

**BYLAWS FOR  
INLAND NORTHWEST LAND TRUST**  
A Washington Non-Profit Corporation  
(As Amended by the Board of Directors on April 11, 2011)

**I. NATURE OF BYLAWS**

The following paragraphs contain provisions for the regulation and management of INLAND NORTHWEST LAND TRUST, a non-profit corporation organized and operating under the laws of the State of Washington, hereinafter referred to as INLT.

**II. CONFLICTS**

In the event there is a conflict between a provision of these Bylaws and either the Internal Revenue Code of 1954, as amended, a mandatory provision of the Articles of Incorporation, or a mandatory provision of the laws of the State of Washington, then any conflicts shall be resolved by giving priority to the Internal Revenue Code of 1954, as amended, then the mandatory provisions of the laws of the State of Washington, and finally the mandatory provisions of the Articles of Incorporation shall control.

**III. MEMBERS**

1. Members. The members of INLT shall consist of one class: Regular Members. Regular Members are those persons or entities who support the purposes of the organization and pay the dues annually in such amounts or categories, or otherwise make contributions, as may be approved or set by the Board of Directors from time to time. Each member's term shall be as reasonably determined by INLT's Executive Director.

2. Definition of Membership. For any purpose necessary to the proper operation of this organization, membership as full members shall be defined as those members of record as established by the Secretary ten (10) days prior to any annual or special meeting or any other dates of proposed utilization.

3. Termination of Membership. A member may be expelled for cause following an appropriate hearing conducted by the Board of Directors.

**IV. MEMBERS MEETINGS**

1. Place of Meetings. The annual and any special meetings of the members shall be held at the registered office of INLT, or at any other place within the states of Washington or Idaho, which the Board of Directors, in its discretion, may from time to time select.

2. Annual Meeting. The annual meeting of the corporation shall be in November of each year, unless the Board of Directors in its discretion, determines that it is in the best interest of INLT to have the meeting in a later or earlier month. In the event such annual meeting is omitted by oversight or otherwise, it may be held as a subsequent special meeting called in accordance with the provisions of these Bylaws, and the laws of the State of Washington, and any business transacted or elections held at such meeting shall be valid as if transacted or held at the annual meeting.

3. Special Meetings. A special meeting of INLT may be called by the President, by a majority of the members of the Board of Directors, or by fifty percent (50%) or more of the members then entitled to vote.

4. Notice of Meetings. A written or printed notice of each meeting of the members, stating the place, date, and hour of the meeting, and in the case of the special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of INLT, or by the person authorized to call the meeting, to each member of record then entitled to vote at the meeting. The notice shall be sent not less than ten (10) nor more than fifty (50) days before the date named for the meeting to each member by United States Mail or by electronic means, charges prepaid, to the member's address or email address appearing on the books of INLT.

5. Waiver of Notice. A member, either before or after a members meeting, may waive notice of the meeting, and the waiver shall be deemed an equivalent of giving notice. Attendance at a members meeting, either in person or by proxy, of a person entitled to notice, shall constitute a waiver of notice of the meeting, unless such member or proxy attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

6. Who Conducts Meetings. The President of INLT shall preside at all annual or special meetings of the members, and the Secretary shall record the minutes of all such meetings.

7. Voting Rights. At every special or annual meeting of the membership, each member of record shall be entitled to cast one (1) vote in person, by mail-in ballot or by electronic means.

8. Quorum. The presence, in person, by mail-in vote or by electronic means, of at least ten percent (10%) of the members entitled to vote shall constitute a quorum at meetings of members. At a duly called meeting, members present can continue to do business until adjournment even if members present become less than a quorum.

9. Adjournments. Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

## **V. BOARD OF DIRECTORS**

1. Qualification. Directors must be members of INLT. Each director shall support the purposes of INLT. All officers shall be members of the Board of Directors.

2. Election and Term of Office. The property, affairs and business of INLT shall be managed by the Board of Directors. Except as hereinafter provided, directors shall be elected at the annual meeting of the members, and each director shall serve for no more than two consecutive three year terms, and until a successor shall be elected and qualified. The terms of

the directors shall begin January 1st following their election. The terms of members of this Board of Directors shall expire on a rotating basis.

3. Number. There shall be no fewer than three (3) nor more than eighteen (18) directors. The number of directors may be increased or decreased from time to time by an amendment to these Bylaws. Directors to fill vacancies caused by an increase in the number of directors shall be elected by the members at the next annual or special meeting called for that purpose; provided, however, that the Board of Directors shall have the power to fill such positions for the interim period prior to the next members meeting.

4. Removal. Any director may be removed by affirmative vote of a majority of the current directors for nonperformance or other cause deemed sufficient by the Board. Directors are expected to attend not less than seventy-five per cent (75%) of regular director meetings.

5. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. Each director so selected shall serve until a successor is elected by the members at the next annual meeting, or at a special meeting earlier called for that purpose.

6. Powers and Duties. The Board of Directors shall have all powers conferred upon a Board of Directors under the laws of the State of Washington, the Articles of Incorporation, or these Bylaws. The Board of Directors shall have the power:

- a. To call meetings of the directors whenever deemed proper or necessary.
- b. To elect officers of INLT.
- c. To make rules and regulations not inconsistent with the Internal Revenue Code of 1954, as amended, the laws of the State of Washington, or the Bylaws or the Articles of Incorporation for the guidance of the officers and management.
- d. To incur indebtedness as the directors may deem proper.
- e. To purchase or otherwise acquire property, real or personal, on behalf of INLT and to pay for the same.
- f. To pledge or mortgage the whole or any part of the property of INLT for any lawful corporate purpose.
- g. To sell, exchange, or otherwise dispose of the whole or any part of INLT property in such manner, for such price, and upon such terms as they may see fit.
- h. To do everything necessary, proper, and requisite for the carrying out of the objects and purposes of the corporation as set forth in the Articles of Incorporation.
- i. To employ such professional personnel as are required to administer the affairs of INLT, including legal counsel and an executive director.

Notwithstanding the general delegation of authority granted, the directors shall not take any action at any time that is prohibited for tax-exempt organizations designated pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent federal tax law). Additionally, the directors shall not take any action which subjects the corporation to liability for excise taxes imposed pursuant to Sections 4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code of 1954, as amended.

## **VI. MEETINGS OF THE BOARD**

1. Place of Meetings. Meetings of the Board of Directors may be held at the registered office of INLT or at any other place within the states of Washington or Idaho as a majority of the Board of Directors from time to time may determine .

2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board of Directors.

3. Regular Meetings. Regular meetings of the Board of Directors may be set at such periodic times as are determined by resolution of the Board of Directors.

4. Notice of Meetings. Written notice of the regular meetings of the Board of Directors, the annual meeting of the Board of Directors and of each special meeting, setting forth the time, place, and purpose of the meeting, shall be given to each director at least twenty-four (24) hours before the meeting.

5. Waiver of Notice. A director may waive in writing notice of a meeting of the Board either before or after the meeting; and his waiver shall be deemed to be equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless the director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

6. Quorum. At any meeting of the Board of Directors, a majority of the directors shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board. If, at any meeting of the Board of Directors, there shall be less than a quorum present, those present may adjourn the meeting from time to time without notice other than by announcement at the meeting. At any subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

7. Conference Call or Similar Participation. Members of the Board of Directors or of any committee designated by these Bylaws to which a director has been appointed 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, and participation by such means shall constitute presence in person at the meeting.

8. Adjournment. Any meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting of which the adjournment is taken, shall not be necessary. At any adjourned meeting

at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

## **VII. COMMITTEES**

1. Committees. The Board of Directors shall have the power to create and appoint members of standing, or ad hoc committees. Such committees will be charged with a specific responsibility or purpose and a time limit may be set to accomplish its goals. Any ad hoc committee so created will be dissolved when it has filled its function.

2. Committee Organization. At least one member of the Board of Directors shall serve on each committee. Other committee members shall be designated by the President from those members who express a desire to serve on the committee. Either the President or the members of a committee may recommend the selection of a committee member as chairman, for the approval of the Board of Directors. In addition to keeping records of any committee meetings or activities, standing committees may be asked to prepare and present monthly, quarterly and annual reports to the Board of Directors.

3. Executive Committee. The Executive Committee shall consist of the officers of INLT. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board, except any which have been expressly reserved by resolution of the Board or these Bylaws. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each Committee meeting.

## **VIII. OFFICERS, AGENTS AND EMPLOYEES**

1. Officers. The officers of INLT shall consist of a President, Vice President, Secretary, or Treasurer and such other officers or assistant officers as the Board of Directors, from time to time may appoint.

2. Qualifications. An officer must be a member of INLT and currently serving as a member of the Board of Directors. Two or more offices may be held by the same person, except that one person shall not hold the offices of President and Secretary at the same time. Officers shall hold office until their successors are chosen and have qualified, unless they have been removed from their office as provided by these Bylaws.

3. Vacancies. When a vacancy occurs in one of the executive offices for any reason, it shall be filled by the Board of Directors. The officers so selected shall hold the office until a successor is chosen and qualified.

4. Agents and Employees. INLT from time to time may appoint or hire agents and employees. Unless otherwise stated in a resolution adopted by the Board of Directors, agents and employees shall be hired by the Executive Director.

5. Salaries. The Board of Directors shall fix the salaries of the officers of INLT. The salaries of other agents and employees of INLT may be set by the Board of Directors, by the Executive Director or by an officer to whom that function has been delegated by the Board.

6. Removal of Officers, Agents and Employees. An officer, agent or employee of INLT may be removed by a majority of the Board of Directors whenever, in their judgment, the best interests of INLT will be served by such removal.

7. President - Powers and Duties. The President shall be the Chief Executive Officer of INLT and shall have general supervision of the business of INLT. The President shall preside at all meetings of members and directors, and discharge the duties of a presiding officer, shall present at each annual meeting of the members a report of the business of INLT for the preceding fiscal year, and shall have responsibility for the planning and implementation of INLT's activities, subject to the advice and approval of the Board of Directors. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all bonds, deeds, mortgages, and contracts, or any other legal documents of INLT. The President shall perform whatever other duties the Board of Directors may from time to time prescribe.

8. Vice-President - Powers and Duties. The Vice-President shall perform the duties and exercise the powers of the President, in the absence or disability of the President and shall have such other duties and powers as the Board of Directors may from time to time assign to that office.

9. Secretary - Powers and Duties. The Secretary shall attend all meetings of the directors and of the members, and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. The Secretary shall give, or cause to be given, a required notice of all meetings of the directors or of the members, and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

10. Treasurer - Powers and Duties. The Treasurer shall have custody of INLT funds and securities, shall be responsible for accurate accounts of receipts and disbursements and deposit of all corporate monies and other valuable effects in the name and to the credit of INLT in a depository or depositories designated by the Board of Directors. The Treasurer shall be responsible for the disbursement of the funds of INLT and shall render to the President or the Board of Directors, whenever they may require it, an account of the transactions as Treasurer and of the financial condition of INLT.

11. Executive Director – Powers and Duties. The Executive Director shall manage and implement all programs and activities of INLT and its staff. The Executive Director shall be responsible for developing and implementing the annual operating plan, its goals and budgets. The Executive Director also hires and manages staff (including determination of compensation for all employees), and reports equally to the President and Board of Directors. The Executive Director shall not be an officer of INLT.

12. Authority to Sign Checks. All checks, drafts, notes or other obligations for the payment of money shall be signed by, or under the authority of, such officers as may be designated from time to time by the Board of Directors.

## **IX. SPECIAL CORPORATE ACTS**

1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the President alone, unless the Board of Directors, in a particular situation, shall designate another procedure for their execution. Prior to execution, all such contracts, deeds, conveyances, negotiable instruments, shall have been approved by a majority of the Board of Directors, unless the Board, by resolution, indicates otherwise.

2. Indemnification of Directors and Officers. INLT shall indemnify all directors or officers against expenses actually or necessarily incurred by them in connection with the defense or settlement of any action brought or threatened in which they are or might be made parties by reason of being or having been directors of INLT. This indemnification shall not apply, however, to matters as to which such director or officer, or former director or officer shall be adjudged in such action to be liable for gross negligence, or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any law, bylaw, agreement, vote of member, or otherwise.

3. Amendment to These Bylaws. These Bylaws may be altered or repealed and Bylaws may be made at any annual meeting of the members or at any special meeting thereof if notice thereof is contained in the notice of such special meeting by the affirmative vote of the majority of the members; or by the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting. Notwithstanding any of the foregoing, either directly or inferentially to the contrary, neither the directors nor the members shall have the power to adopt or repeal any Bylaws if the effect of such action would cause the Bylaws of INLT to conflict with Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or its regulations as they now exist or as hereafter amended.

The initial Bylaws for INLT were effective on February 14, 1995.