BYLAWS
OF
LEAVENWORTH NATIONAL FISH HATCHERY SOCIETY

Article One
Membership

Section 1: The membership of the Leavenworth National Fish Hatchery Society shall consist of the following: Persons who have paid the dues and membership fees as prescribed by the Board of Trustees.

Section 2: The annual meeting of the membership of the Leavenworth National Fish Hatchery Society shall be held on the day of ______________ in each year. Special meetings of the membership of the corporation may be called from time to time at the discretion of the Board of Directors of the corporation.

Section 3: At any meeting of the directors of the corporation, two directors present in person shall constitute a quorum. Each Director so present shall be entitled to one vote.

Article Two
Management

Section 1: The business and property of the Leavenworth National Fish Hatchery Society shall be managed by a board of three directors.

Section 2: The directors of the corporation shall be elected by a majority vote of the membership of the corporation at the annual meeting of the membership, which shall be the beginning of the corporation year.

Section 3: The term of office of the directors of the corporation shall be for one year with no more than three consecutive terms, unless By-Laws are changed by an unanimous vote of the Board of Directors.
Section 4: The Board of Directors of the corporation shall hold regular meetings on the _____ day of __________, and such special meetings as the Board of Directors shall deem necessary for the competent management of the affairs of the corporation.

Section 5: Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member in person and voting by proxy shall not be allowed. Two members of the Board of Directors shall constitute a quorum.

Section 6: Any director may be removed from office by a two-thirds vote of the directors at any regular or special meeting of the membership of the corporation. Notice of the proposed removal of a director must be given to such director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the director must state the cause for the proposed removal.

Section 7: Unexcused absence from _____ consecutive meetings of the Board of Directors shall be due cause for removal of a director.

Section 8: Any vacancy occurring on the Board of Directors by reason of a death, resignation, or removal of a director shall be filled by the remaining members of the Directors. Such appointee shall serve during the unexpired term of the director whose position has become vacant.

Section 9: Within a reasonable time after their election, the members of the Board of Directors shall elect from their number the following officers: President, Vice President, Secretary and Treasurer. All such officers shall be officers of the corporation.

**Article Three**

**Duties of Officers**

Section 1: President. The President of the Board of Directors shall supervise all activities of the corporation; execute all instruments in its behalf; preside at all meetings of the Board of Directors and of the membership of the corporation; call such meetings of the membership as shall be deemed necessary, other than the annual meeting of the membership; and perform such other duties usually inherent in such office.
Section 2: Vice President of the Board of Directors shall act for the President in his absence and perform such other acts as the President may direct.

Section 3: Secretary. It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the corporation, and to perform such other acts as the President may direct.

Section 4: Treasurer. The Treasurer shall receive and be accountable for all funds belonging to the corporation; pay all obligations incurred by the corporation when payment is authorized by the directors; maintain bank accounts in depositories designated by the Board of Directors; and render periodic financial reports. The offices of Secretary and Treasurer may be combined.

Article Four

Amendments

These bylaws may be amended by a majority vote of the membership of the corporation at a regular meeting thereof.

Dated this ___ day of ______________, 1994.

LEAVENWORTH NATIONAL FISH HATCHERY SOCIETY

President

Secretary
ARTICLES OF INCORPORATION
OF
LEAVENWORTH NATIONAL FISH HATCHERY SOCIETY

We, the undersigned persons, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation shall be LEAVENWORTH NATIONAL FISH HATCHERY SOCIETY.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

(a) The general purpose for which this corporation is formed is to provide charitable assistance to the Leavenworth National Fish Hatchery in Leavenworth, Washington and participate in such related activities as will qualify it as an exempt corporation under the Internal Revenue Code Section 501, Subdivision (c) (3) including such purposes as the making or distributions to organizations that qualify as tax exempt organizations under the code. Specifically, the corporation will provide assistance to the Interpretation and Education Department of the Leavenworth National Fish Hatchery in fostering education activities for the benefit, protection, care and well-being of fish and wildlife in the Pacific Northwest and to promote public awareness of issues concerning fish and wildlife in the Pacific Northwest.

(b) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Washington, provided, however, this corporation is not empowered to engage in any activity which in itself is not in
the furtherance of its purpose as set forth in subparagraphs (a) of this Article III.

(c) No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise shall inure to the benefit of any private person, or individual or any member or director of this corporation, and on the liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable purposes as the board of trustees shall determine and as shall, at the time, qualify as tax exempt organizations under Internal Revenue Code Section 501 Subdivision (c) (3) or as the same may be amended.

(d) This corporation shall not as a part of its activities carry on propaganda, or otherwise attempt to influence legislation.

(e) This corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(f) The corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax law.

(h) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provision of any subsequent federal tax laws.

(i) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax law.

(j) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section

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4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

The registered office for the transaction of business of this corporation is to be located at The Leavenworth National Fish Hatchery, Leavenworth, Washington. The name of the initial registered agent of the corporation at such address shall be Steve Crossland.

ARTICLE VI

(a) Trustees: The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board to be known as the Board of Trustees. The number of trustees of the corporation shall be ______ (___). The number of trustees herein provided for may be changed by a By-Law, duly adopted by the members.

(b) Persons who are trustees of the corporation shall constitute its only membership. If a trustee resigns or is removed, his membership in the corporation ceases. The Board of Trustees shall be determined as follows:

Trustees shall be elected by a majority of the active membership of Leavenworth National Fish Hatchery.

The trustees named herein as the first Board of Trustees shall hold office until the board positions shall otherwise be filled as set forth hereinabove. Thereafter, the term of office of each trustee shall be one year.

The names and addresses of the members of the first Board of Trustees are as follows:

John Fishburn

Mike Cecka
ARTICLE VII

The control, management, investment and disposition of the property of the corporation for the purpose of earning an income therefrom shall be determined by the Board of Trustees.

ARTICLE VIII

Distribution of Assets on Dissolution: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, religious, and/or scientific purposes and which has established its tax exempt status under Section 501 subdivision (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located on petition therefore by any person concerned in the liquidation.

We, the undersigned, constituting the incorporators of this corporation and for the purpose of forming this nonprofit, charitable, educational corporation under the laws of the State of Washington, have executed these Articles of Incorporation this ___ day of __________, 1994.

JOHN FISHBURN
President

MIKE CECKA
Vice President/Secretary
STATE OF WASHINGTON )
COUNTY OF CHELAN ) ss.

I certify that I know or have satisfactory evidence that
John Fishburn signed this instrument and acknowledged it to be
his free and voluntary act for the uses and purposes mentioned
in this instrument.

Dated this __th__ day of __June__, 1994.

TERESA BENNETT
Notary Public in and for
the State of Washington
residing at Cashmere
My Commission Expires: 8-1-95

STATE OF WASHINGTON )
COUNTY OF CHELAN ) ss.

I certify that I know or have satisfactory evidence that
Mike Cecka signed this instrument and acknowledged it to be his
free and voluntary act for the uses and purposes mentioned in
this instrument.

Dated this __th__ day of __June__, 1994.

TERESA BENNETT
Notary Public in and for
the State of Washington
residing at Cashmere
My Commission Expires: 8-1-95
STATE OF WASHINGTON  
COUNTY OF CHELAN  

I certify that I know or have satisfactory evidence that Cheryl Wood signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in this instrument.

Dated this 7th day of June, 1994.

Notary Public in and for the State of Washington residing at Cashmere  
My Commission Expires: 8-1-95

TERESA BENNETT  
STATE OF WASHINGTON

STATE OF WASHINGTON  
COUNTY OF CHELAN  

I certify that I know or have satisfactory evidence that Laura Penington signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in this instrument.

Dated this 7th day of June, 1994.

Notary Public in and for the State of Washington residing at Cashmere  
My Commission Expires: 8-1-95

TERESA BENNETT  
STATE OF WASHINGTON

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