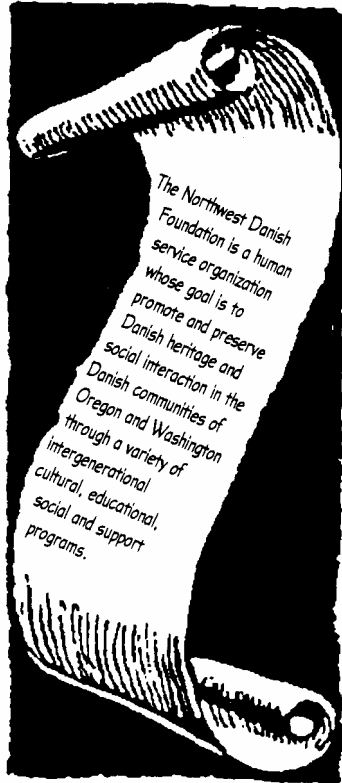


BYLAWS



NORTHWEST DANISH FOUNDATION

[July 30,2004]

SECTION I. MEMBERSHIP

The various membership classes of the Northwest Danish Foundation ("NWDF") shall be set from time to time by the Board of Directors ("Board").

A portion of membership requirements are stated in the Articles of Incorporation. *(Adopted 7/19/1997)*

(a) Membership Fees

Fees for the different classifications of membership and definitions of membership classification shall be set from time to time by the Board and in any event placed in the form used as the Application for Membership. Life membership, a classification now declared to be discontinued, entitles the existing life member to all rights of membership for the balance of his/her or its natural lives. *(Adopted 7/19/1997)*

(b) Due Date of Members Payment

This annual membership payment is due and payable in advance by the annual meeting date. If the annual dues are not paid by the annual meeting date, such member's name shall be dropped from the membership role as provided in paragraph (h) below. Reinstatement may be effected at any time. *(Adopted 7/19/1997)*

(c) Membership Application

Membership shall be obtained by notifying the office of the NWDF of the person's desire to join and by the applicant signing an application and delivering it to the office. Membership fees must accompany the application but thereafter may be paid without application. *(Adopted 7/19/1997)*

(d) Honor Directors and Honorary Members

Honorary Directors and Honorary Members of the NWDF may be elected by a two-thirds favorable vote of the Board after the person nominated has first been recommended for such position by the Executive Committee of the Board; such Directors and Members shall have all the rights of membership and shall be exempt from payment of further membership fees. *(Adopted 7/19/1997)*

To qualify as an Honorary Director, a person must have served as an elected director of the Board and performed duties of such in an outstanding manner. To qualify as an Honorary Member, a person must have served as a member and performed duties of such in an outstanding manner. Once elected as an Honorary Director or Member, the person shall hold such office in perpetuity but without vote as director, unless again voted to a position on the Board. *(Adopted 7/19/1997)*

To be elected to either honorary position is the highest honor that can be conferred by the organization. *(Adopted 7/19/1997)*

(e) Group Qualification

Any organized Lodge, Association, Club, Society, Congregation or Circle in Washington or Oregon, identified with the Danish language or nationality, shall be included in the classes of membership, with the same rights as an individual member by having paid the required group membership fee. Such an organization shall be entitled to one vote at the general or special elections and to elect one of its members as its qualified representative. *(Adopted 7/19/1997)*

(f) Quorum

Members holding twenty-five votes entitled to be cast represented in person or by proxy shall constitute a quorum at a membership meeting. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Articles of Incorporation or the Bylaws. Proxies must be in writing signed by the member and filed with the Secretary before the meeting. *(Adopted 7/19/1997)*

(g) Notice of Members Meeting

Written or printed notice stating the place, day and hour of the annual membership meeting and, in case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than fifty days before the date of the meeting, by mail, by or at the direction of the President, or the Secretary, or the officers, to each member entitled to vote at such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. *(Adopted 7/19/1997)*

Any proposal to be voted on by the members at the annual or any special meeting, other than one approved by the Board of Directors, shall be presented to the Secretary at least 20 days in advance of the meeting. If it conforms to legal requirements the proposal shall be placed on the Agenda of the meeting for action. *(Adopted 7/10/2004)*

(h) Reason for Delinquency

If a member does not pay applicable dues, that person or entity shall be dropped from the membership rolls. No person or entity shall be dropped from the rolls without the Secretary mailing notice thereof at least thirty (30) days prior thereto to the member's last known address. *(Adopted 7/19/1997)*

SECTION II. BOARD

(a) Management by Directors

The management of the corporation shall be vested in a Board of Directors. At least 60% of the Board shall be of Danish nationality or descent or related by marriage to those of Danish nationality or descent. Up to 40% of the

Board may be persons who are not Danish by birth or by marriage. The size of the Board shall be determined from time to time by the Board, but shall consist of not less than 24 and not more than 36 members. Half of the candidates shall be voted in from the Greater Seattle area, and half shall be voted in from other cities; however, if there are insufficient candidates from either category, candidates may be selected from the other category. "Greater Seattle area" may be more particularly described from time to time by the Board. *(Adopted 7/19/1997)*

(b) Term of Directors

The term of office of each director shall be three years, except for a shorter period when a person fills a vacancy. The terms of one third of the directors shall expire each year, but those directors are eligible for immediate reelection. *(Adopted 7/19/1997)*

(c) Members Elect Directors

The members of the Board shall be elected from the general membership of the Northwest Danish Foundation at the annual meeting. A director must be a member and keep his/her dues current. *(Adopted 7/19/1997)*

(d) Annual Election of Directors

The annual election shall take place on the third Saturday of July of each year, at such place as may be determined by the Board; but the Board may alter the date of the annual meeting, provided it gives the members notice thereof as provided by law. *(Adopted 7/19/1997)*

(e) One Vote Per Member

All members of the Northwest Danish Foundation who may be present at the election shall be entitled to one vote each. In addition, members who are representing a member organization shall be entitled to vote for that organization. Members who are not present at the election shall be entitled to vote by proxy, with one vote each. *(Adopted 7/19/1997)*

(f) Vote by Ballot

The voting shall be done by ballot. A plurality vote shall be sufficient to elect. *(Adopted 7/19/1997)*

(g) Appointment of Nominating Committee

The President shall appoint a committee at least 90 days before the annual meeting to arrange for the election and nomination of candidates for the Board and for the nomination of officers in the corporation. Nomination of candidates for the Board and for officers in the corporation may also be made from the floor during the course of the meeting. *(Adopted 7/19/1997)*

(h) Notice to Members Regarding Election of Directors

The Secretary shall, at least 60 days before the annual meeting, inform all member organizations when the election of members of the Board will take place and the notice shall report that nominees and delegates should be selected. A nominee may serve as a delegate or such position may be held by separate persons. Each member organization in good standing shall have the right to name one nominee. All nominees, nominated by the Northwest Danish Foundation nominating committee and all nominees from member organizations shall all be included in the ballot. A delegate is a person who votes for his/her organization. *(Adopted 7/19/1997)*

(i) Vacancies on Board

A record of the last election returns in full shall be filed by the Secretary. Vacancies of the Board during the year shall be filled by the person or persons nominated at the last election, but not elected. The nominees with the most votes either on the Greater Seattle list or on the list for other cities, shall be the first to fill a vacancy on the same list if possible. He or she shall complete the term of the director or directors whose vacancy they are filling. In the event that no such nominees are available, the President or the Executive Committee may select persons to fill the vacancies for the duration of the vacant directorships. *(Adopted 7/19/1997)*

(j) Attendance Requirement

All directors must attend at least 50% of all Board meetings unless excused by the President from attending or absent because of illness. *(Adopted 7/19/1997)*

The President shall notify the Executive Committee that a director is in default of the above requirements prior to the annual meeting in July. The Executive Committee shall, after due consideration, advise the Secretary to notify the director in default that his/her term as a director is being terminated at the July annual meeting. *(Adopted 7/19/1997)*

SECTION III. DUTIES OF THE BOARD AND OFFICERS

(a) Officers

The Board shall annually, on the third Saturday of July, or as soon thereafter as feasible, after election has taken place, organize itself by electing the following officers:

President

Vice-President Operations

Vice-President Programs

Vice-President Administration (Corporate Secretary)

Vice-President Finance (Corporate Treasurer)

Vice-President of Development

The VP Administration shall serve as Corporate Secretary and the VP Finance shall be Corporate Treasurer and Finance Committee Chairperson, unless the Directors otherwise provide.

These officers shall serve for one year or until their successors are elected. *(Adopted 7/19/1997) (Amended 7/21/2001)*

(b) Duties of President

The President shall preside over the meetings of the Board, Executive Committee, and membership and conduct them in accordance with Roberts "Rules of Order." He/she shall be empowered to call extra meetings when he/she shall deem it necessary, or when seven directors shall request it. *(Adopted 7/19/1997)*

The President shall appoint all committee and subcommittee members upon recommendation of the committees or from other sources. The President shall name all chairpersons of committees and subcommittees after first reviewing that selection with the committee. *(Adopted 7/19/1997)*

(c) Selection of Executive Vice President

At the annual membership meeting each year, the Directors shall elect from the five Vice Presidents one of them to serve as Executive Vice President. The Executive Vice President shall act in the absence of the President. *(Adopted 7/19/1997)*

(d) Duties of Corporate Secretary

The Secretary shall keep a true record of the proceedings of all meetings, conduct all correspondence, keep the membership lists current and issue all notices. *(Adopted 7/19/1997)*

An assistant to the Secretary may be employed by the Foundation, but he/she shall report to the Executive Director and the Secretary; and the Executive Director shall be responsible for his/her supervision. *(Adopted 7/19/1997)*

(e) Duties of Corporate Treasurer

The Treasurer shall keep a correct and true account of all monies received and expended. He/she shall manage the funds of the corporation under the general plans approved by the Board and the Finance Committee. He/she shall pay out money only under the budget plan approved by the Board. *(Adopted 7/19/1997)*

An assistant to the Treasurer may be employed by the Foundation, but he/she shall report to the Executive Director and the Treasurer; and the Executive Director shall be responsible for his/her supervision. *(Adopted 7/19/1997)*

(f) Duties of Finance Committee

The Finance Committee shall audit the books of the Foundation annually, review the budget proposed by the Executive Director and recommend the final form to the Board, and shall report and make recommendations at the annual meeting. *(Adopted 7/19/1997)*

(g) Executive Committee

The Executive Committee shall consist of not less than six members of the Board. The President and the Vice President of Operations, Finance, Administration, Programs and Development are automatic members of the Executive Committee. The immediate past President shall be an automatic member of the Executive Committee to serve as such without vote for one year after the expiration of that person's term as President. *(Adopted 7/19/1997)*
(Amended 7/21/2001)

At least one person on the Executive Committee shall be a resident of each of the States of Washington and Oregon. Legal counsel for the Foundation may be invited to attend each meeting of the Executive Committee and the Board, but the legal counsel shall act without vote unless he/she is an "automatic member" of the Executive Committee as above defined, or serves as a director on the Board and votes as a director at a meeting of the Board. *(Adopted 7/19/1997)*

The committee shall have the full power of the Board between the meetings of the Board, but must subordinate itself to the mandates of the Board. The Executive Committee or its designee shall select all employees of the Foundation and select the building management company or person, and has the power to terminate their service after first considering any recommendations from the committee who monitors the company, person or employee's service. The Board or its Executive Committee shall decide any possible disputes between and among the staff of the Foundation. It may request the President to call special meetings if some important action shall require it and make it advisable. *(Adopted 7/19/1997)*

(h) Development Committee

The Northwest Danish Foundation wants to ensure that funds for putting on cultural programs and services continue to be developed, therefore we are establishing the Development Committee to work on this important issue for the future of the programs. *(Adopted 7/21/2001)*

(i) Duty Changes

The duties of the various officers and committees may be altered or amended from time to time, upon motion in writing at a regular meeting of the Board. *(Adopted 7/19/1997)*

(j) Frequency of Meetings and Quorum

The Board shall hold regular meetings at least three times annually, or more often, if it shall so decide. Special meetings may be held at the call of the President, or, upon request of seven directors. Seven directors shall constitute a quorum. Meetings shall be held at such place as the Board may hereafter determine. *(Adopted 7/19/1997)*

(k) Voting at Board Meetings

A simple majority of membership in any committee shall constitute a quorum. *(Adopted 7/19/1997)*

SECTION IV. FUNDS

The Treasurer shall maintain such capital funds, operating - funds and reserve accounts as that person deems will meet generally accepted accounting principals and which also follow the directions of the Board. *(Adopted 7/19/1997)*

SECTION V. ENDOWMENT FUND

(a) Purpose

The Permanent Endowment Fund of the Northwest Danish Foundation, a Washington corporation, (hereinafter called the "Endowment Fund" or "Fund") is hereby established for the purpose of providing members and friends of the Foundation the opportunity to make charitable gifts to the Foundation to provide financial support for the its programs and facilities that would otherwise not be funded from other assets of the Foundation. *(Adopted 7/18/1998)*

(b) Administration

The Endowment Fund shall be administered by the Endowment Committee of the Foundation (hereinafter called the “Committee”) as hereinafter constituted, but investments of the Fund shall be handled by the Investment Committee of the Foundation. The Endowment Committee shall make a report at least annually to the Board of the Foundation as to its accomplishments and plans for the future; and such report shall include complete information as to the assets of the Endowment Fund, receipts and disbursements for the prior year, and other information helpful to the Board. *(Adopted 7/18/1998)*

(c) Investment of Endowment Funds

The Endowment Fund’s investment objectives are as follows:

1. Conservation of principal for the effective maintenance of purchasing power.
2. Production of regular income at a reasonable rate.
3. Growth of income and principal over and above that necessary to offset rises in the cost of living.

All gifts received by the Endowment Fund shall be invested through the establishment of one or more accounts with local reputable financial services companies, including banks, savings and loan associations, credit unions, brokerage firms, mutual fund entities and the like. *(Adopted 7/18/1998)*

The specific purpose of each account authorized by the Committee shall be stated in order to fulfill the wishes of the donor and thereby segregate and maintain gifts for their stated purposes. *(Adopted 7/18/1998)*

(d) Limitation on Use of Principal

The objectives of the Fund are to conserve principal as above stated, and only five (5%) percent of the annual December 31 balance in the Fund can be distributed each year for endowment purposes, even if the income earned by the Fund in the prior year did not reach that percentage. Except as above provided any part of the principal may be withdrawn only in extreme and overwhelming circumstances, bordering on the survival of the Foundation. Except as above provided any withdrawal of the principal must be upon recommendation of the Committee, approved by a two-thirds (2/3) vote of the Board at which a quorum is present, after at least ten days written notice of the proposal to the Board. *(Adopted 7/18/1998) (Amended 7/20/2002)*

(e) Distribution of Income and Description of Gift Types

Gifts to the Fund shall be classified as “designated” or “undesignated.”

1. Designated Gift:

The income of designated gift account shall be distributed by the Board upon the recommendation of the Committee as directed by the donor at the time of their gift or as directed by Will or other gift document, if such direction is in conformity with the purposes of the Fund as above stated. *(Adopted 7/18/1998)*

2. Undesignated Gift:

If the use of the gift is undesignated, the income from the undesignated gift account shall be distributed as directed by the Board after first reviewing the recommendation of the Committee. *(Adopted 7/18/1998)*

3. Gift to Special Account:

Gifts to an established designated account (e.g. ElderCare Account) can be in any amount. *(Adopted 7/18/1998)*

At least three account records shall be kept within the ElderCare Account; namely:

- a) One account shall be titled the Ted Kofoed Account, with an original principal balance of \$32,678, the amount of the gift made to the Foundation in August, 1999.
 - (1) Earnings on the account will either be the actual earnings or 5% per year provided the proposed amendment to the Bylaws is passed by the members of the Foundation at its meeting to be held April 20, 2002.
 - (2) The Finance Committee of the Foundation will inform the Board at least once a year as to the restricted funds (principal balance) and unrestricted (unused earnings) funds in the account.

- (3) The unrestricted funds can be spent for Eldercare expenses as defined by the donor and documented by his facilitator of the gift, Mel Hollister. *(Adopted 4/20/2002)*
- b) Another account shall be titled the General Endowment Account in the amount of the balance of funds after deducting the balance in the Ted Kofoed account.
- (1) At least annually the Finance Committee of the Foundation will inform the Board of the principal balance and the actual or assumed earnings (depending on the applicable Bylaw provision).
- (2) The unrestricted earnings will be available for ElderCare projects as from time to time determined by the Board. *(Adopted 4/20/2002)*
- c) A third account titled ElderCare Tracking Account shall be established whenever an initial gift of \$1,000 or more in cash or assets then having a fair market value of \$2,500 or more for ElderCare as defined in the current brochure of the Foundation's ElderCare Committee. (See attached current brochure).
- (1) The gift (both principal and interest) shall be used for budgeted ElderCare or donor specified ElderCare projects **before** budgeted funds are spent.
- (2) At the end of the Foundation's fiscal year the Finance Committee shall report to the Board the status of the ElderCare Tracking Account, indicating the balance (if any) remaining of the tracked funds and the balance of the unspent budgeted funds for ElderCare.
- (3) The balance of the tracked funds shall be carried forward to the next fiscal year(s) for the above purposes until the tracked funds are exhausted.
- (4) A new ElderCare Tracking Account shall be established when another such \$2,500 or more gift is received and shall be managed as above provided for the first ElderCare Tracking Account. *(Adopted 4/20/2002)*

4. Acceptance or Rejection of Gifts:

The Committee shall have the authority and responsibility to accept or reject any and all gifts to the Fund in keeping with the purposes of the Fund. All gifts made to the Fund shall be accepted subject to the terms and limitations set forth in these By Laws. *(Adopted 7/18/1998)*

5. Size of Gift and Allocation to Account:

Undesignated gifts shall be accepted in any amount.

Designated gifts to establish an individual account (i.e. an account in the donor's requested name) must be in an amount or value large enough to produce an income that would support the action designated as well as compensate for the effects of inflation over time and shall be of a value of at least \$25,000. *(Adopted 7/18/1998)*

(f) Endowment Committee Membership

The Committee shall consist of regular and ex-officio members as hereinafter provided.

1. The ex-officio members of the Committee shall be the President of the Foundation or that person's designee, together with the Treasurer of the Foundation or that person's designee.
2. The regular members of the Committee shall be at least three persons but not more than five persons elected by the Board upon recommendation of the Committee once it is established.

The regular members of the Committee shall serve staggered three year terms or until their successors are elected. *(Adopted 7/18/1998)*

(g) Marketing

In marketing the goals of the Committee it shall take the following action:

1. Explain to prospective donors how they can expand and help perpetuate the work of the Foundation by making gifts to its funds.
2. Explain to prospective donors how gifts to the Fund will continue the charitable objectives of the donor following that person's death.

3. Emphasize the need for adults of all ages to have a Will and/or other estate plan documents. Provide information (not including legal advice) on the preparation of these instruments.
4. Review, in conjunction with the Investment Committee, at least annually the Investment Policies of the Foundation to help implement the Investment Objectives of the Committee as above provided. *(Adopted 7/18/1998)*

(h) Liability of Members of Committee

In the absence of gross negligence or fraud, no member of the Endowment Committee shall be personally liable for any action or omission with respect to the Fund and the work of the Committee, and the Foundation shall save the members harmless from financial exposure and costs of any legal defense regarding any claims, justified or not, relating to such action or omission. *(Adopted 7/18/1998)*

(i) Merger, Consolidation or Dissolution of the Foundation

If at any time the Foundation is lawfully merged or consolidated with any other corporation, all the gifts to the Fund and provisions hereof in respect to the Fund shall be deemed to have been made in behalf of the merged or consolidated corporation which shall be obligated to administer the same in all respects and in accordance with the terms of the Bylaws. If the Foundation should ever be dissolved without any successor thereto, the Fund, including both principal and interest to date of dissolution shall be entrusted to the charitable corporation or organization as provided in Article V of the Articles of Incorporation of the Foundation. *(Adopted 7/18/1998)*

(j) Amendments

Technical corrections and amendments to the provision of the Bylaws establishing the Fund which amendments do not alter the stated purpose of the Fund may be made only by two-thirds (2/3) vote of the members of the Foundation at a meeting at which a quorum is present with at least ten days written notice of the proposed amendments and/or corrections having been given to the membership. *(Adopted 7/18/1998)*

(k) Severability

If any provisions or any application of any provisions of the Fund shall be held or deemed to be or shall be illegal, inoperative, or unenforceable, the same shall not affect any other provisions or any application of any provisions herein or render the same invalid, inoperative, or unenforceable. *(Adopted 7/18/1998)*

SECTION VI. POWER OF THE BOARD

(a) Board Powers Re Employees

The Board shall have the authority to employ or discharge employees of the Foundation as herein more particularly provided. This authority in the Board to discharge employees may be delegated to the Executive Committee of the Board or to the Executive Director of the Foundation. *(Adopted 7/19/1997)*

(b) Fund Raising

The Board shall have authority to collect funds and supplies from lodges, societies, churches, individuals, etc., for the upkeep of the Foundation and its projects and it shall give its moral support to, and encourage the holding of fund raising events in different localities for the same purpose. *(Adopted 7/19/1997)*

(c) Annual Report by Board

The Board shall prepare and render an annual report, covering all the activities in connection with the Foundation and its management. The report must set forth in detail all of the resources and all of the expenditures for the past fiscal year. It must contain recommendations and such facts as may be of interest to the supporters of the Foundation. A condensed report must be mailed to each member of the organization. *(Adopted 7/19/1997)*

(d) Board's Powers Re Executive Director

The Board may employ an Executive Director who will have operating, administrative and fund-raising responsibilities for the programs of the Foundation and budget preparation responsibilities, under the supervision of the Executive Committee, with the Director working in cooperation with the Vice Presidents in their designated areas of responsibility and the applicable Foundation Committees. One member of the Executive Committee will be assigned specific responsibility for working with and supervising the Director on an on-going basis in the day-to-day

operation of the program. The Board will approve an Annual Action Plan, chart of Staff Organization and Job Descriptions for the Executive Director and other staff of the Foundation. *(Adopted 7/19/1997)*

SECTION VII. FISCAL YEAR

The fiscal year of the corporation shall be from July 1 through June 30. *(Adopted 7/19/1997)*

SECTION VIII. BONDING

The Board shall annually review the adequacy of employee and directors' bonding. *(Adopted 7/19/1997)*

SECTION IX. BY-LAW AMENDMENTS

(a) These by-laws or any portion thereof, may be altered, amended or annulled at the annual meeting of the members, special meeting or referendum of the members.

(b) Such amendment, alteration or annulment shall require a two-thirds majority vote of those voting to carry a referendum and a two-thirds majority vote of those voting at a meeting of the members with a quorum present. *(Adopted 7/19/1997)*

SECTION X. INDEMNIFICATION

The corporation shall indemnify any director or officer of the corporation, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended or as defined in the Washington Nonprofit Corporation Act, as presently in effect or as hereafter amended) by reason of the position held by such person or entity in the corporation, to the fullest extent permitted by applicable law, as presently in effect or as hereafter amended; provided, however, that the corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the corporation may indemnify an employee or an agent to such degree as the Board of Directors determines to be reasonable, appropriate and consistent with applicable law and to be in the best interests of the corporation.

The Board of Directors of the corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer who is involved in any capacity in a proceeding by reason of the position held in the corporation, shall be advanced by the Corporation to the fullest extent permitted by applicable law, as presently in effect or as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation may be, but is not required to be, advanced by the corporation prior to the final disposition of such proceeding to the fullest extent permitted by applicable law, as presently in effect or as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first delivers to the corporation the undertaking described within RCW 23B.08.530.

The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to affect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. The right to

indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these bylaws, the Articles of Incorporation of the corporation, a vote of the Board of Directors of the corporation or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the corporation to indemnify, to pay expenses in advance of a final disposition, to enter into contract, or to expand or increase any similar or related power, then, without any further requirement of action by the Board of Directors or the Members of the corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the corporation to lose its tax exempt status.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal. (*Amended 7/10/2004*)

NOTE: The *Adopted* date is the date the members of the Foundation adopted the By Law provision.

The *Amended* date is the date the Foundation members amended the By Law provision.

These By Laws of the Northwest Danish Foundation were confirmed by the Board of Directors as complete with all amendments to July 30, 2004.