BYLAWS

of

RENEWABLE NORTHWEST PROJECT
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BYLAWS
of
RENEWABLE NORTHWEST PROJECT

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in the City of Portland, Oregon, or in another location approved by resolution of the Board of Directors.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board. The Board of Directors shall have the power and authority to do all things necessary or convenient to carry out the affairs of the corporation, including, without limitation, powers to:

(a) decide all matters concerning the duties, selection, and employment of the corporation's executive director, as well as the duties, selection, and compensation (if any) of other officers, employees, or agents of the corporation;

(b) approve the corporation's budget, indicating the limits of the authority to be exercised by the executive director, by other officers, employees, or agents, or by any committee, with respect to budgeted and unbudgeted expenditures;

(c) establish written policies governing the objectives, priorities, personnel, programs, and activities of the corporation;
(d) approve grants as provided in Article VIII, Section 2, of these Bylaws and other donations not inconsistent with law that further the interest of this corporation; and

(e) decide, resolve, or manage all other affairs of the corporation listed as General Powers under Section 65.077, subsections (1) through (18), of the Oregon Nonprofit Corporation Law, and Emergency Powers under Section 65.081 of the Oregon Nonprofit Corporation Law.

Section 2. Number and Qualification of Directors. The number of directors shall be an odd number, not less than five nor more than fifteen, with the exact number of authorized directors to be fixed initially by the Incorporator, and prescribed thereafter, from time to time, by resolution of the Board of Directors. Directors shall be selected to be as geographically diverse as possible, and a majority of directors shall be affiliated with nonprofit conservation, environmental, or other public interest organizations.

Section 3. Election and Term of Office of Directors. The directors then in office shall elect their successors. Except as provided in Section 3.B below, each director shall be elected for a term of three years, and shall hold office until a successor has been elected. Directors may be elected for successive terms. For each director elected, the Board may also select an alternate director, who shall be fully empowered to act as a substitute director during periods of time when the director is unavailable for any reason.

A. Staggered Terms. One-third of the total authorized number of directors shall be elected at the annual meeting each year. If the total authorized number of directors at any time shall not be evenly divisible by three so that a different number of directors must be elected one year out of every three, this different number shall be elected in every third year after 1997.

B. Transition Provisions. The foregoing notwithstanding, the total number of authorized directors shall be elected in 1997. The Incorporator shall determine which directors shall serve initial short terms of one year and two years, and the remaining directors shall serve full terms of three years. After these initial short terms have expired, this provision shall be of no further effect.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Board for the unexpired portion of the term; if the remaining directors constitute less than a quorum, a majority of all the directors remaining in office may fill the vacancy.

Section 5. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chair, the Secretary, or the Board of
Directors of this corporation, unless a later effective date is specified in the resignation. Two-thirds of the directors then in office may remove any director at any time, with or without cause.

Section 6. Annual Meetings. The annual meeting of the Board of Directors shall be held in the fourth calendar quarter of each year. Annual meetings shall be called by the Chair or any two directors, and noticed in accordance with Section 8.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any two directors, and noticed in accordance with Section 8.

Section 8. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least seven days before any such meeting if sent by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends or participates in the meeting unless the director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 10. Quorum and Voting. A majority of the total number of directors prescribed by the Board as provided in Article III, Section 2 of these Bylaws shall constitute a quorum, or if no number is prescribed, a majority of the number in office immediately before the meeting begins shall constitute a quorum.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the Oregon Nonprofit Corporation Law. A director who is present at a meeting of the Board or of a committee of the Board when corporate action is taken is deemed to have assented to that action unless the director exercises the right to object, dissent, or abstain in the manner set forth below:
(i) The director objects at the beginning of the meeting, or promptly upon the director’s arrival, to holding the meeting or transacting the business at the meeting;

(ii) The director’s dissent or abstention from the action taken is entered in the minutes of the meeting; or

(iii) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

Section 12. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the directors participating may simultaneously hear each other during the meeting.

Section 13. Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director reasonably believes to be in the best interest of this corporation and with such care as an ordinarily prudent person in a like position would exercise under similar circumstances.

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

(i) one or more officers or employees of this corporation whom the director reasonably believes to be reliable and competent as to the matters presented;

(ii) counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person’s professional or expert competence; or
(iii) a Board Committee upon which the director does not serve, as to matters within its jurisdiction, provided that the director reasonably believes such Committee merits confidence;

so long as, in any such case, the director acts without knowledge that would cause such reliance to be unwarranted.

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

Section 14. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 15. No Compensation of Directors. Directors shall serve without compensation, but may receive reimbursement for actual and reasonable expenses incurred in the course of service as directors.

ARTICLE IV
COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee, or the designation of a method of selecting committee members, shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) set the number of directors within a range specified in these Bylaws;
(b) elect directors or remove directors;
(c) fill vacancies on the Board of Directors or on any Board Committee;
(d) authorize distributions of any part of the income or profit of the corporation to any director or officer;
(e) adopt, amend, or repeal the Bylaws;

(f) adopt, amend, or repeal the Articles of Incorporation;

(g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(h) create any other Board Committees or determine the method of selection of the members of any Board Committees; or

(i) approve any merger, dissolution, or the sale, pledge, or transfer of all or substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws or the Oregon Nonprofit Corporation Law.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The corporation may also have,
at the discretion of the directors, such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person. The Chair shall be elected from among the directors of the corporation. The standard of care for an officer shall be the same as for a director under Article III, Section 13.A, of these Bylaws, not including subsection (iii) thereof.

Section 2. Election. Except for the initial officers, who shall be appointed by the Incorporator, the officers of this corporation shall be elected each year at the annual meeting by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Officers may be elected for successive terms.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors, at any time.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. The Board may fill a vacancy in any office, occurring for any reason, at any time.

Section 6. Chair. The Chair shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Chair shall preside at all meetings of the Board of Directors. The Chair shall be a member of all Board Committees, shall have the general powers and duties of management usually vested in the office of Chair of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice-Chair. The Vice Chair shall, in the absence of the Chair, carry out the duties of the Chair and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall prepare, or supervise the preparation of, minutes of meetings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, shall authenticate
corporate records as needed, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI
PROHIBITED TRANSACTIONS

Section 1. Loans. Except as permitted by Section 65.364 of the Oregon Nonprofit Corporation Law, this corporation shall not make any loan, guarantee any obligation, or modify any preexisting loan or guarantee to or for the benefit of any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Conflict-of-Interest Transactions. This corporation shall not engage in any conflict-of-interest transaction unless the transaction is fair to the corporation at the time it was entered into or is approved as provided in Section 3 below. A conflict-of-interest transaction includes any payment of compensation, purchase or sale of property or goods, contract for services, or any other form of transaction to which this corporation is a party and in which one or more of its directors has a direct or indirect interest as defined in Section 65.361 of the Oregon Nonprofit Corporation Law.

Section 3. Approval. This corporation may engage in a conflict-of-interest transaction if the material facts of the transaction and the directors' interest are disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board or a committee of the Board approves the transaction as provided in Section 65.361 of the Oregon Nonprofit Corporation Law.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the fullest extent consistent with its charitable purposes and with applicable Oregon law, the corporation shall
indemnify and may advance the expenses of any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or other (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or serves or served at the request of the corporation as a director, officer, employee, or agent of another corporation. This article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of corporate directors, officers, employees, or agents included in any statute, the Articles of Incorporation, the Bylaws, any agreement, general or specific action of the Board of Directors, or other document or arrangement.

Section 2. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any corporate director, officer, employee, or agent against any liability asserted against or incurred by the person in such capacity or arising out of the person's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the person under law.

ARTICLE VIII
GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted
by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation.

ARTICLE IX
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Executive Director, officers of the corporation, or the person or persons on whom such power may be conferred by the Board of Directors from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the Executive Director, officers of the corporation, or the person or persons on whom such power may be conferred by the Board of Directors from time to time.

Section 3. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors together with the notice of the Board meeting at which they will be considered for adoption, given in compliance with Article III, Section 8, of these Bylaws. The vote of two-thirds of the directors present at such meeting or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 4. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Oregon Nonprofit Corporation Law as then in effect shall apply.