Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning July 1, 2012, and ending June 30, 20 13

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization: Northwest Museum of Arts & Culture Foundation

Doing Business As

Number and street (or P O box if mail is not delivered to street address): 2316 West First Ave. | Room/suite

City, town or post office, state, and ZIP code: Spokane, WA 99201-5906

D Employer identification number: 91-1303063

E Telephone number: (509) 363-5321

G Gross receipts $ 1,288,044

F Name and address of principal officer

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☑ No
If "No," attach a list (see instructions)

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ None

H(c) Group exemption number ▶ N/A

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1984

M State of legal domicile WA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: The mission of the Northwest Museum of Arts & Culture Foundation is to financially support the Eastern Washington State Historical Society dba Northwest Museum of Arts & Culure as it actively engages all people in appreciation of arts and culture through collections stewardship, exhibits, and programs that educate and entertain.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	2
6	Total number of volunteers (estimate if necessary)	6	150
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-0-
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-0-

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	342,229	713,494
	9	Program service revenue (Part VIII, line 2g)	-0-	-0-
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	185,818	166,849
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,943	318,232
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	540,990	1,198,575
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	473,493	1,008,784
	14	Benefits paid to or for members (Part IX, column (A), line 4)	-0-	-0-
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	24,126	15,257
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	3,000	3,000
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,697		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	67,502	99,170
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	568,121	1,126,211
	19	Revenue less expenses. Subtract line 18 from line 12	(27,131)	72,364
			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	7,163,245	7,234,794
	21	Total liabilities (Part X, line 26)	871,957	59,409
	22	Net assets or fund balances. Subtract line 21 from line 20	6,291,288	7,175,385

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MAY 15 2014
OGDEN, UT

Part II Signature Block

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

Sign Here
▶ William R. Hawley — Signature of officer — Date 05/09/2014
▶ William R. Hawley, President — Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

5

614

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:

The mission of the Northwest Museum of Arts & Culture Foundation is to financially support the Eastern Washington State Historical Society dba Northwest Museum of Arts & Culture as it actively engages all people in appreciation of arts and culture through collections stewardship, exhibits, and programs that educate and entertain.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 954,784 including grants of $) (Revenue $)

To provide operating and program support for the Eastern Washington State Historical Society dba Northwest Museum of Arts & Culture, formerly known as the Cheney Cowles Museum.

4b (Code:) (Expenses $ 54,000 including grants of $) (Revenue $)

To provide operating and program support for the Spokane Art School as quarterly distributions from an endowment held and managed by the Northwest Museum of Arts & Culture Foundation for the benefit of the Spokane Art School.

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O.)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses ▶** 1,008,784

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	✓	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	✓	
3	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*	3		✓
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	✓	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		✓
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		✓
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		✓
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		✓
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		✓
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	✓	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		✓
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		✓
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		✓
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		✓
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		✓
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		✓
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		✓
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		✓
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		✓
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		✓
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV.*	14b		✓
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		✓
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		✓
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		✓
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	✓	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		✓
20 a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		✓
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	✓	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		✓
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a		✓
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		✓
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		✓
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		✓
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		✓
b	Is the organization 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*	25b		✓
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		✓
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		✓
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		✓
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		✓
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	✓	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		✓
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		✓
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	✓	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		✓
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		✓
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		✓
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		✓
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	20			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	-0-			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	✓	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	✓	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		✓
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	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)?			4a		✓
b	If "Yes," enter the name of the foreign country: ▶ N/A See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	✓	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	✓	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	N/A			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	N/A			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	N/A			
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a	N/A			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	N/A			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	N/A			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	N/A			
c	Enter the amount of reserves on hand	13c	N/A			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		✓
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*
Check if Schedule O contains a response to any question in this Part VI . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . **1a** 13 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent . **1b** 13			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		✓
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		✓
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	✓	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		✓
6	Did the organization have members or stockholders?	6		✓
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		✓
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		✓
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	✓	
b	Each committee with authority to act on behalf of the governing body?	8b	✓	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		✓

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		✓
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	✓	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		✓
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c		
13	Did the organization have a written whistleblower policy?	13		✓
14	Did the organization have a written document retention and destruction policy?	14		✓
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		✓
b	Other officers or key employees of the organization	15b		✓
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		✓
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ Washington

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☑ Upon request ☐ Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ Northwest Museum of Arts & Culture Foundation, 2316 W. First Ave., Spokane, WA 99201, (509) 363-5321

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Paul Ellyson, Trustee President, Executive Committee		✓		✓				-0-	-0-	-0-
(2) Christy Scammell-Hueber, Trustee Vice President, Executive Committee		✓		✓				-0-	-0-	-0-
(3) Joel White, Trustee Treasurer, Executive Committee		✓		✓				-0-	-0-	-0-
(4) Tamara Bryant, Trustee Secretary, Executive Committee		✓		✓				-0-	-0-	-0-
(5) Peter Moye, Trustee Past President, Executive Committee		✓						-0-	-0-	-0-
(6) Sue Bradley, Trustee		✓						-0-	-0-	-0-
(7) Ted Condon, Trustee		✓						-0-	-0-	-0-
(8) Bill Hawley, Trustee		✓						-0-	-0-	-0-
(9) Shaina Nomee, Trustee		✓						-0-	-0-	-0-
(10) Bill Papesh, Trustee		✓						-0-	-0-	-0-
(11) Barb Wagstaff-Parkes, Trustee		✓						-0-	-0-	-0-
(12) Toni Pessemier, Trustee		✓						-0-	-0-	-0-
(13) Lisa Cole-Taylor, Trustee		✓						-0-	-0-	-0-
(14)										

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total ▶								-0-	-0-	-0-
c Total from continuation sheets to Part VII, Section A ▶								-0-	-0-	-0-
d Total (add lines 1b and 1c) ▶								-0-	-0-	-0-

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ None

			Yes	No
3	Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		✓
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		✓
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		✓

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
None	N/A	N/A

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ None

Part VIII **Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII. ☐

Section	Line	Description			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a	-0-				
	b	Membership dues	1b	-0-				
	c	Fundraising events	1c	34,598				
	d	Related organizations . . .	1d	-0-				
	e	Government grants (contributions)	1e	-0-				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	678,896				
	g	Noncash contributions included in lines 1a-1f: $						
	h	**Total.** Add lines 1a–1f . . . . ▶			713,494			
Program Service Revenue				Business Code				
	2a	None		N/A	-0-	-0-	-0-	-0-
	b	None		N/A	-0-	-0-	-0-	-0-
	c	None		N/A	-0-	-0-	-0-	-0-
	d	None		N/A	-0-	-0-	-0-	-0-
	e	None		N/A	-0-	-0-	-0-	-0-
	f	All other program service revenue .		N/A	-0-	-0-	-0-	-0-
	g	**Total.** Add lines 2a–2f . . . . ▶			-0-			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . ▶			166,849	166,849	-0-	-0-
	4	Income from investment of tax-exempt bond proceeds ▶			-0-	-0-	-0-	-0-
	5	Royalties . . . . ▶			-0-	-0-	-0-	-0-
			(i) Real	(ii) Personal				
	6a	Gross rents . .	-0-	-0-				
	b	Less: rental expenses	-0-	-0-				
	c	Rental income or (loss)	-0-	-0-				
	d	Net rental income or (loss) . . . . ▶			-0-	-0-	-0-	-0-
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	-0-	-0-				
	b	Less: cost or other basis and sales expenses	-0-	-0-				
	c	Gain or (loss) . .	-0-	-0-				
	d	Net gain or (loss) . . . . ▶			-0-	-0-	-0-	-0-
	8a	Gross income from fundraising events (not including $ 82,518 of contributions reported on line 1c). See Part IV, line 18	a	136,631				
	b	Less: direct expenses	b	89,469				
	c	Net income or (loss) from fundraising events . ▶			47,162		-0-	47,162
	9a	Gross income from gaming activities. See Part IV, line 19	a	-0-				
	b	Less: direct expenses	b	-0-				
	c	Net income or (loss) from gaming activities . . ▶			-0-	-0-	-0-	-0-
	10a	Gross sales of inventory, less returns and allowances . . .	a	-0-				
	b	Less: cost of goods sold . . .	b	-0-				
	c	Net income or (loss) from sales of inventory . . ▶			-0-	-0-	-0-	-0-
		Miscellaneous Revenue		Business Code				
	11a	Long-term Capital Gains		900099	101,793	101,793	-0-	-0-
	b	Unrealized Gains		900099	169,277	169,277	-0-	-0-
	c	None		N/A	-0-	-0-	-0-	-0-
	d	All other revenue		N/A	-0-	-0-	-0-	-0-
	e	**Total.** Add lines 11a–11d . . . . ▶			271,070			
	12	**Total revenue.** See instructions. . . . . . . ▶			1,198,575	437,919	-0-	47,162

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX . . . . ☐

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,008,784	1,008,784		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22 . . .	-0-	-0-		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . .	-0-	-0-		
4	Benefits paid to or for members	-0-	-0-		
5	Compensation of current officers, directors, trustees, and key employees	-0-	-0-	-0-	-0-
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . .	-0-	-0-	-0-	-0-
7	Other salaries and wages	14,294	-0-	14,294	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	-0-	-0-	-0-	-0-
9	Other employee benefits	-0-	-0-	-0-	-0-
10	Payroll taxes	963	-0-	963	-0-
11	Fees for services (non-employees):				
a	Management	-0-	-0-	-0-	-0-
b	Legal	-0-	-0-	-0-	-0-
c	Accounting	5,200	-0-	5,200	-0-
d	Lobbying	28,000	-0-	28,000	-0-
e	Professional fundraising services. See Part IV, line 17	3,000			3,000
f	Investment management fees	46,395	-0-	46,395	-0-
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . .	221	-0-	221	-0-
12	Advertising and promotion	133	-0-	133	-0-
13	Office expenses	4,491	-0-	4,491	-0-
14	Information technology	11,957	-0-	11,957	-0-
15	Royalties	-0-	-0-	-0-	-0-
16	Occupancy	-0-	-0-	-0-	-0-
17	Travel	358	-0-	358	-0-
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	-0-	-0-	-0-	-0-
19	Conferences, conventions, and meetings .	-0-	-0-	-0-	-0-
20	Interest	-0-	-0-	-0-	-0-
21	Payments to affiliates	-0-	-0-	-0-	-0-
22	Depreciation, depletion, and amortization .	-0-	-0-	-0-	-0-
23	Insurance	1,533	-0-	1,533	-0-
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	Dues & Subscriptions	110	-0-	110	-0-
b	Licenses & Permits	75	-0-	75	-0-
c	Donor Cultivation	697	-0-	-0-	697
d	N/A	-0-	-0-	-0-	-0-
e	All other expenses N/A	-0-	-0-	-0-	-0-
25	**Total functional expenses.** Add lines 1 through 24e	1,126,211	1,008,784	113,730	3,697
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) . . .	-0-	-0-	-0-	-0-

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X . . . ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	936,092	1	915,760
	2	Savings and temporary cash investments	-0-	2	-0-
	3	Pledges and grants receivable, net	-0-	3	-0-
	4	Accounts receivable, net	46,969	4	12,114
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	-0-	5	-0-
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	-0-	6	-0-
	7	Notes and loans receivable, net	-0-	7	-0-
	8	Inventories for sale or use	-0-	8	-0-
	9	Prepaid expenses and deferred charges	-0-	9	-0-
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: -0-			
	b	Less: accumulated depreciation — 10b: -0-	-0-	10c	-0-
	11	Investments—publicly traded securities	6,180,184	11	6,306,920
	12	Investments—other securities. See Part IV, line 11	-0-	12	-0-
	13	Investments—program-related. See Part IV, line 11	-0-	13	-0-
	14	Intangible assets	-0-	14	-0-
	15	Other assets. See Part IV, line 11	-0-	15	-0-
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	7,163,245	16	7,234,794
Liabilities	17	Accounts payable and accrued expenses	871,957	17	59,409
	18	Grants payable	-0-	18	-0-
	19	Deferred revenue	-0-	19	-0-
	20	Tax-exempt bond liabilities	-0-	20	-0-
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	-0-	21	-0-
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	-0-	22	-0-
	23	Secured mortgages and notes payable to unrelated third parties	-0-	23	-0-
	24	Unsecured notes and loans payable to unrelated third parties	-0-	24	-0-
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	-0-	25	-0-
	26	**Total liabilities.** Add lines 17 through 25	871,957	26	59,409
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	111,104	27	868,465
	28	Temporarily restricted net assets	38,352	28	-0-
	29	Permanently restricted net assets	6,141,832	29	6,306,920
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	-0-	30	-0-
	31	Paid-in or capital surplus, or land, building, or equipment fund	-0-	31	-0-
	32	Retained earnings, endowment, accumulated income, or other funds	-0-	32	-0-
	33	Total net assets or fund balances	6,291,288	33	7,175,385
	34	Total liabilities and net assets/fund balances	7,163,245	34	7,234,794

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,198,575
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,126,211
3	Revenue less expenses. Subtract line 2 from line 1	3	72,364
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,291,288
5	Net unrealized gains (losses) on investments	5	-0-
6	Donated services and use of facilities	6	-0-
7	Investment expenses	7	-0-
8	Prior period adjustments	8	-0-
9	Other changes in net assets or fund balances (explain in Schedule O)	9	811,733
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	7,175,385

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☑ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		✓
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b		✓
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		✓
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization
Northwest Museum of Arts & Culture Foundation

Employer identification number
91-1303063

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33⅓% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☑ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☑ Type III–Functionally integrated **d** ☐ Type III–Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of monetary support
(A) Eastern Wash. State Historical Soc.	91-6000186	7	✓		✓		✓		954,784
(B) Spokane Art School				✓	✓		✓		54,000
(C)									
(D)									
(E)									
Total									1,008,784

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III

Name of organization	Employer identification number
Northwest Museum of Arts & Culture Foundation	91-1303063

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures . . . ▶ $

3 Volunteer hours . . .

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . ☐ Yes ☐ No

4a Was a correction made? . . . ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? . . . ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

	(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

	Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	-0-	-0-
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	28,000	-0-
c	Total lobbying expenditures (add lines 1a and 1b)	28,000	-0-
d	Other exempt purpose expenditures	1,098,211	-0-
e	Total exempt purpose expenditures (add lines 1c and 1d)	1,126,211	-0-
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	187,621	-0-

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000.

		(a) Filing organization's totals	(b) Affiliated group totals
g	Grassroots nontaxable amount (enter 25% of line 1f)	46,905	-0-
h	Subtract line 1g from line 1a. If zero or less, enter -0-	-0-	-0-
i	Subtract line 1f from line 1c. If zero or less, enter -0-	-0-	-0-
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	☐ Yes	☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

	Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a	Lobbying nontaxable amount	62,000	137,306	-0-	187,621	386,927
b	Lobbying ceiling amount (150% of line 2a, column (e))					580,391
c	Total lobbying expenditures	10,000	25,000	-0-	28,000	63,000
d	Grassroots nontaxable amount	15,500	34,327	-0-	46,905	96,732
e	Grassroots ceiling amount (150% of line 2d, column (e))					145,098
f	Grassroots lobbying expenditures	-0-	-0-	-0-	-0-	-0-

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		✓	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		✓	
c Media advertisements?		✓	-0-
d Mailings to members, legislators, or the public?		✓	-0-
e Publications, or published or broadcast statements?		✓	-0-
f Grants to other organizations for lobbying purposes?		✓	-0-
g Direct contact with legislators, their staffs, government officials, or a legislative body?		✓	-0-
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		✓	-0-
i Other activities?		✓	-0-
j Total. Add lines 1c through 1i			-0-
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		✓	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: Northwest Museum of Arts & Culture Foundation

Employer identification number: 91-1303063

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ____________

4 Number of states where property subject to conservation easement is located ▶ ____________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ____________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ____________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

(ii) Assets included in Form 990, Part X ▶ $ ____________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

b Assets included in Form 990, Part X ▶ $ ____________

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ____________

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

			Amount
c	Beginning balance	1c	
d	Additions during the year	1d	
e	Distributions during the year	1e	
f	Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII . . . . ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	6,180,184	6,252,281	5,495,965	5,041,860	5,059,786
b	Contributions	24,232	31,182	11,100	30,994	1,324,045
c	Net investment earnings, gains, and losses	439,990	116,208	1,035,035	646,013	(1,018,318)
d	Grants or scholarships	-0-	-0-	-0-	-0-	-0-
e	Other expenditures for facilities and programs	(291,091)	(172,096)	(278,335)	(185,350)	(289,553)
f	Administrative expenses	(46,395)	(47,391)	(11,184)	(37,552)	(34,100)
g	End of year balance	6,306,920	6,180,184	6,252,281	5,495,965	5,041,860

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ________ %
b Permanent endowment ▶ ________ %
c Temporarily restricted endowment ▶ ________ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

			Yes	No
(i)	unrelated organizations	3a(i)		✓
(ii)	related organizations	3a(ii)		✓
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land				
b	Buildings				
c	Leasehold improvements				
d	Equipment				
e	Other				

Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶

SCHEDULE G (Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: Northwest Museum of Arts & Culture Foundation
Employer identification number: 91-1303063

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total . . . . . . ▶							

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 Art Festival (event type)	(b) Event #2 Golf Tourn (event type)	(c) Other events 3 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	120,572	22,566	28,091	171,229
	2 Less: Contributions	14,783	16,495	3,320	34,598
	3 Gross income (line 1 minus line 2)	105,789	6,071	24,771	136,631
Direct Expenses	4 Cash prizes	-0-	-0-	-0-	-0-
	5 Noncash prizes	-0-	-0-	-0-	-0-
	6 Rent/facility costs	6,000	4,920	-0-	10,920
	7 Food and beverages	4,509	3,565	5,579	13,653
	8 Entertainment	9,600	-0-	3,055	12,655
	9 Other direct expenses	39,830	2,174	10,237	52,241
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(89,469)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				47,162

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ______ % ☐ No	☐ Yes ______ % ☐ No	☐ Yes ______ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ______

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ______

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: ______

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization: Northwest Museum of Arts & Culture

Employer identification number: 91-1303063

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	✓	2	35,264	Market Value
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . . **29** None

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		✓
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	✓	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	✓	
b	If "Yes," describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Part I, Line 9 - gift of publicly traded securities received from 2 donors - valued at the average of the high and low market prices of the securities on the date the gift was accepted.

Part I, Line 32a - the Foundation does not hold securities, outside of the endowment, but rather liquidates them immediately upon receipt. The disposition is done by a brokerage firm and the net proceeds are then sent to the Foundation to fulfill the donor intent.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
Northwest Museum of Arts & Culture Foundation	91-1303063

Form 990, Part VI, Section A. Governing Body and Management

Line 4 - At a regularly scheduled meeting of the Board of Trustees in May, 2013 the Amended and Restated Bylaws of the Northwest Museum of Arts and Culture Foundation and the Articles of Amendment to Articles of Incorporation of the Northwest Museum of Arts & Culture Foundation were approved. Copies of both are attached and included with this return.

Form 990, Part VI, Section B. Policies

Line 11a - Currently, there is no process being used for the Board of Trustees to review the Form 990 prior to filing. The Board of Trustees meet once each quarter. It is difficult to have the statements prepared and available for review at a normally scheduled meeting. In addition, the Finance/Investment Committee also meets only once per quarter. However, all forms were sent electronically to the full Board three weeks prior to the filing deadline for review and comment.

Form 990, Part VI, Section C. Disclosure

Line 19 - The Northwest Museum of Arts & Culture Foundation currently does not have written policies for: conflict of interest; whistleblower; or document retention or destruction, and are therefore not available for public review. The Form 990 Tax Return is available to all interested parties upon request.

Form 990, Part XI, Reconciliation of Net Assets

Line 9 - At the end of Fiscal Year 2012 the financial statements reflected a payable to EWSHS/MAC of $819,265 to account for funds held by the Foundation on behalf of EWSHS/MAC. The Foundation no longer accounts for these funds as a payable and, as such, removed them from the payable balance in FY2013. However, this amount is partially off-set by a transfer of funds in the amount of $7,532 to the endowment which was the net proceeds from the Golf Tournament. The combined $811,733 decrease in Accounts Payable is reflected as an increase in Net Assets at the end of FY2013.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: Northwest Museum of Arts & Culture Foundation
Employer identification number: 91-1303063

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) Eastern Washington State Historical Society 2316 W. First Ave., Spokane, WA 99201-5906	Historical Society	Washington	501(c)(3)	7	N/A		✓
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

		Line	Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		✓
b	Gift, grant, or capital contribution to related organization(s)	1b	✓	
c	Gift, grant, or capital contribution from related organization(s)	1c		✓
d	Loans or loan guarantees to or for related organization(s)	1d		✓
e	Loans or loan guarantees by related organization(s)	1e		✓
f	Dividends from related organization(s)	1f		✓
g	Sale of assets to related organization(s)	1g		✓
h	Purchase of assets from related organization(s)	1h		✓
i	Exchange of assets with related organization(s)	1i		✓
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		✓
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		✓
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		✓
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		✓
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		✓
o	Sharing of paid employees with related organization(s)	1o		✓
p	Reimbursement paid to related organization(s) for expenses	1p	✓	
q	Reimbursement paid by related organization(s) for expenses	1q	✓	
r	Other transfer of cash or property to related organization(s)	1r		✓
s	Other transfer of cash or property from related organization(s)	1s	✓	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a–s)	(c) Amount involved	(d) Method of determining amount involved
(1) Eastern Washington State Historical Society	1b	598,195	Cash and A/P
(2) Eastern Washington State Historical Society	1p	4,430	Cash and A/P
(3) Eastern Washington State Historical Society	1q	78,937	Cash and A/R
(4) Eastern Washington State Historical Society	1s	10,056	Cash and A/R
(5)			
(6)			

FILED
SECRETARY OF STATE
SAM REED

MARCH 17, 2008

STATE OF WASHINGTON

APR 02 2008

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tid:1470276

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
THE NORTHWEST MUSEUM OF ARTS & CULTURE

Pursuant to the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03 RCW, the following Articles of Amendment of Articles of Incorporation is as follows:

The following Articles are hereby amended to read as follows:

ARTICLE I

The name of the Corporation is NORTHWEST MUSEUM OF ARTS & CULTURE FOUNDATION (the "Corporation").

The following Articles are hereby amended to read as follows:

ARTICLE II

The amendment to the Articles of Incorporation of said corporation is as follows:

Article VIII is hereby removed. There are no members to the corporation.

ARTICLE III

The amendment was adopted on February 7, 2008.

ARTICLE IV.

This nonprofit Corporation never had any members; and, consequently, the amendment was unanimously adopted by the Corporation's Board of Directors pursuant to RCW 24.03.0165.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on the 7 day of February, 2008.

NORTHWEST MUSEUM OF ARTS & CULTURE

By: ______________________

Peter E. Moyé, President

AMENDED AND RESTATED BYLAWS
OF
NORTHWEST MUSEUM OF ARTS & CULTURE FOUNDATION
A WASHINGTON NONPROFIT CORPORATION

ARTICLE I.
NAME

The name of this nonprofit corporation is "Northwest Museum of Arts & Culture Foundation" (formerly known as The Eastern Washington Museum Foundation), and it may sometimes be referred to in these Bylaws as the "Foundation," referring to the corporation as a legal entity.

ARTICLE II.
OFFICES

Section 1. Registered Office and Registered Agent. The registered office of the Foundation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office

Section 2. Other Offices. The Foundation may have other offices within or outside the State of Washington at such place or places as the Board of Trustees may from time to time determine.

ARTICLE III.
PRIMARY PURPOSE

The primary purpose of the Northwest Museum of Arts & Culture Foundation is to provide funds for the operation and programs of the Eastern Washington State Historical Society, d/b/a Northwest Museum of Arts & Culture, or to any successor thereof; and if funds are sufficient therefor, to assist in providing funds for repair, restoring and maintaining any of the properties, and to assist in capital improvements and construction projects of said Eastern Washington State Historical Society, d/b/a Northwest Museum of Arts & Culture, or any successor thereof.

ARTICLE IV.
BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall be vested with the management of the business of the Foundation.

Section 2. Number. There shall be no less than five (5) nor more than nine (9) Trustees of the Foundation who shall be called the "Board of Trustees."

Section 3. Classification and Term. The Trustees shall be divided into three groups and shall be known as Class 1, Class 2 and Class 3. The initial Class 1 Trustees shall hold office until the first annual meeting of Trustees; the initial Class 2 Trustees shall hold office until the second annual meeting of Trustees; and the initial Class 3 Trustees shall hold office until the third annual meeting of Trustees. Thereafter, Trustees of each class shall serve for a term of three (3) years commencing on the date of election; and each Trustee shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. At each subsequent annual meeting of Trustees, the successors of those Trustees whose terms then expire shall be elected to serve for a term of three (3) years and until their successors are elected and qualified, or until their death, resignation or removal.

Section 4. Method of Election. Unless the Board of Trustees is reducing the number of Trustees as provided in these Bylaws, the Board shall elect successor Trustees to replace each Trustee whose term is ending.

The Board shall hold this election at the annual meeting of Trustees at which the Trustee's term is scheduled to end or at any other meeting not earlier than six (6) months prior to such annual meeting.

The Board of Trustees shall appoint an individual to fill a vacancy in the position of a Trustee. The Board of Trustees may do so at any meeting of the Board of Trustees by the affirmative vote of a majority of the remaining Trustees. A Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 5. Term of Office. The term of office for each Trustee shall be three (3) years. No Trustee shall serve more than six (6) consecutive years unless he/she has served as an Officer of the Foundation or Member of the Executive Committee within six (6) years prior to the expiration of his/her term as a Trustee.

Section 6. Change of Number. The number of Trustees may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent trustee.

Section 7. Powers. The Board of Trustees shall have and may exercise, all the powers of the Foundation, including, and not by way of limitation, the management of the properties, affairs and funds of the Foundation, and the power and authority to do and perform all acts and functions required by and on behalf of the Foundation. The following actions by the Board shall require a vote of two-thirds (2/3) of all the Trustees present at a regularly or specially called meeting:

a. Sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Foundation;

b. Dissolution, liquidation, merger, or consolidation of the Foundation;

c. Alteration, amendment, or repeal of the Articles or Bylaws or the adoption of restated Articles or Bylaws;

d. Removal of a trustee, or

e. Incorporation or dissolution of affiliated entities.

Provided, however, that nothing in the foregoing shall empower the Board of Trustees to do any act or thing in contravention of the provisions of the Articles of Incorporation, or which does not in fact benefit or support its purpose.

Section 8. Specific Purposes. This Foundation shall have all rights and powers given to nonprofit corporations generally under the laws of the State of Washington and all further and broader rights and powers which may in the future be given to nonprofit corporations generally under any subsequent laws of this state. No subsequent repeal or amendment of any such laws shall diminish or restrict this Foundation's rights and powers.

This Foundation is organized and operated exclusively for charitable and educational purposes and to provide funding for the operation and programs of the Eastern Washington State Historical Society, as further detailed in the Articles of Incorporation, within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law ("Internal Revenue Code").

Notwithstanding any provision of these Articles of Incorporation to the contrary, this Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualifying for tax-exempt status under §501(c)(3) of the Internal Revenue Code.

This Foundation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Foundation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 9. Regular Meetings. The annual meeting of the Board of Trustees shall be held, upon notice, during the month of May of each year at the principal office of the Foundation, unless otherwise provided in the notice. Regular meetings shall be held at the principal office of the Foundation in the absence of any designation to the contrary. If such meetings are scheduled on a regular basis and the date of any such meeting is announced at a prior regularly scheduled meeting, no additional notices shall be necessary.

Section 10. Special Meetings. Special meetings of the Board of Trustees may be called at any time by either the President or the Vice President at his or her own initiative, or upon written request by any two (2) Trustees, or of any two (2) other officers. Such meetings shall be held at the registered office of the Foundation or at such other place or places as the Trustees may from time to time designate.

Section 11. Notice. Notice of any meeting of the Board of Trustees shall be given at least three (3) days prior thereto by written notice delivered personally or sent by fax, mail or electronic mail to each Trustee at his or her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustees may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting shall be specified in the notice. Business transacted at any special meeting of the board shall be limited to the purpose or purposes stated in the notice of the meeting; provided, however, that if all the Trustees of the entire board are present, other matters may be taken up by unanimous consent.

Section 12. Quorum. A majority of the Board of Trustees present at a regularly or specially called meeting shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 13. Waiver of Notice. Attendance of a Trustee at a meeting shall constitute a wavier of notice of such meeting, except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Trustee or Trustees, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 14. Registering Dissent. A Trustee who is present at a meeting of the Board of Trustees at which action on a corporate matter is taken shall be presumed to have assented to such action unless the trustee shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a trustee who voted in favor of such action.

Section 15. Board Decisions. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

Section 16. Votes. Each trustee of the Board of Trustees shall possess one (1) vote in matters coming before the Board. All voting at meetings of the Board of Trustees shall be by each Trustee in person, whether by telephone, electronic mail or otherwise, and voting by proxy shall not be allowed. All tie votes may be broken by the President.

Section 17. Conference Telephone or Electronically. Any regular or special meeting of the Board of Trustees may be effectuated by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting, for all purposes, including the right to vote and the right to waive notice of meeting.

Section 18. Resignation; Removal.

a. Any Trustee may resign his or her office as trustee at any time by mailing or otherwise delivering a written resignation to the President of the Board of Trustees. Such resignation may also include resignation as an Active Member, or any office he or she holds as an officer of the Foundation.

b. Any Trustee may be removed from office by a two-thirds (2/3) vote of the Membership of the Foundation, whenever, in their judgment, such trustee shall have become incapable or unfit by reason of age or for other good cause to discharge the duties of his or her office, or shall neglect or refuse to perform the same.

Section 19. Executive Committee. The Board of Trustees may appoint, from time to time from its own number, an Executive Committee, consisting of at least three (3) or more Trustees, among whom is the President of the Board, and such Executive Committee shall have the authority to transact such business of the Foundation as may be necessary between the Board meetings, and shall report all of its actions for the review and ratification of the Board of Trustees at the next meeting of such Board.

Section 20. Other Committees. The Board of Trustees may appoint, from time to time, standing or temporary committees consisting of at least one (1) Trustee. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Trustees.

Section 21. Committee Authority, No committee shall have the sole authority of the Board of Trustees in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any Members of such committee or any trustee or officer of the Foundation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Foundation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Foundation other than in the ordinary course of business; authorizing the voluntary dissolution of the Foundation or adopting a plan for the distribution of the assets of the Foundation; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Foundation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Trustees, or any Members thereof, of any responsibility imposed by law.

Section 22. Gifts. The Board of Trustees may, in accordance with Article VIII, accept on behalf of the Foundation any contribution, gift, bequest, or devise for any purpose of the Foundation.

Section 23. Consultants. The Board of Trustees may invite additional individuals with expertise in a pertinent area to meet with and assist the board. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the board by a majority vote of the Trustees present or upon request from the President.

Section 24. Action Without Meeting. Any action required under the provisions of any law or by the Articles of Incorporation, or Bylaws, to be taken at a meeting of the Trustees of this Foundation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof, or all of the Trustees, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such.

Section 25. Bonds. The Board of Trustees may require any officer, agent or employee of the Foundation charged with the responsibility for the custody of any of its funds or property to be bonded in such sum and with such surety as the Board of Trustees shall determine, with the premium therefore to be paid by the Foundation.

Section 26. Agents and Representatives. The Board of Trustees may appoint such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

Section 27. Contracts. The Board of Trustees, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Foundation, and such authority may be general or confined to the specific instance; and unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge it credit, or render it liable pecuniarily for any purpose to any amount.

Section 28. Loans. No loans shall be made by the Foundation to any Trustee.

ARTICLE V.
OFFICERS

Section 1. Elective Officers. The officers of the Foundation shall be a President; a Vice President who shall be the President-elect; a Secretary, and a Treasurer. All officers shall be elected for terms of two (2) years by the Board of Trustees. Such officers shall hold office until their successors are elected and qualify. Any two (2) offices may be held by the same person except the offices of President and Secretary. All officers shall be Members of the Board of Trustees.

Section 2. President. The President shall have general supervision over the affairs of the Foundation, shall sign or countersign all certificates, contracts and other instruments of the Foundation, as authorized by the Board of Trustees, and shall make reports to the Board of Trustees and shall perform all such duties as are incident to his or her office or as are required by the Board of Trustees. The President shall be an ex officio Member of all committees, without vote. The President shall have the following additional duties, responsibilities and powers:

a. Overall supervision of Board affairs;

b. Preside at all meetings of the Board of Trustees;

c Provide leadership to the Board of Trustees and its committees in formulating, developing, and evaluating corporate policies and goals;

d. Ensure that there is appropriate communication between the Members of the Board of Trustees, and the foundation staff;

e. Appoint committees of the Board of Trustees in consultation with and subject to approval of the Board, except as otherwise provided herein;

f. Prepare an agenda for Board of Trustees' meetings.

Section 3. Vice President/President-Elect. During the absence or disability of the president, the vice-president/president elect (or in the event that there be more than one vice-president, the vice-presidents in the order designated by the Board) shall exercise all functions of the president. The vice-president/president elect shall have such powers and discharge such duties as may be assigned from time to time to such vice-president/president elect by the president or by the Board. At the end of the president's term, the vice-president/president elect shall assume all duties of the president.

Section 4. Secretary. It shall be the duty of the Secretary to be the secretary of all meetings of the Board of Trustees and of any Executive Committee meetings, and to act as custodian of the minutes of all corporate meetings and proceedings, to keep all other records of the Board of Trustees and of the Foundation, to issue such notices as may be required by the Articles of Incorporation and Bylaws, and to perform such other acts as the President or Board of Trustees may direct.

Section 5. Treasurer. The Treasurer shall supervise the custody of the funds and securities of the Foundation; cause full and accurate accounting of receipts and disbursements to be kept; cause all funds and properties of the Foundation to be, or held, deposited in such depositories as may be designated by the Executive Committee, subject to the approval of the Board of Trustees; cause the funds of the Foundation to be disbursed as may be ordered by the Board or the Executive Committee, subject to the approval of the Board of Trustees, cause a report to be made at its regular meeting, or whenever the board may require it, of all transactions and the financial condition of the Foundation; and perform such other duties as the Board of Trustees from time to time shall prescribe.

Section 6. Executive Director. The Trustees of the Foundation shall work with the Executive Director of the Northwest Museum of Arts and Culture and the Chief Development Officer of the Northwest Museum of Arts and Culture to direct and supervise the day-to-day activities of the Foundation, with such power and duties, for such period of time as the Trustees in their sole discretion, may require.

Section 7. Delegation. If any officer of the Foundation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any trustee or any other person it may select.

Section 8. Election and Term of Office. The officers of this Foundation shall be elected at the annual meeting of the Board of Trustees, and shall serve for a term of two (2) calendar years. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Trustees at the discretion of the Board of Trustees. Each officer shall hold office until his or her successor has been duly elected and qualified.

Section 9. Removal. Any officer elected or appointed by the Board of Trustees may be removed at any time, with or without cause, by the affirmative vote of the majority of the Board of Trustees whenever in its judgment the best interest of the Foundation would be served thereby.

Section 10. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term at any meeting.

Section 11. Other Officers. The Board of Trustees may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

Section 12. Powers and Duties Each of the officers shall have such powers and duties as previously noted and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Trustees.

Section 13. Loans. No loan shall be made by the Foundation to any officer.

Section 14. Bonds. The Board of Trustees may, by resolution, require any and all of the officers to provide bonds to the Foundation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

ARTICLE VI.
INDEMNIFICATION OF TRUSTEES AND OTHER INDEMNITEES

Section 1. Definitions. As used in this Article:

a. "Act" means the Washington Business Corporation Act, as now or hereafter amended.

b. "Another Enterprise" means a Corporation (other than the Foundation), partnership, joint venture, trust, association, committee, employee benefit plan, or other group or entity.

c. "Corporation" means Northwest Museum of Arts & Culture Foundation, and any domestic or foreign predecessor entity which, in merger or other transactions, ceased to exist.

d. "Trustee" means an individual who is or was a Trustee of the Foundation or an individual who, while a Trustee of the Foundation, is or was serving at the Foundation's request as a Trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan, or other enterprise. A Trustee is considered to be serving an employee benefit plan at the Foundation's request if the Trustee's duties to the Foundation also impose duties. on, or otherwise involve services by, the Trustee to the plan or to participants in or beneficiaries of the plan. "Trustee" includes, unless the context requires otherwise, the estate or personal representative of a Trustee.

e. "Expenses" includes counsel fees.

f. "Indemnitee" means each person who was, is, or is threatened to be made a party to or is involved (including without limitation as a witness) in a Proceeding because the person is or was a Trustee, officer, employee, or agent of the Foundation and who possesses indemnification rights pursuant to the "Act", the Articles, these Bylaws or other corporate action or contract right. The term shall also include, for officers, employees, or agents, service at the Foundation's request as a Trustee, officer, partner, trustee, employee, or agent of Another Enterprise.

g. "Loss" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a Proceeding.

h. "Party" includes an individual who was, is, or is threatened to be named a defendant or respondent in a Proceeding.

i. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative. Proceeding shall include derivative shareholders' actions.

Section 2. Right to Indemnification. The Foundation shall indemnify and hold each Indemnitee harmless against any and all Loss except for Losses arising out of (a) the Indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law; (b) the Indemnitee's approval of certain unlawful distributions or loans by such Indemnitee which are finally adjudged to be in violation of RCW 23B.08.310, or the purposes of this Foundation; or (c) any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property, or services to which the Indemnitee was not legally entitled. Except as provided in Section 6 of this Article, the Foundation shall not indemnify an Indemnitee in connection with a Proceeding (or part thereof) initiated by the Indemnitee unless such Proceeding (or part thereof) was authorized by the Board of Trustees of the Foundation. If, after the effective date of this Article, the Act is amended to authorize further indemnification of Trustees or officers, then Trustees and officers of this Foundation shall be indemnified to the fullest extent permitted by the Act, as so amended.

Section 3. Contribution. If the indemnification provided in Section 2 of this Article is not available to be paid to Indemnitee for any reason other than those set forth in subparagraphs (a), (b), and (c) of Section 2 of this Article (for example, because indemnification is held to be against public policy even though otherwise permitted under Section 2), then in respect of any Proceeding in which the Foundation is jointly liable with Indemnitee (or would be if joined in such Proceeding), the Foundation shall contribute to the amount of loss paid or payable by Indemnitee in such proportion as is appropriate to reflect (a) the relative benefits received by the Foundation on the one hand and the Indemnitee on the other hand from the transaction from which such Proceeding arose, and (b) the relative fault of the Foundation on the one hand and the Indemnitee on the other hand in connection with the events which resulted in such Loss, as well as any other relevant equitable consideration. The relative fault of the Foundation on the one hand and the Indemnitee on the other shall be determined by a court of appropriate jurisdiction (which may be the same court in which the Proceeding took place) with reference to, among other things, the parties' relative intent, knowledge, access to information, and opportunity to correct or prevent the circumstances resulting in such Loss. Foundation agrees that it would not be just and equitable if contribution pursuant to this Section 3 was determined by pro rata allocation or any other method of allocation, which does not take account of the foregoing equitable considerations.

Section 4. Notification and Defense of Claim. Promptly after receipt by Indemnitee of notice of commencement of any Proceeding, Indemnitee must, if a claim in respect thereof is to be made against the Foundation under this Article, notify the Foundation of the commencement thereof; with respect to any such Proceeding as to which Indemnitee has notified Foundation of the commencement thereof:

a. The Foundation will be entitled to participate therein at its own expense;

b. Except as otherwise provided below, to the extent that it may wish, the Foundation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to Indemnitee. After notice from the Foundation to Indemnitee of its election to assume the defense thereof, the Foundation will not be liable to Indemnitee under this Article for any legal or other expenses subsequently incurred by Indemnitee in connection with the defense thereof, other than reasonable costs of investigation or as otherwise provided below. Indemnitee shall have the right to employ its counsel in such Proceeding, but the fees and expenses of such counsel incurred after notice from the Foundation of its assumption of the defense thereof shall be at the expense of Indemnitee unless (1) the employment of counsel by Indemnitee has been authorized by the Foundation, (2) Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Foundation and Indemnitee in the conduct of the defense of such Proceeding, or (3) the Foundation shall not in fact have employed counsel to assume the defense of such Proceeding, in any of which cases the fees and expenses of counsel shall be at the expense of the Foundation. The Foundation shall not be entitled to assume the defense of any Proceeding brought by or on behalf of the Foundation or as to which Indemnitee shall have made the conclusion provided in (2) of this subparagraph; and

c. The Foundation shall not be liable to indemnify Indemnitee under this Article for any amounts paid in settlement of any Proceeding affected without its written consent. The Foundation shall not settle any Proceeding in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Foundation nor Indemnitee will unreasonably withhold its consent to a proposed settlement.

Section 5. Certain Procedure Relating to Indemnification.

a. For the purpose of pursuing rights to indemnification under this Article, the Indemnitee shall (1) submit to the Board a sworn statement of request of indemnification ("Indemnification Statement") averring that he is entitled to indemnification hereunder; and (2) present to the Foundation reasonable evidence of all amounts for which indemnification is requested Submission of an indemnification to the Board shall create a presumption that the Indemnitee is entitled to indemnification hereunder, and the Company shall, within sixty (60) days after submission of the Indemnification Statement, make the payments requested in the Indemnification Statement to or for the benefit of the Indemnitee, unless (i) within such sixty (60) day period it shall be resolved by a majority vote of the Trustees who were not and are not parties to the threatened Proceeding that the Indemnitee is entitled to the indemnification under this Article; provided, however, in no event shall the number of Trustees be less than two (2); (ii) such vote shall be based upon clear and convincing evidence (sufficient to rebut the foregoing presumption); (iii) the Indemnitee shall receive such period notice in writing of such vote, which notice shall disclose with particularity the evidence upon which the vote is based.

At the election of the Board, the foregoing determination may be made by either (1) the written consent of the shareholders owning a majority of the stock in the Foundation, or (2) as provided by RCW 23B.08.550, as amended.

The provisions of this section are intended to be procedural only and shall not affect the right of the Indemnitee to indemnification under this Article so long as the Indemnitee follows the prescribed procedure, in any determination that the Indemnitee is not entitled to indemnification and any failure to make the payments requested in the Indemnification Statement shall be subject to judicial review by any court of competent jurisdiction.

b. The right to indemnification conferred in this Article shall include the right to be paid by the Foundation all expenses (including attorney's fees) incurred in defending any Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a Proceeding shall be made upon delivery to the Foundation of an undertaking, by or on behalf of such Trustee or officer, to repay all amounts so advanced in the event and only to the extent it shall ultimately be determined that such trustee or officer is not entitled to be indemnified by the Foundation under the Act, Articles of Incorporation, or this Article, or otherwise, for such expenses

Section 6. Right of Indemnitee to Bring At, If a claim under this Article is not paid in full by the Foundation within sixty (60) days after a written claim has been received by the Foundation, except in the case of a claim for expenses incurred in defending a Proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Foundation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnitee shall be entitled to be also paid the expense of prosecuting such claim. Neither the failure of the Foundation (including its Board of Trustees, its shareholders, or independent legal counsel) to have made a determination prior to the commencement of such Proceeding that indemnification of or reimbursement or advancement of expenses to the Indemnitee is proper in the circumstances, nor an actual determination by the Foundation (including its Board of Trustees, its shareholders, or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the Proceeding or create a presumption that the Indemnitee is not so entitled.

Section 7. Indemnification of Employees and Agents of the Foundation. The Foundation may, by action of its Board of Trustees from time to time, provide indemnification and pay expenses in advance of the final disposition of an action to employees and -agents of the Foundation, with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Trustees and officers of the Foundation or pursuant to rights granted pursuant to, or provided by, the Act or otherwise.

Section 8. Contract Right. Rights of indemnification under this Article shall continue as to an Indemnitee who has ceased to be a Trustee or officer, as long as Indemnitee shall be subject to any possible action, by reason of the fact that Indemnitee was a Trustee or officer of the Foundation or serving in any other capacity referred to herein, and shall inure to the benefit of his or her heirs, executors. and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Trustee or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Trustee or officer of the Foundation for or with respect to any acts or omissions of such Trustee or officer occurring prior to such amendment or repeal.

Section 9. Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 10. Insurance. This Foundation shall have the power to purchase and maintain insurance on behalf of any person who is, or was a trustee, officer, employee, or agent of this Foundation, or is or was serving at the request of this Foundation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against such person and incurred by such person in any such capacity or arising out of his/her status as such; whether or not this Foundation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 11. Nonexclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Trustee, officer or employee may be entitled apart from the provision of this Article .

ARTICLE VII.
GIFTS TO THE FOUNDATION

Gifts to the Foundation shall be governed by the Foundation's gift acceptance policy as may be amended from time to time.

ARTICLE VIII.
DEPOSITORIES

The monies of the Foundation shall be deposited in the name of the Foundation in such bank or banks or trust company or trust companies as the Board of Trustees shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Trustees.

ARTICLE IX.
SEAL

The Board of Trustees may provide a corporate seal, which shall be of standard form with the name of the Foundation: The Northwest Museum of Arts & Culture Foundation.

ARTICLE X.
LIABILITIES

Nothing herein shall constitute the Trustees of the Foundation as partners for any purpose. No trustee, officer, agent, or employee shall be liable for the acts or failure to act of any other trustee, officer, agent, or employee of the Foundation; nor shall any Members, officer, agent, or employee be liable for his or her acts or failure to act under these Bylaws, or the Articles of Incorporation of Foundation, excepting only acts or omissions arising out of his or her willful misfeasance.

ARTICLE XI.
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No trustee, officer, or employee of, or Members of a committee of, or person connected with this Foundation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Foundation, provided that this shall not prevent the payment to any such person, or any entity of which such person is an owner, officer, trustee, employee, or beneficiary, of such reasonable compensation for services rendered to or for the Foundation in pursuit of any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All Trustees of the Foundation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Trustees may determine, or as may be determined by a court of competent jurisdiction upon allocation of the Board of Trustees, exclusively to charitable, scientific, or educational organizations, then exempt from tax under Internal Revenue Code Section 503(c)(3) or any successor section thereto, and in all events, in accordance with the Articles of Incorporation.

ARTICLE XII.
BOOKS AND RECORDS

The Foundation shall keep correct and complete books of the minutes of all meetings and other reports and actions of its Board of Trustees and committees having and exercising any of the authority of the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the Members of the Board of Trustees entitled to vote.

ARTICLE XIII.
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no trustee, officer, employee, or representative of this Foundation shall take any action or carry on any activity, by or on behalf of the Foundation, not permitted to be taken or carried on without penalty, by an organization exempt from taxation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or as they should hereafter be amended.

ARTICLE XIV.
CONSTRUCTION OF TERMS AND HEADINGS

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

ARTICLE XV.
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of RCW 24.03, et. seq., or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such waivers shall be filed with the corporate records, or be made a part of the minutes of the relevant meeting.

ARTICLE XVI.
AMENDMENTS

The Board of Trustees shall have power to make, alter, amend, and repeal the Bylaws of this Foundation.

The undersigned Secretary of the Foundation does hereby certify that the above and foregoing Amended and Restated Bylaws of said Foundation were duly adopted by the Trustees as the Amended and Restated Bylaws of The Northwest Museum of Arts & Culture Foundation, and that the same do now constitute the Bylaws of this Foundation.

Approved this 2nd day of May 2013.

Signed this 5th day of ~~April~~ May 2014

Attest: ______________________
President