

AMENDED AND RESTATED POTLATCH FUND BYLAWS

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**AMENDED AND RESTATED
BYLAWS
OF
POTLATCH FUND**

Article I
Offices

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors may designate. 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.

Article II
Membership

The Corporation shall have no members.

Article III
Purposes and Objectives

3.1 The Corporation has been organized as a nonprofit corporation under the Revised Code of Washington State, raising and distributing funds to advance and promote the direct participation of Northwest tribes and their members in the full use of the economy in Alaska, Washington, Oregon, Idaho and Montana. Support for the Corporation is not limited to residents or organizations within those states.

3.2 Contributions shall come from tribes, individual donors, other foundations, corporations, government agencies, and wills and bequests, as permitted by law.

3.3 Contributions to the Corporation may be directed to its general fund, its Endowment, and to any other fund as established by the Board of Directors.

Article IV
Dedication to Exclusively Public Purposes

The principal and income of all property received and accepted by the Corporation are irrevocably dedicated to exclusively public purposes, such as the conducting and funding of charitable and educational activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to Advisory Board members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Article V
Acknowledgement of Sovereignty

The Corporation acknowledges and affirms the rights of individual and tribal Native sovereignty as stipulated by historic treaties, legislation and judicial decisions. Nothing in the Corporation's governance, grantmaking, or policies shall be construed to undermine recognition of such sovereignty.

Article VI
Conflicts of Interest

While serving on the Corporation's Grantmaking Committees, many members have or will have links or ties with current or possible grantees. Potential conflicts of interest are to be expected, but the Corporation wishes to limit both actual or the appearance of a conflict of interest, to ensure fairness for all. Therefore, the Corporation Board of Directors, members and staff shall adhere to the Corporation Conflict of Interest Policy, which defines conflicts of interest, establishes a process for disclosing interests in applicant organizations, and establishes a procedure for resolving any conflicts of interest.

Article VII
Board of Directors

7.1 *General Powers*

The business property and affairs of the corporation shall be managed and controlled, and all corporate powers shall be exercised by or under the direction of the Board of Directors, except as otherwise provided in the Washington Nonprofit Corporation Act, the Corporation's Articles of Incorporation or these Bylaws.

7.2 *Qualifications*

Directors shall be individuals and have such other qualifications as the Board of Directors may prescribe by resolution or amendment to these Bylaws. The Board of Directors shall be composed of members who possess a diverse range of knowledge, skills, and life experiences. At least two-thirds (2/3) of the Directors shall always be Native Americans. Directors shall reflect the diversity of the community within the cultural framework of northwest Native cultures. Thus the goal will be to cultivate Directors from both genders, and diversity of sexual orientation, tribal representation, geography, age, and economic means. Directors need not be residents of the state of Washington.

7.3 *Duties of Directors*

Each Director shall perform the duties of a director, including the duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, and in a manner that such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

7.4 Board Composition

The number of Directors of the corporation shall be no fewer than nine (9) nor more than fifteen (15). The Board of Directors by resolution may increase or decrease the number of Directors by a majority vote of the entire Board. No decrease in the number of Directors, whether by resolution of the Board of Directors or by amendment of these Bylaws, shall have the effect of shortening the term of any incumbent or reducing the number of Directors to less than seven.

7.5 Compensation

The Board may receive reasonable compensation at a per diem rate established annually by the Board of Directors. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

7.6 Election and Term

The Directors shall be divided into three (3) groups and shall be known as Class I, Class II, and Class III. The initial Class I Directors shall hold office until the first annual election of Directors, the initial Class II Directors shall hold office until the second annual election of Directors, and the initial Class III Directors shall hold office until the third annual election of Directors. Thereafter, of each class shall serve for a term of three (3) years, commencing on the date of election and each Director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. Any Director, including the initial Directors, may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a Director.

Directors shall be nominated and elected at the annual meeting of the Board of Directors. All Directors shall be nominated by the Board.

7.7 Vacancies

The Board of Directors shall have power to (1) fill any vacancy resulting from an unexpired term in the Board; and (2) fill any Directorship created by an increase in the number of Directors as provided by these Bylaws. The Board of Directors may do so at any meeting of the Board of Directors by affirmative vote of a majority of the remaining Directors even if less than a quorum of the Board of Directors is present at the meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next annual meeting.

7.8 Resignation

A Director may cease to serve upon tendering a resignation in writing to the President. Any such resignation shall take effect at the time specified therein, or if the time is not

specified, upon delivery thereof; provided however, that if the resignation would result in the Corporation having no Director or no Director capable of serving as such, the resigning Director shall continue to serve as a Director until a successor Director is appointed and qualified as provided in these Bylaws or by resolution of the Board of Directors.

7.9 Removal

Any Director may be removed, either for or without cause, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of two-thirds (2/3rds) of all of the other Directors then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at the same meeting to serve the unexpired term.

7.10 Executive Committee of the Board

The Board of Directors, by resolution, will designate and appoint an Executive Committee which shall consist of five (5) or more Directors, including the officers of the Board of Directors.

7.11 Limitation on Executive Committee Authority

The Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any director, officer or member of the corporation; amending the Articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; making the Corporation liable for any debt beyond the amount of money which may be at the time a part of the Board's operating expenses and not needed for the discharge of existing debts or liabilities; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

Article VIII ***Meetings of Directors***

8.1 Frequency

The Board of Directors shall convene at least four (4) times a year at dates and times to be determined by the Board of Directors, which shall be specified by resolution.

8.2 Places of Meetings; Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside of the State of Washington as designated by the President upon consultation with the Board of Directors. In the absence of such designation, regular meetings shall be held at the

principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside Washington State that has been designated in the notice of the meeting. If no location has been stated in the notice or if there is no notice, the site shall be at the principal office of the Corporation.

Notwithstanding the above provisions, members of the Board of Directors or any committee designated by the Board of Directors may participate by means of conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another. All such participating Directors shall be deemed to be present in person at such meeting.

8.3 Annual Meetings of Directors

The annual meeting of the corporation shall be held each year as set forth by resolution of the Board of Directors. The annual meeting shall be for the purposes of election of Directors and Officers, approval of annual budget and workplan, and transaction of other official business. Notice of this meeting shall be provided in advance as required by these Bylaws.

8.4 Special Meetings

a) Authority to call: Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, or any two Directors.

b) Notice: Notice of any special meeting of the Board of Directors shall be given to all Directors either by first class mail four (4) days in advance or by notice delivered personally, by telephone, 48 hours in advance. The general nature of the business to be transacted at the meeting should be specified in the notice. Such notice may be waived by any Director, as set forth in Subsection (c) below.

c) Waiver of Notice: The transactions of any business at any meeting of the Board, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

8.5 Quorum

A majority of the members of the Board of Directors shall constitute a quorum for all purposes except to adjourn as provided in section 8.6. Every act or decision done or made by a simple majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding

the withdrawal of any Director(s), if any action taken is approved by at least a majority of the quorum required for that meeting.

8.6 Adjournment

A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

8.7 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors, who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 8.4.c of above.

8.8 Restriction on Interested Directors

Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Article IX ***Officers***

9.1 Officers Enumerated

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and other such officers and assistant officers as may be deemed necessary by the Board of Directors. The officers shall be elected for a one-year term by the Board of Directors following the annual membership meeting and shall serve without compensation until their successors are duly elected and qualified. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

9.2 President

The President of the Board of Directors shall be subject to the direction and control of the Board of Directors, shall have general charge and supervision over the Corporation's property, activities, directly supervise the Executive Director, and affairs; and shall be responsible for convening the Board of Directors as needed to carry on the business of the corporation. The Board President may remain on the Board of Directors one (1) year

following the end of his/her term as President, regardless of the length of Board tenure prior to term of Presidency.

9.3 Vice President

The Vice President shall serve in absence or incapacity of the President and carry out such other responsibilities as the President or the Board delegates.

9.4 Secretary

The Secretary shall be the recorder for the Corporation. It shall be the duty of the Secretary to oversee the keeping of records of the proceedings of the Board of Directors and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation.

9.5 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The Treasurer shall ensure an annual audit of revenues and expenditures.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, funds, as recommended by the Board of Directors, and shall render, upon request, an account of all transactions and the financial condition of the Corporation.

9.6 Vacancies

A vacancy of any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board of Directors.

9.7 Resignation

An Officer may cease to serve upon tendering a resignation in writing to the President. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

9.8 Removal

Any Officer may be removed, either for or without cause, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of two-thirds (2/3rd) of all the Directors then in office (excluding the Officer to be removed if he or she is also a Director), if notice of intention to act upon such matter shall have been given in the

notice calling such meeting. A removed Officer's successor may be elected at the same meeting to serve the unexpired term.

Article X ***Procedures***

10.1 *Actions by Written Consent*

Any corporate action required or permitted by the Articles of Incorporation or these Bylaws, or under the laws of the State of Washington, to be taken at a meeting of the Board of Directors of the Corporation, or committee of Directors, may be taken without a meeting if a consent in writing or in an electronic transmission (such as e-mail), setting forth the action so taken, is executed by all of the members of the Board of Directors then in office or all of the members of such a committee entitled to vote with respect to the subject matter thereof, as the case may be. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called, and shall be placed in the minute book of the Corporation as if it were the minutes of a meeting of the Board of Directors.

10.2 *Use of Electronic Transmissions*

Notice under these bylaws may be communicated in person, by mail or private carrier, or by electronic transmission (such as e-mail) if, with respect to the latter, the recipient has consented in writing to the receipt of notice via electronic transmission. Notice proposing approval of an action by electronic transmission, with the text of the proposed action, shall be sent via electronic transmission to all members of the Board of Directors at least seven (7) days prior to the scheduled vote. If any Director has not consented to receipt of notice via electronic transmission, then that Director must receive written notice of the proposed action at least three (3) days prior to the proposed vote. If any Director objects to approval of the proposed action before the scheduled vote, the vote will not proceed. Directors may vote by electronic transmission over an additional minimum period of seven (7) days. This period shall be extended, as necessary, to accommodate any Director who is not voting via electronic transmission. Notwithstanding anything to the contrary in these Bylaws, voting via electronic transmission shall not be permitted to amend Bylaws, or to remove any Director or officer.

Article XI ***Waiver of Notice***

Whenever any notice is required to be given to any Director of the Corporation by the Articles of Incorporation or by these Bylaws, or under the laws of the State of Washington, a waiver thereof in writing shall be equivalent to the giving of such notice.

Article XII
Indemnification

12.1 *Right to Indemnification:*

12.1.1. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is an alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

12.1.2. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further indemnifying or limiting the personal liability of directors and officers of this corporation, then such directors and officers shall be indemnified to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended.

12.2 *Right of Claimant to Bring Suit*

If a claim for which indemnification is required under Section 12.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at time to time thereafter bring suit

against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid for those expenses (or a pro rata share thereof, if partially successful) of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification, or the reimbursement or advancement of expenses of the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members) that the claimant is not entitled to indemnification or the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

12.3 Non Exclusivity of Rights

The right of indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, or vote of disinterested Directors or otherwise.

12.4 Insurance

The Corporation shall purchase and maintain insurance at its expense to protect itself and any person who is or was a director, officer, member, employee, or agent of the Corporation against any expense, liability or loss, incurred by such person in their capacity or arising out of such person's status as a director, officer, member, employee, or agent of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act or the Washington Business Corporation Act, as applied to nonprofit corporations.

12.5 Indemnification of Employees and Agents of the Corporation

The Corporation may by action of its Board of Directors provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation within the same scope and effect as the provisions of this Article pertaining to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted under the Washington Business Corporation Act, as applied to nonprofit corporations.

Article XIII
Committees

13.1 *Meeting and Action of Committees*

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII, concerning meetings of the Board of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors.

Notice of special meetings of committees shall also be given to any and all alternate and ex-officio members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may not adopt rules for any committee, that are not consistent with the provisions of these bylaws.

Standing committees shall be comprised of Grantmaking, Program, Finance/Investment, Fundraising and the Board Executive Committee.

13.2 *Other Committees*

The Board of Directors may designate by resolution from their own number or otherwise, as they may determine, any other committees, the number of committee members to be determined by the Board of Directors. Any such committee, if composed of Directors only, shall have and exercise the authority of the Board of Directors in the management of the corporation to the extent provided by the resolution. The designation and appointment of any such committee 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.

13.3 *Committees, Elections and Terms*

Terms of committee members shall be one (1) year.

Article XIV
Administrative and Financial Provision

14.1 *Fiscal Year*

The fiscal year of the Corporation shall be based on the calendar year (January 1-December 31).

14.2 *Loans prohibited*

No loan shall be made by the Corporation to any officer or Director.



14.3 Books and Records

The Corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees having the authority of the Board of Directors; and shall keep at its registered office a register of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any active Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

14.4 Rules of Procedure

The rules of procedure at meetings of the Board of Directors, and committees of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as most recently amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, the laws of the State of Washington, or with any resolution of the Board of Directors.

14.5 Contributions

The Board of Directors may solicit and receive contributions, gifts, bequests, or other monies to fund its work. Nothing herein shall prohibit the Corporation from accepting any contribution whatsoever, from any source consistent with all applicable laws and these Bylaws, for any purpose to further the goals of the Corporation, and its member tribes.

14.6 Investments

Any monies held by the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time as the Board of Directors, in its sole discretion, may deem appropriate.

Article XV **Reports**

15.1 Annual Report

The Corporation shall provide to the Board of Directors, no later than four months after the end of each fiscal year, a report of its proceedings and activities during such year, including a full and complete statement of its receipts, expenditures, and investments, and a description of all acquisitions and dispositions of donated property.

15.2 Contents of Annual Report

The Annual Report will contain comparable information to that required by IRS Form 990 (the Annual Information Return filed by Section 501(c)(3) organizations).

15.3 Disclosure and Availability of Annual Report

The Annual Report shall be a permanent document made available through the Corporation's Office. The general public will be able to review this report when these offices are open during normal office hours. The Annual Report will also be made available to the general public through the website of the Corporation at www.potlatchfund.org, and a copy of the Annual Report will be made available by mail to all those who request it.

Article XVI

Charitable contributions and endowment

16.1 Use of Donations

Donations of money or property to the Corporation shall be used for the purposes for which the Corporation is formed, including, but not limited to, charitable and educational purposes.

16.2 Use of Donations Not Earmarked by Donors

Donations not earmarked for use by a designated program of the Corporation may be designated for an appropriate use, provided such designation is exclusively 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. The Board of Directors may also transfer such donations for use by the Corporation.

16.3 Charitable Substantiation

If a donor contributes money or property valued at \$250 or more to the Corporation, the Corporation must provide the donor with a written acknowledgment of the donation. The Corporation must provide the written acknowledgment to the donor by the date the donor files his or her federal tax return for the year of the contribution or the donor's due date for filing the return. The acknowledgment must describe the property or amount of money contributed, whether the donor received goods or services in whole or in part for the contribution, and an estimate of the value of goods or services, if any, provided in consideration of the donation.

The Board of Directors shall establish a Potlatch Fund Endowment to which donations may be made specifically and to which the Board of Directors may allocate other donations to the extent such funds are not prohibited from such allocation by the terms of the donation.

The Board of Directors may elect to spend or otherwise encumber in each fiscal year an amount of the Endowment Fund equal to the amount by which the market value of the Endowment Fund grew (after considering inflation) in the previous fiscal year. The Board of Directors shall use any such funds first to offset program management, administration, and overhead expenses of the Corporation. Any additional available

funds may be used at the Board's discretion or may be reinvested as part of the Endowment Fund.

The Board of Directors shall also be responsible for determining which donations to accept or reject in accordance with such policies regarding acceptance of donations as may be adopted by the Board of Directors from time to time.

Article XVII
Amendments

Notwithstanding Article 8.5, these Bylaws contained herein may be amended or repealed only by a majority of the entire Board of Directors. The full Board, not a quorum, must approve of any amendments by a two-thirds (2/3) vote.

CERTIFICATE OF ADOPTION

The undersigned Secretary of the Potlatch Fund does hereby certify that the above and foregoing Bylaws of said Corporation were adopted by the Board of Directors as the Bylaws of said Corporation at a regular meeting of the Board of Directors held on June 10, 2008 and that the same do now constitute the Bylaws of this Corporation.


Colleen Jollie, Secretary