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Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **January 1**, 2009, and ending **December 31**, 20 **09****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization**AOET International Coordinating Office - USA**

Number and street (or P O box, if mail is not delivered to street address) Room/suite

PO Box 820670

City or town, state or country, and ZIP + 4

Vancouver, WA 98682**D** Employer identification number**20-4145965****E** Telephone number**503-954-3711****F** Group Exemption Number ►

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting Method: ☒ Cash ☐ Accrual
Other (specify) ►**I** Website: ► **www.aoetusa.com****J** Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ. **\$ 432,901****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	432,901
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less: cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
b	Less: direct expenses other than fundraising expenses	6b		
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► _____)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	432,901	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	58,874
	13	Professional fees and other payments to independent contractors	13	85
	14	Occupancy, rent, utilities, and maintenance	14	13,248
	15	Printing, publications, postage, and shipping	15	9,483
	16	Other expenses (describe ► Program Expenses)	16	330,441
	17	Total expenses. Add lines 10 through 16	17	412,131
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	20,770
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	23,811
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	44,581

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ. (See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	23,811	44,581
23 Land and buildings	23	
24 Other assets (describe ► _____)	24	
25 Total assets	29,811	44,581
26 Total liabilities (describe ► cash flow loans)	6,000	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	23,811	44,581

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

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Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

Part IV **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (See the instructions for Part IV.)

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	✓	
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b \$16,700		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a 0		
b	Gross receipts, included on line 9, for public use of club facilities 39b 0		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ WA		
42a	The organization's books are in care of ▶ AOET-USA Telephone no. ▶ 503-954-3711 Located at ▶ 5339 SE Henderson St, Portland, OR ZIP + 4 ▶ 97206		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
	If "Yes," enter the name of the foreign country: ▶		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- | | Yes | No |
|--|------------|----|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | 46 | ✓ |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | 47 | ✓ |
| 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 48 | ✓ |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | 49a | ✓ |
| b If "Yes," was the related organization a section 527 organization? | 49b | ✓ |
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 **0**

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 **0**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Ginger Dammun Signature of officer		7/28/10 Date	
Paid Preparer's Use Only	Ginger Dammun, Executive Director Type or print name and title			
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4		EIN	Phone no

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")		133,337	294,044	430,034	432,901	1,290,316
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3		133,337	294,044	430,034	432,901	1,290,316
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)				135,417	58,445	194,082
6 Public support. Subtract line 5 from line 4.		133,337	294,044	294,617	384,456	1,096,234

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4		133,337	294,044	430,034	432,901	1,290,316
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						1,290,316
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33⅓% support test—2009. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33⅓% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area for supplemental information with horizontal dashed lines.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

**Open To Public
Inspection**

Name of the organization

Employer identification number

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Paul Phillips - cash flow loan	✓		\$16,700	0		✓	✓		✓	
Total ▶ \$				0						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Grant Making Policy & Procedures

Principles

1. Integrity

As AOET – USA we strive to be transparent with our international grants, ensuring that funds that allocated are in line with our mission and values. We also ensure that they are used to further our charitable purposes

2. Respect

In all international work, we want to be culturally sensitive, recognizing and respecting the differences of our grantees and partners.

3. Communication

We will work to build a relationship of trust and openness with all international grantees and partners. There is an ongoing need for open communication and a willingness to be flexible and fair in our objectives within the cultural context of where we are operating.

4. Effectiveness

As AOET – USA we want to be always evaluating the effectiveness of our international giving. This needs to be done with periodic on-site visits, ongoing learning from other organizations, and a plan for longevity and sustainability in the areas in which we are working.

Process & Reporting

The pre-grant application should be filled out by the organization requesting funds. AOET – USA Board of Directors will verify that the funds are going to be used for charitable purposes before any funds are allocated. The grantee agrees to give financial reports in a timely manner, and any other necessary documentation to support the proper reporting of how funds were used. There will also be periodic visits by the AOET – USA Board of Directors to ensure that funds are being used and accounted for properly.

Accountability

1. At the completion of a project, final financial reports will be received in a timely manner, accounting for the use of funds given.
2. On-site visits will be carried out by AOET – USA's Board of Directors to oversee completed projects.
3. In the event that any funds are misspent, steps will be taken to recover the funds in a timely manner.
4. In the event that any fund are misspent, no further financial assistance will be given until the integrity and accounting of the program has been rectified.

AOET ~ USA
Transaction Report
January - December 2009

	Date	Type	Memo/Description	Amount
AOET-Uganda	01/08/2009	Check	Project Support	6,513.00
AOET-Uganda	02/20/2009	Check	Empowerment Jewelry	310.34
AOET-Uganda	03/25/2009	Check	University School Fees	685.00
AOET-Uganda	05/06/2009	Check	Chosen Program Prep	1,284 00
AOET-Uganda	05/15/2009	Check	Daily Springs	400 00
AOET-Uganda	05/15/2009	Check	University School Fees	2,068 00
AOET-Uganda	06/19/2009	Check	Chosen Program Prep	3,500 00
AOET-Uganda	07/29/2009	Check	Staff Support	11,000 00
AOET-Uganda	08/20/2009	Check	Staff Support	5,500.00
AOET-Uganda	08/30/2009	Check	University School Fees	750.00
AOET-Uganda	08/30/2009	Check	University School Fees	300.00
AOET-Uganda	09/18/2009	Check	Staff Support	5,500 00
AOET-Uganda	09/21/2009	Check	Lira Project	314.28
AOET-Uganda	09/23/2009	Check	University School Fees	960.00
AOET-Uganda	09/23/2009	Check	Daily Springs	420.00
AOET-Uganda	09/23/2009	Check	Lira Project	314.28
AOET-Uganda	09/23/2009	Check	Empowerment Jewelry	555.00
AOET-Uganda	09/23/2009	Check	Empowerment Project	1,000.00
AOET-Uganda	09/25/2009	Check	Staff Gift	213.33
AOET-Uganda	10/20/2009	Check	Staff Support	5,500 00
AOET-Uganda	11/02/2009	Check	Medical Care	600 00
AOET-Uganda	12/11/2009	Check	Staff Support	11,000.00
AOET-Uganda	12/23/2009	Check	Staff Support	28,175 00

Total AOET-Uganda

86,862.23

BYLAWS

OF

AOET International Coordinating Office – USA

A Washington Nonprofit Public Benefit Corporation

As amended by unanimous vote of the Directors

October 17, 2009

December 5, 2009

April 25, 2010

BYLAWS

OF

AOET International Coordinating Office – USA

A Washington Nonprofit Public Benefit Corporation

ARTICLE I

Offices

Section 1.1 Principle Executive Office.

The principal executive office of the corporation shall be located at: 9704 NE 104th Ct Vancouver, WA 98662. The Board of Directors may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 1.2 Other Offices.

Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE II

Membership

Section 2.1 Statutory Members.

The corporation shall not have any members within the meaning of the Washington Corporation Code.

Section 2.2 Nonvoting Members.

The corporation may or may not have nonvoting members, but the Board of Directors, may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights of duties of members, including the obligation to pay dues.

ARTICLE III

Board of Directors

Section 3.1 Powers.

Subject to the provisions of the Washington Nonprofit Corporation Law, the activities and affairs of the corporation shall be managed and all corporation powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 3.2 Number of Directors.

The authorized number of directors of the corporation shall not be fewer than three (3). The exact number of directors shall be fixed from time to time by the Board of Directors.

Section 3.3 Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.4 Election and Term of Office.

Except as provided below for the initial terms of the first directors, the term of office of each director of the corporation shall be three (3) years and until his or her successor has been elected and qualified. Successors for directors whose term of office are then expiring shall be elected at

the annual meeting of the directors in the year such terms expire, but if any such annual meeting is not held or the directors are not elected at the meeting, the directors may be elected at any meeting of the Board. A director may succeed himself or herself in office.

The initial Board shall be divided into three groups for the purpose of providing, as nearly as numerically possible, the election of one third of the Board of Directors each year. Terms of office for the initial Board members may be determined by the Board.

Section 3.5 Vacancies and Removal.

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under the Washington Corporations Code dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors for which that Director is unexcused; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of Directors, by affirmative vote of a majority of directors then in office may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 3.9 that such an action would be considered at that meeting.

Vacancies in the Board of Directors may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual meeting or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board (if there is such an office appointed), the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the Washington Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.6 Regular Meetings.

Regular or special meetings of the Board may be held in any location selected by the Board provided at least two month's prior notification is given in writing to every Board member stating date(s), location, and time(s) of meeting(s). The Board shall meet physically at least once a year, with the fall meeting designated as the annual meeting. The calendar for all the meetings of the Board may be set a year in advance at the annual meeting or any other meeting.

Section 3.9 Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board (if there is such an officer appointed), any Vice- Chair, the Secretary, or any two directors.

Special meetings called without two month's prior notification may be held subject to approval by two-thirds of the currently sitting Board members, provided all members have been notified in writing via regular mail, e-mail, or other electronic notification systems. Conference call meetings of the Board may be held at any time provided all members have been notified by the foregoing means and at least two-thirds have agreed to the meeting.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such a director. All such waivers, consents, and approvals shall be filed with the corporate records or made apart of the minutes of the meeting.

Section 3.10 Action at a Meeting: Quorum and Required Vote.

Presence of a majority of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

Every act done or decision made by a 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, unless a greater number, or the same number after disqualifying one or more directors from voting is required by the Articles of Incorporation, these Bylaws, or the Washington Nonprofit Corporation Law. In the case of a tie vote, the action will be considered defeated until considered at another time.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communication equipment, as long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this subsection constitutes presence in person at such a meeting.

Section 3.11 Adjourning Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 3.12 Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board have been notified and two-thirds of all members consent in writing, including electronic communication, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined by the Washington Corporations Code.

Section 3.13 Fees and Compensations.

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

ARTICLE IV

Committees

Section 4.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

Approve any action that, under the Washington Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.

Fix compensation of the directors for serving on the Board or on any committee.

Amend or repeal bylaws or adopt new bylaws.

Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal.

Appoint any other committees of the Board of Directors or the members of such committees.

Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by the Washington Corporations code.

Section 4.2 Advisory Committees That Include Other Than Board Members.

The Board of Directors may, by resolution, designate one or more advisory committees whose members need not be composed entirely of Board members. Such committees shall not have the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board committee, and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committee. However, the Board may delegate powers to any such committee as provided for in Section 3.1 above, except that the Board may not delegate any of the powers enumerated in Section 4.1 above. Minutes will be kept of committee meetings minimally to include date, time, agenda, and any recommendations to the Board.

Section 4.3 Meetings and Actions of Board Committees.

Meetings and actions of all Board committees shall be governed by, and held and taken in accordance with, the provisions of Section 3.6, 3.9 and 3.12 above, concerning meetings and actions 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 may also be given to any and all alternate 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 adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE V

Officers

Section 5.1 Officers.

The officers of the corporation shall consist of the Chair, the Vice Chair, the Secretary, and the Treasurer, and each of them shall be elected by the Board of Directors. The Board of Directors shall designate one officer as the chief financial officer of the corporation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as the Chair of the Board. The Board of Directors may appoint, and may empower the Chair or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date elected to the date of the next annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between such person and the corporation, be removed at any time at the pleasure of the Board of Directors, and upon removal, resignation, death, or incapacity of any officer, the Board of Directors, or the Chair or another officer in cases where the Chair or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time giving written notice to the Board of Directors, the Chair, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the manner determined by the Board of Directors.

Section 5.2 Duties of the Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The Chair of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation. The Chair shall be the general manager of the corporation and shall perform or cause to be performed all the duties commonly incident to that office and shall perform or cause to be performed such duties as the Board of Directors may from time to time determine.

Section 5.3 Duties of the Vice-Chair.

The Vice-Chair shall assume and perform the duties of the Chair in the absence or disability of the Chair or whenever the office of Chair is vacant. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors or the Chair shall designate from time to time.

Section 5.4 Duties of the Secretary.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other

powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

The Chair may name an Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary.

Section 5.5 Duties of the Treasurer.

Unless a different officer is designated by the Board of Directors, the Treasurer shall be the Chief Financial Officer of the corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the corporation. The Treasurer shall send or cause to be given to Directors such financial statements and reports as are required by law, these by-laws, or the Board. The books of accounts shall at all reasonable times be open to inspection by any Director. The Treasurer shall chair the Finance Committee, if any. The Treasurer shall provide an outside audit of the corporations books annually at the meeting nearest to the close of each fiscal year unless that meeting is scheduled within 120 days of the end of the fiscal year. In such a case, the audit shall be mailed to Board members and presented to the Board at the nearest following meeting of the Board.

The Chief Financial Officer shall deposit, or cause to be deposited, all moneys or other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors' shall render or cause to be rendered to the Chair and Directors whenever they request it an account of all transactions as Chief Financial Officer and the financial condition of the corporation.

ARTICLE VI

Indemnification of Directors, Officers, Employees, and

Other Agents of the Corporation; Purchase of Liability Insurance

For the purpose of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or

investigative; and “expenses” include without limitation attorneys’ fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(2) of this article.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under the Washington Corporation Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, against expense actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith in a manner such person believed 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. No indemnification shall be made under this paragraph (c):

In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person’s duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in proceeding. The agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

The court in which such proceeding is or was pending upon application made by the corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in the article.

Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any subsidiary of the corporation may be entitled by contract or otherwise.

No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(2), in any circumstances where it appears:

That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

That it would be inconsistent with any condition expressly imposed by a court for approving a settlement.

Upon and in the event of a determination by the Board of Directors of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against liability under the provisions of this article; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in paragraph (a). The corporation shall have

the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by the Washington Corporations Code.

ARTICLE VII

Execution of Corporate Instruments, and Voting of stocks and Memberships

Held by the Corporation

Section 7.1 Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the Chair or by the Vice-Chair *and* by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 7.2 Voting of Stocks owned by Corporation.

All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such a resolution, by the Chair, or Vice-Chair or by any other person authorized to do so by the Chair, or Vice-Chair.

ARTICLE VIII

Annual Report to Directors

The corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

The principal changes in assets and liabilities, including trust funds, during the fiscal year.

The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

The expenses of disbursement of the corporation, for both general and restricted purposes, during the fiscal year.

Any information required by the Washington Corporations Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE IX

Maintenance and Inspection of Corporate Records

Section 9.1 Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its operating office, the original and an electronic copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of Washington and the corporation has no principal business office in Washington, the Secretary, on the written request of any director, furnish to the director a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 9.2 Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Every director shall have the absolute right at any reasonable time to inspect books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE X

Amendments

New Bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors by a two-thirds (2/3) vote of all members of the Board of Directors provided that the amendment(s) or section(s) for repeal have been previously submitted in writing to all members of the Board of Directors no less than two (2) weeks in advance of such vote. Such consideration may be made at any regularly scheduled meeting or teleconference, or at any meeting or teleconference called for the specific purpose of amending or repealing the Bylaws. Written notification of the proposed changes may be submitted via electronic communication. Any member of the Board of Directors may submit proposed amendments or sections for repeal.

ARTICLE XI

Standard of Care

A director shall perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters present;

counsel, independent accountants, or other persons as to matter which the director believes to be within such person's professional or expert competence; or

a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XII below, a person who performs the duties of a director in accordance with this Article XI shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE XII

Prohibited Transactions

Section 12.1 Loans.

Except as permitted by the Washington Corporation Code, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 12.2 Self-Dealing Transactions.

Except as provided in Section 12.3 below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction is described in the Washington Corporation Code.

Section 12.3 Approval.

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE XIII

Construction and Definitions

Unless the context otherwise requires, the general provision, rules of construction, and definitions contained in the Washington Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

ARTICLE XIV

Grant Making Procedures

The Board of Directors shall have the power to make grants to any organization organized and operated for the purposes described in 501(c)3 of the Internal Revenue Code of the United States (or the corresponding section of any future code). In the event that the organization has not been recognized as exempt under 501(c)3 by the Internal Revenue Service, the Board shall review all requests for funds from any such organization, which requests shall be in writing, and shall require that such requests specify the use to which the funds will be put. Board approval is required for all grants.

The Board shall enter into written agreements with such organizations to ensure that the following compliance provisions are carried out. The Board shall require all grantees to furnish periodic accountings of the grant expenditures. The Board shall have the discretion to refuse to make grants for any or all purposes for which funds are requested. Even after the Board has approved a grant to another organization for a specific purpose or project and has solicited funds for the grant, the Board shall retain at all times the right to withdraw approval of any grant and to use the funds solicited for other charitable purposes if the Board, in its sole discretion,

determines that the grant will not comply with the requirements of 501(c)3 of the Internal Revenue Code of the United States (or the corresponding section of any future code).

The Board may refuse to accept contributions earmarked by donors that require the funds to be distributed to a foreign organization. The Board shall at all times maintain policies and procedures in connection with its grant-making activities that comply with the requirements of 501(c)3 of the Internal Revenue Code of the United States (or the corresponding section of any future code).