

BYLAWS
OF
FRIENDS OF BADGER MOUNTAIN

ARTICLE I: OFFICES

1.1 Registered Agent and Registered Office. The initial registered agent and office of the Friends of Badger Mountain (FoBM) is Jim Langdon, 79 Newcomer Street, Richland, Washington 99354. The Board of Directors may change the registered agent and/or the registered office upon filing of such notices with the Secretary of State as required by law.

1.2 Other Offices The FoBM may have other offices within or outside the state of Washington as the Board of Directors may determine.

ARTICLE II: MEMBERS

The FoBM shall have one class of members. Members shall consist of all persons with a desire to advance the mission of the FoBM who file a membership form identifying themselves and such other reasonable information requested and who contribute the then current membership fee. Membership fees and qualifications shall be determined by the Board of Directors and revised as needed. Memberships are not transferable. Any member of the FoBM not currently serving on the Board of Directors may have their membership revoked at any time, with or without cause, by the affirmative vote of four-fifths of the whole Board of Directors. Any member not current on his or hers membership fees and or qualifications may be automatically terminated after a grace period as determined by the board.

ARTICLE III: ANNUAL AND MEMBERS' SPECIAL MEETINGS

3.1 Types of meetings: There are two types of meetings for the general membership, Annual and Members' Special.

(a) Annual Meeting. The annual meeting is for the transaction of such business as may properly come before it and shall be held each year in March or April as scheduled by the Board of Directors.

(b) Members' Special Meeting: Members' Special meetings for any purpose may be called at any time by the majority of the Board of Directors or by written petition signed by XX% of the general membership and presented to the Board of Directors. The only business allowed to be conducted at a special meeting will be that business specified in the official meeting notice.

3.2 Meeting Place and Time. All general membership meetings will be held at the place and time as determined by the Board of Directors.

3.3 Notice of Time and Place.

(a) Notice of the time and place of the annual meeting or any members' special meeting shall be sent at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

(b) Special Meetings The notice of each special meeting shall include the purpose or purposes for which the meeting is called.

3.4 Quorum. One-tenth (1/10) of the members represented at a meeting in person, by mailed or emailed ballots, or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.5 Voting. Each member shall be entitled to one vote on all matters submitted to the membership by the Board of Directors. The board may provide the members a procedure for voting by mail, email or other means.

ARTICLE IV: BOARD OF DIRECTORS

4.1 Number and Powers The Board of Directors shall consist of five (5) persons. Directors must be members of the FoBM. All of the activities, affairs, property and interests of the FoBM shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the FoBM and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the FoBM.

4.2 Initial Directors The initial directors shall be as stated in the Articles of Incorporation. The term of office of each of the initial directors shall expire on the day of the initial annual meeting of the FoBM upon the election of directors, as set forth in Section 4.3, which shall occur at (or on the day of but prior to) such initial annual meeting. For purposes of establishing staggered terms for the Board of Directors, the directors elected on the day of the initial annual meeting of members shall be divided into two classes (Class A and Class B). The term of office of Class A directors shall expire at the next annual meeting following the initial annual meeting. The term of office of the Class B directors shall expire at the next annual meeting thereafter. There shall be two Class A directors and three Class B directors.

At (or on the day of but prior to) each annual meeting after the initial annual meeting, directors shall be elected, as set forth in Section 4.3, for a term of two (2) years to succeed the

directors whose terms expire at such meeting.

4.3 Change of Number. The number of directors 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 director.

4.4 Vacancies and Term Expirations. All vacancies in the directors, whether caused by resignation, death or otherwise, shall be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum is present. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected. At the election of directors held on the day of the annual meeting of the members of the FoBM, each incumbent director shall be eligible to vote to fill the positions of the directors whose term will expire at such meeting, including eligibility to vote to fill his or her own expiring position. Upon the completion of voting for all such expiring positions, the newly elected directors shall then immediately take their position on the Board.

4.5 Regular Meetings. The Board of Directors shall hold regular meetings, with proper notice, not less frequently than once each calendar quarter nor more frequently than once each month, with one of these meetings being held just before or just after the annual meeting. These meetings will be held at the place and time as determined by the Board of Directors but within the state of Washington. By resolution the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.6 Special Meetings. Special meetings of the Board of Directors may be called at any

time by the President or upon request by any two directors. Such meetings will be held at such place and time as the directors may agree upon. Notice of all special meetings of the Board of Directors shall be given to each director by five (5) days' prior service of the same.

4.7 Quorum. A simple majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.8 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director 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 director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.9 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director's dissent or abstention is entered in the minutes of the meeting or the director delivers a written dissent or abstention to the person acting as the secretary of the meeting before the adjournment thereof, or delivers in writing or by email such dissent or abstention to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.10 Executive Committees. The Board of Directors may appoint, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by

a majority of the full Board of Directors. If requested by the Board, all such committees shall keep minutes of the transactions of their meetings to be filed with the Board of Directors at the next scheduled Board of Directors meeting. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

a) Limits of Authority. No such Executive Committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation; amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the FoBM; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the FoBM other than in the ordinary course of business; authorizing the voluntary dissolution of the FoBM or adopting a plan for the distribution of the assets of the FoBM; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

4.11 Other Committees. The Board of Directors may appoint, from the membership at large including members of the Board of Directors, standing or temporary committees. Such committees shall be constrained to the duties as the Board may determine by resolution creating or amending such committees. No such committee shall have the authority of the Board of Directors.

a) There shall be an Audit Committee whose duty shall be to oversee the annual independent examination and audit of the books, records, vouchers, and accounts of the Treasurer and all the committees which handle funds, and to submit a report of the same to the

Board of the Directors by the end of June. Additional audits may be requested by the Board. No member of the Board of Directors shall be a member of the Audit Committee.

4.12 Remuneration. No salary shall be paid directors for their service, but by resolution of the Board of Directors, actual expenses incurred while doing approved work for FoBM can be reimbursed.

4.13 Removal. Any director may be removed at any time with reason by the affirmative vote of four-fifths of the whole Board of Directors.

4.14 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be before such action is taken. Such consent shall have the same effect as a unanimous vote.

ARTICLE V: OFFICERS

5.1 Designations. The officers of the FoBM shall be a President, Vice President, a Secretary, a Treasurer, and an Executive Director. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected.

5.2 The President. The President shall preside at all meetings of the general membership and the Board of Directors, shall have general supervision of the affairs of the FoBM, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

5.3 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her by the Board of Directors.

5.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requesting directors, shall keep minutes of all board meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

5.5 The Treasurer. The Treasurer shall have the custody of all moneys and securities of the FoBM and shall keep regular books of account. The Treasurer shall disburse the funds of the FoBM in payment of the just demands against the FoBM or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the FoBM. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

5.6 Executive Director. The Executive Director shall be responsible for the administration and conduct of the business and affairs of the FoBM pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the FoBM, if any.

5.7 Delegation. If any officer of the FoBM 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 Directors may delegate the powers or duties of such officer to any other officer or any director or any other person it may select. Any two or more offices may be temporarily held by the same person, except the offices of President and Secretary.

5.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.9 Other Officers. The Board of Directors 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 by the Board of Directors.

5.10 Term--Removal. The officers of the FoBM shall hold office until their successors are chosen. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.11 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the FoBM, 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 be required by the Board of Directors.

ARTICLE VI: DEPOSITORIES

The moneys of the FoBM shall be deposited in the name of the FoBM in such bank or banks or trust company or trust companies as the Board of Directors 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 Directors.

ARTICLE VII: NOTICES

Any notice to a member or director may be delivered by mail or email, by prominently displaying it in an official publication sent to the general membership, in person including by a phone call, or by other equivalent processes. Failure or delay of delivery because the member has not keep their contact information current or for reasons beyond the control of FoBM (in example, the email message is blocked as spam) is not reason to declare the notice was not given.

(a) If mailed, the notice is deemed delivered when deposited postage prepaid in the mail, addressed to the addressee's last known address.

(b) If sent by electronic transmission, the notice is considered delivered as soon as it is sent to the given address.

(1) Members must have consented in advance to receive electronically transmitted notices. This consent must indicate the message format (ie: an email) and the address to be used.

(2) The consent may be revoked by delivering a notice in writing or by email to the Secretary. The consent will also be automatically revoked if the FoBM is unable to transmit two consecutive notices and this inability becomes known to the secretary or

other person responsible for giving these notices. The inadvertent failure by the FoBM to treat this inability as a revocation does not invalidate any meeting or other action.

(3) Notice may be provided by posting the notice on an electronic network and delivering to the member an email with instructions on how to get to the notice.

ARTICLE VIII: SEAL

The corporate seal of the FoBM, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors.

ARTICLE IX: INDEMNIFICATION OF OFFICERS, DIRECTORS EMPLOYEES AND AGENTS

The FoBM shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The FoBM shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the FoBM or who is or was serving at the request of the FoBM 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 any status as such, whether or not the FoBM would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X: BOOKS AND RECORDS

The FoBM shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, a record of all its director's names and addresses.

ARTICLE XI: AMENDMENTS

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

ARTICLE XII: LOANS

No loan shall be made by the FoBM to any director, officer, member, employee, or agent.

Adopted by resolution of the FoBM 's Board of Directors on _____, 2006.

Secretary