

BYLAWS
OF
NORTHWEST LAND CONSERVATION TRUST



Adopted: Dec 19, 2011
(Date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending, or interpreting these bylaws, contact David Atkin, Attorney, at Nonprofit Support Services.

BYLAWS
OF
NORTHWEST LAND CONSERVATION TRUST

ARTICLE I. PURPOSE

Section 1. Purpose The purposes of Northwest Land Conservation Trust (NWLCT) are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of NWLCT include the following:

To protect and preserve natural, scenic, agricultural, forest, recreational, wildlife habitat, riparian habitat, wetland, aquatic and open spaces in the State of Oregon.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors must establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the staff's executive director.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of NWLCT, and must have expertise in areas relevant to the needs of the organization.

Section 3. Number of Directors. The Board of Directors will consist of no fewer than five and no more than nine members; however, until November 1, 2012, the organization may have a minimum of three Directors.

Section 4. Terms of Directors. Directors will serve one-year terms. However, unless they formally resign or are removed from office, directors will remain in office until

their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors.

A) Directors will be elected by the Board of Directors at an annual meeting held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, or by a Nominating Committee.

B) The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

C) The annual election meeting for the election of directors will take place during the 4th quarter of the calendar year, unless the meeting is set for a different period of the year by resolution of the Board. The exact time and location of the election meeting will be set by resolution of the Board.

Section 6. Filling Vacancies. The Board of Directors, by a majority vote of all of the Directors in office, may elect new directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions. A director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 7. Removal of Directors. A director may be removed for the causes stated in these bylaws by a majority of the directors in office not counting the director to be removed. A director may be removed without cause by a two-thirds vote of the directors in office, excluding the director to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a director is to be considered at that meeting. A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions, that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 8. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board of Directors, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Election of Officers. As soon as possible following each annual election of directors, the Board of Directors must elect officers of the corporation.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 11. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken instead. The affirmative vote of at least a majority of all of the Directors in office is necessary and sufficient to make a decision of the Board of Directors of NWLCT unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 13. No Proxy Voting. No voting by proxy is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Meetings. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. Meetings of the Board of Directors may be called by the president, the chair of the Board, or fifty percent (50%) of the directors in office. Roberts Rules of Order may be consulted for guidance but shall not be binding.

Section 15. Executive Session Meetings. The Board President or the Board by a majority vote of the Directors present may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may also be excluded from any portion of Executive Session meetings in which matters will be

considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to insure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

Section 16. Telephonic Meetings. Meetings may be held by telephone, video conferencing, internet based communication or other method, as long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 17. Decisions By Mail or Email. The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of "Unanimous Consent Resolution." A clearly stated motion must be sent to all of the directors on the Board by mail, fax or email, with clear instructions that this process requires 100% of the directors to vote "yes" for the motion to pass. If the motion is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If the motion is sent by email then each director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each director's vote must be kept in the corporate records.

Section 18. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than forty-eight hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 19. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the right to receive full notice of that meeting.

Section 20. Authority of Directors. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or act on behalf of the corporation without specific authorization by the Board to do so.

ARTICLE III. OFFICERS AND STAFF

Section 1. Officers. The officers of NWLCT must carry out the policies and decisions of the Board of Directors as directed by the Board. Officers must include a president, vice-president, secretary, and treasurer, and may also include additional vice presidents, a chairperson and any other officers the Board may desire. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices.

Section 2. Election and Term of Office. The officers of NWLCT will be elected for a one year term by the Board of Directors. Election of officers must be done as soon as possible following the election of directors. However, unless they formally resign or are removed from office, officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an officer may serve.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining directors still in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer will hold office for the unexpired portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. The president must also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president performs the duties of the president. The vice-president, when acting as president, has all the powers of and is subject to all the

restrictions on the president. The vice-president must also perform other duties assigned by the Board of Directors. More than one position of vice-president may be created and their duties clarified in an ordinary resolution of the Board.

Section 7. Secretary. The secretary must perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors or any Board committees, b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of each member's mailing address provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The treasurer must perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation; c) present reports at Board meetings on the financial affairs of the corporation; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board may elect a chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the executive director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all Board meetings and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes in to Executive Session to meet without the Executive Director present.

ARTICLE IV. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing

committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "Non-Board" committee, as defined below.

Section 2. Board Committees.

A. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, approve amendments to budgets, set policies, and authorize programs or activities. Such committees must be established by the affirmative vote of at least a majority of all directors then in office. Board Committees must consist of two or more directors, and they must not have any members who are not members of the Board of Directors. Board Committees must follow all of the meeting requirements that the Board of Directors itself must follow, including the requirements for proper notice, for having a quorum to conduct votes, the passage of motions, the writing of minutes, and the subsequent approval and permanent storage of Board Committee minutes. The Board may require further procedures that Board Committees must follow as well. For all Board committees, the Board must pass a resolution that clearly states what powers, authority, and duties have been delegated to the committee, who is the chair of the committee, and who are the members of the committee.

B. Executive Committee: The Board may elect an executive committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, secretary, and treasurer of the organization, so long as they are simultaneously members of the Board of Directors. The Executive Committee must make reasonable efforts to contact all Board members first, to discuss the issues to be dealt with at an Executive Committee meeting.

C. Nominating Committee. The Board of Directors shall establish a standing committee which shall be known as the Nominating Committee. The Committee shall be responsible for preparing a list of candidates to be considered by the Board in filling positions on the Board of Directors.

D. Visiting Committee. The Board of Directors shall establish a standing committee which shall be known as the Visiting Committee. The Visiting Committee shall review consistency in adherence to land conservation easements established with NWLCT and report annually to the Board of Directors. In the event NWLCT Community Land Trust Groups are established, this Committee shall assist others in coordinating establishment of their community group Visiting Committees and report on their behalf

to the Board of Directors.

E. Community Land Trust Group Committee. The Board of Directors shall establish a standing committee which shall be known as the Community Land Trust Group Committee. The Committee shall establish policies and procedures for NWLCT Community Land Trust Groups (see Article V), and to review adherence to requirements and standards set by NWLCT.

Section 3. Non-Board Committees and Honorary Directors.

A. The Board may establish "Non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee. There shall be a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, who are not the organization's check signers or bookkeepers. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

C. Honorary Directors. The Board of Directors may appoint one or more honorary directors who serve to further the purposes of the Trust. Honorary Directors shall serve at the discretion of the Board, may be asked to participate on an Advisory Board, and give guidance and assistance when requested by the Board of Directors. Honorary directors shall have no vote on any matter brought before the Board.

Section 4. Committee Members. The Board must appoint the members of every Board committee. The Board may appoint the members of Non-Board Committees, or delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 7. Limitation on Powers. No committee may a) elect, appoint, or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE V. COMMUNITY LAND TRUST GROUPS

Section 1. Purpose. NWLCT may, at its discretion, allow the establishment of Community Land Trust Groups (CLTGs) in local regions to pursue the mission of the overall goal of NWLCT.

Section 2. Group Composition. Committee Land Trust Groups shall appoint a Chair and Secretary. The Chair or Secretary or other Group member shall be appointed to be the Group's liaison to the Board of Directors and shall attend Board of Director meetings.

Section 3. Standards and Requirements. The Board of Directors shall establish standards and requirements that must be adhered to in order to qualify as a NWLCT Community Land Trust Group. The Board of Directors, upon recommendation from the CLTG, shall review and adopt requirements and standards and maintain guidelines to ensure implementation of these policies and procedures. CLTG standards and requirements required by NWLCT shall include, at a minimum, the following: acknowledgement of, and adherence to, NWLCT's Purpose and Policies; creation of CLTG organizational structure; accessibility to a CLTG representative for local community access regarding information, including access by phone and/or email; input of CLTG activities into the NWLCT's web page; continuing education among

CLTG representatives about land conservation easements; establishment of a CLTG visiting committee, and other regulations consistent with standards and requirements established by the Board of Directors of NWLCT.

Community Land Trust Groups must all comply with the standards and practices of Northwest Land Conservation Trust. Their activities and expenditures must be in a budget approved by the Board of Directors.

Section 4. Financial Support. Consistent with recommendations from the Community Land Trust Group Committee, the Board of Directors may provide financial support to CLTGs for education, publicity, legal assistance and for other activities consistent with the purpose and goals of NWLCT.

ARTICLE VI. BOOKS AND RECORDS

Section 1. Books and Records. NWLCT shall keep complete books and records of accounts and minutes of the proceedings of all its meetings and shall make these available for inspection, as provided for by law. Original copies of land conservation easements shall be maintained in a safety deposit box, along with copies of tax returns. The only keys to the safety deposit box shall be held by two members on the Board of Directors, one of which shall be the Secretary.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses they incur in the course of fulfilling their responsibilities.

Section 2. Conflicts of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following

procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 3. Tax Year. The tax year of the corporation is the calendar year.

Section 4. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 5. Annual Financial Assessment. The Board must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal GAAP audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire board.

Section 6. No Discrimination. In the delivery of its services to the public, NWLCT does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 7. Indemnification. NWLCT shall indemnify to the fullest extent permitted under Oregon law, any person who has made, or is threatened to be made, a part to legal action, whether civil, criminal, administrative, investigative, or otherwise (including any action or proceeding by or in the right of the Trust), by reason of the fact that the person is or was a Director or Officer of NWLCT or served as an agent of NWLCT. The right to and the amount of indemnification shall be determined in accordance with the provision of ORS Chapter 65 in effect at the time of the determination.

Section 8. Publications and Web Page. Any publication, including web pages, press releases, brochures or any other document issued in the name of NWLCT for dissemination to the general public, must have prior approval by the Board of Directors or Executive Director. All Directors shall receive a copy of any such release.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two-thirds of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the bylaws or the Articles of Incorporation of NWLCT, except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments.



CERTIFICATE OF SECRETARY



CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing bylaws constitute the bylaws of Northwest Land Conservation Trust, as duly adopted by the Board of Directors on the 19th day of December, 2011.

Signed this 19th day of December, 2011.

Kathy Bridges
Secretary of Northwest Land Conservation Trust