

BYLAWS

OF

PACIFIC NORTHWEST POLLUTION PREVENTION RESOURCE CENTER

Originally adopted on August 20, 1990.  
Amendments are listed on page ii.

AMENDMENTS TO BYLAWS  
OF  
PACIFIC NORTHWEST POLLUTION PREVENTION RESOURCE CENTER

<u>Article</u>	<u>Effect of Amendment</u>	<u>Date of Amendment</u>
3.2	Change range of Directors to not less than twelve nor more than twenty.	2/1/91 (eff. 2/14/91)
3.2	Change range of numbers of Directors to not less than seven nor more than twenty.	4/28/00
3.7	Change annual meeting date to such day and at such time and place as shall be determined by the Board.	2/1/91
3.6	Added clause to clarify that a Director may be elected by the Board of Directors to successive terms of office.	11/10/92
3.5.3	Added clause stating that the Nominating Committee shall present a slate of candidates for consideration by the Board.	11/10/92
4.2	Remove reference to elections occurring at annual meeting; added sentence that Nominating Committee will provide slate of candidates.	11/10/92
All	Change the name of the corporation.	5/7/96 (eff. 7/23/96)

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BYLAWS  
OF  
PACIFIC NORTHWEST POLLUTION PREVENTION RESOURCE CENTER  
(AS AMENDED)

ARTICLE 1. 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 (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 No Members. The corporation shall initially have no members.

2.2 Membership. Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation and these Bylaws.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers. The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number. The Board shall consist of not less than seven nor more than twenty Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications. Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Groups of Directors. There shall be two groups of Directors: Group 1 Directors and Group 2 Directors, each group consisting of one-half of the total number of Directors fixed by or in the manner provided by these Bylaws.

3.5 Election of Directors.

3.5.1 Initial Classification. At the first annual meeting of the corporation, the Directors shall classify themselves into two groups which will serve staggered terms of office as follows: one-half of the Directors shall serve for a term ending two years from the date of the first annual meeting of the Board (Group 1 Directors); and one-half of the Directors shall serve for a term ending three years after the first annual meeting of the Board (Group 2 Directors).

3.5.2 Successor Directors. After the initial classification, and beginning with the first annual meeting of the Board held two years from the date of the first annual meeting of the Board, one-half of the number of Directors fixed by or in the manner provided by the Bylaws shall be elected each year at the annual meeting of the corporation by the affirmative vote of a majority of the Directors then in office (including those Directors whose terms expire on the date of such meeting) to replace that group of Directors whose terms expire each year.

3.5.3 Nominations. The Nominating Committee shall present a slate of candidates for consideration by the Board.

3.6 Terms of Office. With the exception of the Directors named in the Articles of Incorporation and the Directors classified at the first annual meeting of the corporation, Directors shall be elected for terms expiring on the date of the annual meeting of the corporation two years subsequent to their election and until their successors are elected or appointed.

3.7 Annual Meeting. The annual meeting of the Board shall be held upon such date and at such time and place as shall be determined by the Board of Directors for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.8 Regular Meetings. By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.9 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, any three Directors, the Executive Director, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting or committee called by them.

3.10 Meetings by Telephone. 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.

3.11 Place of Meetings. All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.12 Notice of Meetings. Notice of annual and special Board meetings shall be given to a Director in writing or by personal communication with the Director not less than fifteen days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### 3.13 Waiver of Notice.

3.13.1 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.13.2 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.

3.14 Quorum. One-third of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.15 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.16 Presumption of Assent. A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.17 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.18 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19 Removal. One or more Directors (including the entire Board) may be removed from office, with or without cause, by the Board.

3.20 Vacancies. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### 3.21 Board Committees.

3.21.1 Standing or Temporary Committees. 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 two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) 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.

3.21.2 Quorum; Manner of Acting. A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.21.3 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.21.4 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.22 Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## ARTICLE 4. OFFICERS

4.1 Number and Qualifications. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be Directors of the corporation.

4.2 Election and Term of Office. The officers of the corporation shall be elected each year by the Board. The Nominating Committee shall present a slate of candidates for consideration by the Board. Unless an

officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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

4.6 President. The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice Presidents. In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

4.8 Secretary. The Secretary shall: (a) see that minutes are kept of meetings of the Board and committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

4.9 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; oversee receipt and issuance of receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from

time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

4.10 Compensation. The officers shall receive no compensation for their service as officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

## ARTICLE 5. EXECUTIVE DIRECTOR

5.1 Appointment. The Board of Directors will hire a full-time Executive Director to conduct the day-to-day activities of the corporation. The Executive Director will hire staff to assist in day-to-day operations.

5.2 Responsibilities. The Executive Director shall keep full and accurate accounts of the receipts and disbursements of the corporation; deposit all money and other valuable effects in the name and to the credit of the corporation in banks or depositories chosen by the Board of Directors; disburse the funds of the corporation in payment of the just demands against the corporation as directed by the Board of Directors; and render an accurate account of the financial condition of the corporation at regular meetings of the Board of Directors, as needed.

The Executive Director shall also preside at all Board meetings, and shall have general supervisory responsibility for the affairs of the corporation. The Executive Director shall also be authorized to sign all deeds, notes, mortgages, or other contracts of the corporation upon approval of the Board of Directors.

5.3 Management of Records. The Executive Director shall maintain, or cause to be maintained, the official documents of the corporation, including corporate correspondence, minutes of meetings of the Board of Directors and committees, and mailing lists.

5.4 Compensation. The salary of the Executive Director shall be fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority.

## ARTICLE 6. ADMINISTRATIVE AND FINANCIAL PROVISIONS

6.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 Loans or Extensions of Credit to Officers and Directors. No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

6.4 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 or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

6.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

6.6 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 Boards and any minutes which may be maintained by committees by the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

6.7 Corporate Seal. The corporation shall not have a corporate seal.

6.8 Accounting Year. The accounting year of the corporation shall be the twelve months ending December 31.

#### ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote at any meeting of the Board; provided, however, that written notice of any proposed amendment shall be given to each Director not less than 15 days prior to the meeting at which the vote is to be taken, or by the written consent of each of the Directors.

The foregoing Bylaws were adopted by the Board of Directors on August 20, 1990.  
Amendments are listed on page ii.