 2.1.4 Membership in the Corporation shall reflect contributions from the congregation to the ministry, not contributions of individual members or auxiliary groups of the congregation to the ministry.

- 2.1.5 Membership in the Corporation shall derive certain benefits, as determined by the Board, and may include discounted retreat, camper and other user fees; priority scheduling for church events at camp; special pastoral and professional church staff benefits, fees and accommodations; and regular receipt of newsletters, brochures, publications and announcements. Member congregations have voice and vote at the Annual Membership and at Special Meetings of the Corporation.
- 2.1.6 The Board shall determine membership prior to calling the Annual Membership Meeting and shall cause to be distributed with the call for the Annual Membership Meeting to all congregations eligible for membership.
- 2.2 Congregational Delegates: Representation of member congregations to Corporation Meetings shall be defined in the Articles of Incorporation.
 - 2.2.1 All congregational delegates shall be members in good standing of their respective congregations' the time of their representation.
 - 2.2.2 Such delegates shall be certified in writing by the congregation to the Secretary of the Corporation. Member congregation delegates are expected to keep their congregations informed about the activities and progress of the Corporation, serve as the liaison between the congregation and the Corporation, actively encourage and promote financial support and interest in the Corporation, and attend all regular and special meetings of the Corporation.

Article III Corporate Meetings

- 3.1 Highest Legislative Authority. Meetings of the Corporation shall be the highest legislative authority of the Corporation and shall deal with all matters which are necessary in pursuit of the purposes and functions of this Corporation. The powers of Corporate Meetings are limited only by the provisions of the Articles of Incorporation and these Bylaws, and resolutions of Corporate Meetings.
- 3.2 Annual Membership Meeting. The Annual Membership Meeting of the Corporation shall be held within ninety (90) days of the conclusion of the fiscal year at the principal office of the Corporation, or at such other place as the Board by resolution may prescribe. Members shall:
 - 3.2.1 Review the work of the Board, and for this purpose require and receive reports from them and act on business proposed by them;
 - 3.2.2 Adopt a budget for the Corporation;
 - 3.2.3 Elect Directors. If the election of Directors is not held on the day designated for the Annual Meeting of the Corporation, or at any adjournment thereof, the election shall be held at a special meeting of the Corporation called within 90 days of the Annual Membership Meeting;
 - 3.2.4 Make amendments to these Bylaws and restate the Articles of Incorporation, when appropriate;
 - 3.2.5 Receive and consider proposals from meeting's congregational delegates;
 - 3.2.6 Transact such other business as may come before the meeting.
- 3.3 Special Meetings. The President of the Board may call Special Meetings of the Corporation for any purpose. Upon resolution by the Board, the President shall call a Special Meeting of the Corporation. A Special Meeting of the Corporation may be called by petition from not less than 25 of the member congregations.
- 3.4 Place of Meeting. All meetings shall be held at the principal office of the Corporation, or at a site designated by the Board.
- 3.6 Notice of Meeting. The President or Board, when calling a Special Meeting of the Corporation or the Secretary for the regular Annual Membership Meeting, shall cause to be delivered to each known member congregation by mail not less than thirty (30) days before the meeting nor more than fifty (50), written notice stating the place, day and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called.
- 3.7 Conduct of Meeting. Except as otherwise specifically provided by resolution or by these Bylaws,

all meetings shall be conducted according to the most recent and available edition of "Robert's Rules of Order."

- 3.8 Quorum. Those certified congregational delegates present at a meeting, if adequate notice has been given or waived, shall constitute a sufficient quorum for conducting the business of a meeting provided at least ten member congregations are present.
- 3.9 Election of Board of Directors. Each delegate entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.
- 3.10 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington law, a waiver thereof in writing, signed by 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.

Article IV Board of Directors

- 4.1 Number, Tenure and Qualifications.
 - 4.1.1 The Board will be composed of fifteen (15) Directors.
 - 4.1.2 The number of Directors may be changed from time to time by an amendment of these Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
 - 4.1.3 The Directors shall be elected by a majority vote of the delegates present at the Annual Membership Meeting of the Corporation for a term of three (3) years, in such a manner that a proportionate number of Directors shall be elected each year.
 - 4.1.4 Directors shall be eligible to serve no more than two full terms consecutively.
 - 4.1.5 Each Director shall be a member in good standing of a member Lutheran congregation for the duration of his or her term of office.
- 4.2 The Board shall have the power to:
 - 4.2.1 Call meetings of the Corporation as they deem necessary within the limitations prescribed by these Bylaws.
 - 4.2.2 Directors shall have voice and vote, be able to offer, move, second nominations; and to propose resolutions, and amendments to resolutions.
 - 4.2.3 Make rules and regulations and policies and act in any other way—not inconsistent with the laws of the State of Washington, the Articles of Incorporation of this Corporation, these Bylaws, or their current successors and with Lutheran faith and practice—for the guidance of the officers, staff or participants in the management or programs of the Corporation.
 - 4.2.4 Hire an Executive Director qualified for the work set forth in a job description for the position developed and endorsed by the Board.
 - 4.2.5 Develop the Annual Budget for approval by the Annual Membership Meeting.
 - 4.2.6 Incur such indebtedness as is deemed necessary and authorize the execution of such obligation and securities as they deem advisable, provided that any such obligation or indebtedness for a single purpose shall not exceed \$20,000 without prior authorization at an Annual or Special Meeting of the Corporation.
 - 4.2.7 Mission Statement Review. The Board of Directors (Board) shall draft a statement of philosophy and mission for the ministry, consistent with the philosophy and mission of the national Lutheran Church bodies involved, which provides specific directions for its operations and programs. The Mission Statement shall be reviewed at the fall meeting of the Board each odd-numbered year. Amendments to the Mission Statement shall be proposed for adoption at the following Annual Membership Meeting.
 - 4.2.8 Secure for the Corporation properties deemed essential to the affairs of the Corporation with approval of the Corporation Annual Membership or Special Meeting called for that purpose.
 - 4.2.9 In consultation with the Executive Director, appoint Standing and Ad Hoc Committees considered essential to the management of the affairs of the Corporation.

- 4.2.10 Develop long range plans for the Corporation.
- 4.2.11 Continuing Resolution Review. The Board shall review all continuing resolutions at the fall meeting of the Board each even-numbered year. A report shall be prepared to state compliance and propose amendments of resolutions for adoption at the following Annual Membership Meeting to further the purpose and processes of this Corporation.
- 4.3 Meetings
 - 4.3.1 Open Meeting Policy. All meetings of the Board and Committees shall be open.
 - 4.3.1.1 A public calendar of times and places of Regular and Special Board Meetings shall be available at the Principle Office of this Corporation.
 - 4.3.1.2 The Board shall develop and adopt a policy providing for silent observers and for providing agenda space for member congregations.
 - 4.3.2 Regular Board Meetings. A Regular Board Meeting shall be held without notice immediately after and at the same place as the Annual Membership Meeting of the Corporation or subsequent Special Membership Meeting called for that purpose. By resolution, the Board may provide the time and place for holding additional Regular Meetings.
 - 4.3.3 Special Board Meetings. Special Board Meetings may be called by, or at the request of, the President or any three Directors. Notice shall be 5(five) business days of regular USPS postal operations, but may be called in any means provided within these Bylaws. The person or persons authorized to call Special Meetings may fix any place within any county of Washington where resides an active member congregation as the place for holding any Special Board Meeting called by them. Such call of any Special Meeting shall include the purpose for which it is called. Business transacted at any Special Meeting shall be limited to that stated at the call of the Meeting.
- 4.4 Special Meeting by Electronic Means.
 - 4.4.1 Justification. The Board may meet and take action by resolution, by telephone or other electronic means only in such circumstance that a timely call of a Special Meeting of the Board will preclude regularly scheduled operation of the Corporation's ministries.
 - 4.4.2 Telephone Participation. Members of the Board or any committee designated by the Board may participate in a Meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the Meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting.
 - 4.4.3 Electronic Participation. Members of the Board or any committee designated by the Board may participate in an Electronic Meeting of such Board or committee by means of electronic transmission (fax or E-mail) by means of which all persons participating in the Meeting can respond.
 - 4.4.3.1 Every current Director must respond for action to be recognized or approved. Participation by such means shall constitute presence in person at a Meeting.
 - 4.4.3.2 Hard copy of all responses shall be included in the minutes of the Meeting of the Board.
- 4.5 Notice and Consent.
 - 4.5.1 Written Notice. Written notice of each Special Board Meeting shall be delivered personally, sent electronically (fax or E-mail) or mailed to each Director at his or her last known address not more than thirty (30) and at least seven (7) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If notice is sent electronically, it shall be deemed to be delivered when the message has been transmitted to the last known number of address and no correction or error message is returned.
 - 4.5.2 Electronic Notice. Notice to Directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to Directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter. Notice to Directors may include material that this chapter requires or permits to accompany the notice.
 - 4.5.3 Consent. A Director who provides consent, in the form of a record, to receipt of electronically

transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.

- 4.5.4 Revoke Consent. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record.
- 4.5.4.1 Default Revocation. The consent of any Director is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any Meeting or other action.
- 4.5.4.2 Electronic Network Notice. Notice to Directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the Director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
- 4.5.4.3 Time of Electronic Network Notice. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.
- 4.6 Waiver of Notice. In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by 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. 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. The business to be transacted at a Special Board Meeting needs to be specified in the notice or waiver of notice of such Meeting.
- 4.7 Quorum. Fifty (50%) percent of the currently elected Directors 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 at a Meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in the Articles of Incorporation or these Bylaws.
- 4.9 Action by Directors Without a Meeting. Any action required or permitted to be taken at a Meeting of the Board may be taken without a Meeting if a written consent setting forth the action to be taken is signed by each of the Directors.
- 4.9.1 Any such written consent shall be inserted in the minute book as if it were the minutes of a Board Meeting. Such action may be taken only in such circumstance that a timely call of a special meeting of the Board will preclude regularly scheduled operation of the Corporation's ministries.
- 4.10 Nominating Committee. Candidates for Directors shall be presented to the Annual Membership Meeting by a Nominating Committee chaired by the Vice President. The Committee will consist of the Vice President, and one other member of the Board, and two Member delegates who will be elected at the previous Annual Membership Meeting. Members of the Nominating Committee may serve multiple times, but may not serve any two consecutive years. The names of the nominees for Directors positions shall be presented in the printed agenda for the Annual Membership Meeting. Nominations may come from the floor provided such nominee has consented to serve as a Director. The Nominating Committee shall make every effort to put forward such nominees as to achieve a balanced representation from the Evangelical Lutheran Church in America and the Lutheran Church Missouri Synod, or any successor body; the

geographic areas of Western Washington; lay and clergy; and male and female.

- 4.11 Vacancies Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors. A Director shall be appointed for the un-expired term of his or her predecessor in office. A Director filling and un-expired term of longer than two years shall be considered having served a completed term. Any position to be filled by reason of an increase in the number of Directors shall be filled by election at an Annual Membership Meeting or at a Special Meeting of the Corporation called for that purpose.
- 4.12 Resignation. Any Director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.
- 4.13 Removal of Directors.
 - 4.13.1 A Director shall, by resolution, be removed from the Board upon three (3) consecutive unexcused absences from Regular Board Meetings.
 - 4.13.2 At a Board Meeting called expressly for that purpose, one or more Directors may be removed from office, by resolution, with or without cause, by two-thirds of the votes cast by Directors for which a quorum is present.
 - 4.13.3 At the Annual Membership Meeting, or a Special Meeting called expressly for that purpose, one or more Directors may be removed from the Board, by resolution, with or without cause, by two thirds of the votes cast by delegates present, at which a quorum is present.
- 4.14 Standing or Temporary Committees.
 - 4.14.1 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 one or more Director(s) and other representatives of member congregations as appointed by the Board.
 - 4.14.2 Only a committee member who is a Director shall serve as a liaison between the committee and the Board.
 - 4.14.3 Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such provisions and limitations as prescribed by the Board, except that no committee shall have the authority to:
 - 4.14.3.1 Amend, alter or repeal these Bylaws; Elect, appoint or remove any member of any other committee or any Director or Officer of the Corporation;
 - 4.14.3.3 Amend the Articles of Incorporation;
 - 4.14.3.4 Adopt a plan of merger or consolidation with another Corporation;
 - 4.14.3.5 Authorize the sale, lease, purchase or exchange of any of the property and assets of the Corporation;
 - 4.14.3.6 Authorize the voluntary dissolution of the Corporation or revoke proceedings therefore;
 - 4.14.3.7 Adopt a plan for the distribution of the assets of the Corporation; or
 - 4.14.3.8 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, him or her by law.
- 4.15 Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.
- 4.16 Conflict of Interest. The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation and consistent with the purposes set forth in the Articles of Incorporation.
 - 4.16.1 No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any entity in which one or more of the Directors are peculiarly or otherwise interested, shall be void when such Director or Directors are present at the Meeting of the Board which authorizes or approves the contract or transaction, unless the fact of the

common directorate or interest is disclosed or known to the Board and noted in the minutes, and the Board authorizes, approves or ratifies such contract or transaction in good faith by a vote sufficient for the purpose.

- 4.16.2 Common or interested Directors may be counted in determining the presence of a quorum at any meeting of the Board or committee thereof which authorizes, approves, or ratifies any contract or transaction.
- 4.16.3 Such Directors shall be precluded from voting.

Article V: Officers

- 5.1 Number and Qualifications.
 - 5.1.1 The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. These Officers shall comprise the Executive Committee. The Executive Committee shall assist the President in duties and responsibilities detailed in these Bylaws and shall otherwise have no exclusive powers separate from the whole Board. Other Officers may be appointed by the Board as the Board may determine to be necessary from time to time. No two offices may be held at the same time by the same individual.
 - 5.1.2 Election and Term of Office: The Officers of the Corporation shall be elected annually by the Board at the first Regular Meeting of the Board following the Annual Membership Meeting of the Corporation. Each Officer shall hold office until the next Annual Meeting and until a successor shall have been elected and qualified unless the Officer resigns or is removed.
 - 5.1.3 Removal: Any Officer, committee member or agent, elected or appointed by the Board, may be removed by the Board for good cause, whenever in the Board's judgment the best interests of the Corporation would be served thereby.
 - 5.1.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the un-expired portion of the term.
- 5.2 President. The President shall:
 - 5.2.1 Call and serve as Chair of the Board of Directors and preside at all meetings of the Corporation and Board of Directors as provided by these Bylaws;
 - 5.2.2 Upon authorization by the Board, sign deeds, mortgages, contracts, or other instruments for the purchase, the transfer, or for the conveyance of property of for the transaction of the business and affairs of the Corporation;
 - 5.2.3 Appoint persons to committees to assist the Board of Directors in its duties as exclusively provided by these Bylaws;
 - 5.2.4 Prepare a written and detailed report to the Annual Corporation Meeting of the Corporation.
- 5.3 Vice President. The Vice President shall:
 - 5.3.1 In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
 - 5.3.2 The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.
 - 5.3.3 The Vice President shall serve a Chair of the Nominating Committee.
- 5.4 Secretary. The Secretary shall:
 - 5.4.1 Keep the minutes of Corporation and Board meetings in one or more books provided for that purpose;
 - 5.4.2 Minutes shall be kept at the Corporate Office and shall be available to any member of any member congregation;
 - 5.4.3 See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
 - 5.4.4 Be custodian of the corporate records and cause the Registered Agent to maintain all records required by law;
 - 5.4.5 Keep a register of the post office address of each member congregation of the Corporation as furnished to the Secretary by each member congregation;

- 5.4.6 Maintain a Calendar of Meetings of the Board in the Corporate Office; and
- 5.4.7 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.

- 5.5 Treasurer. The Treasurer shall:
 - 5.5.1 Oversee management of funds of the Corporation;
 - 5.5.2 Oversee the keeping of accurate records of all receipts and disbursement of the Corporation;
 - 5.5.3 Ensure that there is an adequate system of internal controls surrounding the handling of and accounting for Corporation funds;
 - 5.5.4 Shall provide a correct and complete statement of revenue, expenses, cash on hand, payables and receivables at each Regular Meeting of the Board;
 - 5.5.5 Make records available for financial review of operating statements and financial position at the close of the Fiscal Year as directed by the Board.
 - 5.5.6 Be a member of any Finance Committee and oversee the preparation of the Budget.
 - 5.5.7 Perform all other duties as assigned by the Board of Directors.

Article VI: Administrative Provisions.

- 6.1 **Contracts.** The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

- 6.2 **Loans.** No loans shall be executed on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

- 6.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer, Officers, agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

- 6.4 **Deposits. Depositories.** The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board.

- 6.5 **Books and Records.** The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each Officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of any member congregation.

- 6.6 **Fiscal year.** The fiscal year of the Corporation shall end December 31st of each year.

Article VII: Amendments

These Bylaws may be altered, amended, repealed or added to by the affirmative vote of the majority of voting members at any Annual Membership Meeting or at a Special Meeting called for that purpose provided that a Written Notice shall have been sent to each member congregation of record entitled to vote at such meeting at the last know post office address not less than thirty (30) nor more than fifty (50) days before the date of such Annual or Special Meeting, which Notice shall state the alterations, amendments, additions or changes which are proposed to be made in such Bylaws. Only such changes

shall be made as have been specified in the Notice.

Article VIII: Indemnification

To the full extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as Director or Officer of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the Washington Business Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

Approved by the members of the Corporation on October 18, 2008.

Attested:

Secretary

President
