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SECRETARY OF STATE
SAM REED

01/30/2012

STATE OF WASHINGTON

Restated Articles of Incorporation

of

Hood Canal Salmon Enhancement Group

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Article I - Name

The name of the Corporation shall be the Hood Canal Salmon Enhancement Group.

Article II. Duration

The duration of the corporation shall be perpetual.

Article III - Purpose

The corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the internal Revenue Code. This corporation is formed for the following purposes; protect and enhance the genetic diversity and population of salmon in Hood Canal, establish and conduct a Pacific Northwest science and education center to enhance the public knowledge and appreciation of the importance of salmon in the ecosystem, and demonstrate sustainable farming practices that protect water quality and salmon habitat. The corporation may also engage in any other lawful activity that may be useful, necessary, or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone, or in conjunction or in cooperation with others, whether such persons or organizations of any kind or nature such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies, all as hereafter may be authorized from time to time by the Board of Directors, PROVIDED, that the purposes for which the corporation is formed shall at all times be consistent with section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or is hereafter amended.

Article IV - Membership

The corporation shall have members with membership criteria and authority as further provided for in the Bylaws of the Corporation.

Article V - Powers

The corporation shall have all powers granted by law necessary and proper to carry out its above-stated purpose, consistent with its qualification under Section 501(c)(3) and RCW 24.03, and, in furtherance of the foregoing purposes, shall have the following powers as implemented by the Board of Directors in compliance with the corporation's Bylaws:

A. To solicit, collect, receive, acquire, hold and invest money in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

B. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber and to deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association and while the owner or holder of them, to exercise all rights, power and privileges or ownership.

C. To purchase and acquire, own, hold, use, lease (either as lessor or lessee), sell exchange, assign, convey, dispose of mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

D. To enter into, make perform and carry out contracts of every kind for any lawful purpose without limit or amount, with any persons, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal governmental subdivision.

E. To act as trustee under any trust incidental to the principal objects of the corporation and receive, hold, administer, and expend funds and property subject to such trust.

F. To do all things necessary, expedient, or appropriate toward accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Article VI - Region

The corporation shall operate in and encompass the greater Pacific Northwest area.

Article VII - Board of Directors

Management of the corporation shall be vested in a Board of Directors. The initial number of Directors shall not be less than 12 and not greater than 20. The number of Directors at the time of this restatement is 17. The election of and number of Directors, terms of office, powers and duties of the Directors, and the time and place of meetings, shall be as described in the bylaws of the Corporation. The names and addresses of the initial Directors under these Articles are as follows:

Al Adams 9741 E Hwy 106 Union, WA 98592 360-898-2966	Fred Barrett 201 E Country Club Dr Allyn, WA 98524 360-275-1671	Tom Brown 260 E. Happy Hollow Lane Belfair, WA 98528 360-275-1317
Rich Chwaszczewski, 383 NE Romance Hill Rd, Ste. E Belfair, WA 98528 360-275-3297	Jim Culver 8990 Cedar St NE Bainbridge Island, WA 98110 206-780-1587	Larry De Paul P.O. Box 2190 Belfair, WA 98528 360-372-2673
Bob Hager 51 E Sunset Beach Lane Belfair, WA 98528 360-275-0618	Mike Henderson 738 NW Westover Square Portland, OR 97210 360-275-8235	Paul Hirsch PO Box 771 Manchester, WA 360-649-0042
Michelle Licari 7221 E Summit Ave Pt Orchard, WA 98366 360-769-4127	Karen Lippy 181 NE Chinook Dr Belfair, WA 98528 360-275-6370	Greg Oldham 24 NE Marine View Drive Belfair, WA 98528 360-271-2186
Dan O'Neal PO Box 2458 Belfair, WA 98528 360275-2592	David Peterson 71 E Campus Drive Belfair, WA 98528 360-277-4164	Joel Pillers P O Box 2045 Belfair, WA 98528 360-277-9415
John Poppe 9278 Morningside Drive Silverdale, WA 98383 360-698-1290	Bill Portuese 2392 Magnolia Blvd W Seattle, WA 98199 360-898-5153	

Article VIII - Limitation of Director Liability

A. A director shall have no liability to the Corporation or its officers or other directors for monetary damages for conduct as a director, except for: (1) acts or omissions that involve intentional misconduct or a knowing violation of law by the director; (2) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled; or (3) where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles.

B. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of directors of the corporation shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended.

C. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to any act or omission of such director occurring prior to such repeal or modification.

Article IX. Indemnification

A. Right to Indemnification.

1. Each person who was or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise including service with respect to employee benefit, plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent or in any other capacity while serving as a director, trustee, officer employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section B of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation.

2. The right to indemnification conferred in this Section A shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such 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 only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section A or otherwise.

B. Right of Claimant to Bring Suit.

If a claim for which indemnification is required under Section A of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, 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 claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors or independent legal) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

C. Nonexclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, or vote of disinterested directors or otherwise.

D. Insurance, Contracts and Funding.

The corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. 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 limitations, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

E. Indemnification of Employees and Agents.

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article X - Bylaws

The authority to adopt bylaws for the corporation is hereby vested in the Board of Directors. Passage of bylaws and subsequent amendments shall be by a two-thirds vote of the Directors.

Article XI - Registered Agent and Office

The registered agent for this corporation shall be Neil W Werner. The address of the registered agent as well as the registered office address of the corporation shall be at 600 NE Roessel Road Belfair, WA 98528.

Article XII - Limitations

A. All of the purposes and powers of the corporation shall be exercised exclusively for charitable and educational purposes in such manner that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Review law, and that contributions to the corporation shall be deductible under Section 170(c)(2) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. No part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. In no event shall any of the corporation's assets be distributed to the officers or of the corporation.

C. No substantial part of the activities of this corporation shall be devoted to attempting to influence the legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

D. Upon the winding up and dissolution of the corporation, the assets of the corporation remaining after payment of, or provision for payment of, all of the debts and liabilities of the corporation shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and used exclusively to accomplish the purposes for which this corporation is organized. The priority of distribution shall first include like 501(c)(3) organization(s) within the Hood Canal Region, organized for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine.

Article XIII - Amendments

The corporation reserves to the Board of Directors the right to amend or repeal any provision contained in these Articles of Incorporation. Any changes shall require a 2/3 majority vote of the Directors.

Article XIV - Incorporators

As an amendment to an existing corporation, no new Incorporator is appointed.

ATTESTATION:

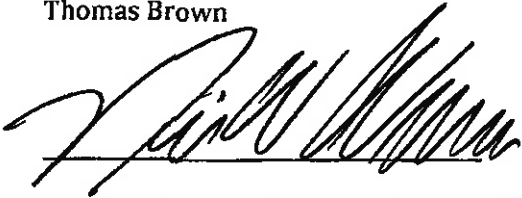
A meeting was held on the 12th day of January 2012, at the corporate office at which a quorum was present and the Restated Articles of Incorporation were adopted by a 2/3 majority vote of the members present pursuant to Article XIII of the Articles of Incorporation and RCW 24.03.165.

DATED: 1/12/2012

Thomas Brown

Board Chairman HCSEG

Thomas Brown

A handwritten signature in black ink, appearing to read "Neil W. Werner", written over a horizontal line.

Registered Agent/Executive Director HCSEG

Neil W Werner

Bylaws of the Hood Canal Salmon Enhancement Group

Article I: Name

The name of the corporation shall be the Hood Canal Salmon Enhancement Group. The Corporation may also do business as the Pacific Northwest Salmon Center, the Farm at Water's Edge or such other names as are approved by the Board of Directors and the State of Washington.

Article II: Offices

The principal office for the transaction of the activities and affairs of the corporation shall be located at 600 NE Roessel Road Belfair, WA 98528. The Board of Directors may change the principal office from one location to another. Also, the corporation may have offices at such other places as the Board of Directors may from time to time determine.

Article III: Members

3.1 MEMBERSHIP: Membership in the Hood Canal Salmon Enhancement Group is open to individuals, associations, corporations or public agencies that desire to affiliate with the organization and that subscribe to the purpose of the corporation. Membership shall be promoted to insure the representation from all user groups, who shall be informed and invited to join.

3.2 ACTIVE MEMBERS: Active membership is established by proclamation and by the addition of the members name and address to the corporate membership list. A certificate of membership in the corporation may be issued to each member upon payment of dues levied on each member pursuant to Resolution(s) adopted by the Board of Directors.

3.3 VOTING MEMBERS: There are two categories of voting members. The first category is legacy members, who retain their rights to approve the articles of incorporation and the bylaws, in addition to their right to approve candidates for the Board of Directors. The second category is post-merger members, who have the right to approve candidates for the Board of Directors.

3.3.1 The legacy members include all existing members of the Pacific Northwest Salmon Center Board of Directors, all existing members of the Hood Canal Salmon Enhancement Group Board of Directors, and any person possessing a current paid or life membership in the Hood Canal Salmon Enhancement Group. Further, legacy members include the founding financial investors in the Pacific Northwest Salmon Center, who are declared life members of Hood Canal Salmon Enhancement Group.

3.3.2 The post-merger members include any person or entity that applies for membership after these bylaws become effective and pays the dues levied on each member

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pursuant to Resolution(s) adopted by the Board of Directors. When the paid membership of legacy members expires, the member may only renew as a post-merger member with the corresponding change in rights.

3.5 MEETINGS

3.5.1 ANNUAL MEETING: The annual meeting of the members shall be held in February. The Board of Directors will determine the date, time, and place. The Secretary shall give notice not less than 30 days prior to the date of the meeting.

3.5.2 SPECIAL MEETINGS

a. Special meetings of the voting members may be called by or at the request of the Chairman, a majority of the Board or upon the request of one-third of the voting members.

b. Except as otherwise set forth herein, notice of special meetings shall be given to all voting members in writing, in person or by e-mail not less than 5 days before the meeting. Notices in writing may be delivered or mailed to the voting member at his or her address shown on the records of the corporation. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting. If delivered by e-mail, the notice shall be deemed effective when transmitted. If delivered by U.S. mail, the notice shall be deemed effective when deposited in the official government mailbox properly addressed with postage thereon prepaid, allowing 3 days for delivery.

3.5.3 PLACE OF MEETINGS: All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.5.4 WAIVER OF NOTICE: Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a voting member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6 PROCEDURES FOR MEETINGS OF THE VOTING MEMBERS

3.6.1 QUORUM: Ten of the voting members shall constitute a quorum for the transaction of business at any membership meeting. Such members shall be present in person. If a quorum is not present at a meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.

3.6.2 VOTING: Each voting member shall be entitled to one vote. Any organization registered as a member, such as a public agency, an association or corporation, shall be entitled to one vote. Proxy votes shall not be permitted.

3.6.3 MANNER OF ACTING: The act of the majority of the voting members present at a meeting at which there is a quorum shall be the act of the members, unless the vote of a

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greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington State law.

Article IV: Purposes and Limitations

The purposes and limitations of the corporation are as set forth in the Articles of Incorporation.

Article V: Directors

5.1 GENERAL POWERS: The business and affairs of the corporation shall be managed and controlled by the Board of Directors. The Board shall have the power to elect, appoint, or employ such officers, agents, and other representatives, as it may deem necessary or prudent to carry out the purposes of the corporation.

5.2 VOTING: Each Director shall have one vote on matters coming before the Board. All voting at meetings called by the Board shall be by each Director in person or may be carried out by telephone or electronically. Voting by proxy shall not be permitted.

5.3 NUMBER OF DIRECTORS: The Board of Directors shall consist of at least seven but no more than twenty-one voting members and the Executive Director as a non-voting member, until changed by amendment to these bylaws.

5.4 EX OFFICIO MEMBERS: The Board of Directors may appoint one or more other persons as ex officio members of the Board of Directors. The ex officio members shall be entitled to notice, to be present in person, to present any matters for consideration and to take part in consideration of any business by the Board, but the ex officio members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any action or transaction of business by the Board. Except for the Executive Director who shall be a permanent ex officio member of the Board, the ex officio members may be removed from the Board in the same manner that voting members of the Board may be removed.

5.5 QUALIFICATIONS OF DIRECTORS: Each member of the Board of Directors shall be at least 18 years of age.

5.6 ELECTION AND TERM OF OFFICE

5.6.1 TERM: The term of office for each member of the Board of Directors shall be three years, at which time such member may be elected for an additional term. The terms of Board members shall be initially staggered and adjusted so that one third of the board members shall be elected each year.

5.6.2 NOMINATING COMMITTEE: Prior to each Annual Meeting, the Chairman shall appoint a nominating committee of at least three members, no more than two of whom shall be a Director, to consider candidates for the open seats on the Board of Directors and submit a list of Directors recommended for approval by the board. Directors whose terms are expiring

shall be considered for re-election. Any member may present Director candidates to the Nominating Committee for consideration.

5.6.3 SLATE: A slate of Directors to fill each position will be recommended each year by a majority vote of the Board of Directors and presented for election at the annual meeting of the voting members of the corporation. Nominations from the voting members, if any, shall be added to the slate presented by the Board of Directors. The election shall be between those candidates set forth on the list set forth on the slate of Directors.

5.6.4 ELECTION: Directors will be elected by a majority vote of the voting members present in person at the annual meeting, or any special meeting called for that purpose.

5.6.5 RESIGNATION: Any member of the Board may vacate his or her seat by submitting a written resignation to the Chairman. Such resignation will become valid without action other than to be recorded in the minutes of the next Board of Directors meeting.

5.7 REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at intervals as determined by the Board of Directors.

5.8 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the Chair or by any two Directors.

5.9 NOTICE OF MEETINGS: Notice of all regular or special meetings of the Board of Directors shall be delivered at least five days prior to the scheduled meeting by written, electronic, or telephonic means. The notice shall specify the date, time, and place of the meeting together with any special matters to be addressed. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice unless the Director appears for the sole purpose of objecting to the manner in which the meeting has been called.

5.10 QUORUM: A majority of the Directors then holding office shall constitute a quorum for transacting any business at any meeting of the Board of Directors. Such directors may be present in person, telephonically or electronically.

5.11 MANNER OF ACTING: The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be provided in these bylaws.

5.12 INFORMAL ACTION: Any action of the Board of Directors may be taken without a meeting if consent in writing setting forth the action taken is signed by all members of the Board of Directors and filed with the minutes of the corporation.

5.13 TELEPHONIC MEETINGS: At the discretion of the Board of Directors, any annual, regular, or special meeting of the Board of Directors may be conducted using a teleconference or other electronic means in which all persons participating can hear each other at the same time.

5.14 REMOVAL: At any meeting of the Board of Directors called for such purpose, any Director may, by a vote of two-thirds of the other Directors, be removed from office with or without cause.

5.15 VACANCIES: Any vacancy on the Board of Directors may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the remainder of the term.

5.16 COMPENSATION: No voting member of the Board of Directors shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the corporation.

5.17 BONDING: The Board of Directors may require all elected officers and employees handling funds to be bonded in such a sum as required by the Board of Directors.

Article VI: Officers

6.1 IN GENERAL: The officers of the corporation shall consist of a Chair, a Vice Chair, a Treasurer, and a Secretary. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The Chair, Vice Chair, Treasurer, and Secretary shall be elected annually by the Board of Directors and may serve consecutive terms so long as they remain as members of the Board of Directors.

6.2 CHAIR: The Chair shall be appointed from among the members of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as the Board of Directors and these bylaws may prescribe.

6.3 VICE CHAIR: The Vice Chair shall be appointed from among the members of the Board of Directors and shall perform the duties of the Chair in his or her absence. When so acting, the Vice Chair shall have all the powers and be subject to the same limitations as the Chair.

6.4 TREASURER: The Treasurer shall be appointed from among the members of the Board of Directors and shall supervise the financial affairs of the corporation. The Treasurer shall have charge, responsibility, and custody for all funds and securities of the corporation. The Treasurer shall be responsible for providing the Board of Directors with monthly reports concerning the financial condition of the corporation.

6.5 SECRETARY: The Secretary shall be appointed from among the members of the Board of Directors and shall be the custodian of the corporation's official books and records. The Secretary shall be responsible for assuring that all notices are given in accordance with the provisions of these bylaws. The Secretary shall also be responsible for recording the minutes of all meetings and resolutions of the Board of Directors.

6.6 EXECUTIVE DIRECTOR: The Executive Director shall be the chief operating officer of the corporation and shall serve at the will and pleasure of the Board of Directors. The Executive Director shall be responsible for implementing the policies and decisions of the Board of Directors and for supervising the day-to-day operations of the corporation. The Executive Director shall be a non-voting member of the Board of Directors.

Article VII: Committees

7.1 **IN GENERAL:** From time to time, the Board of Directors may designate one or more committees, each of which shall consist of two or more Directors, to exercise such authority as may be delegated by the Board of Directors. The Chair shall be responsible for assigning members of the Board of Directors to serve on any committees so constituted. Each committee may adopt rules for its own government not inconsistent with these bylaws.

Article VIII: Contracts, Loans, Checks, Deposits, and Gifts

8.1 **CONTRACTS:** The Board may authorize any officer or officers, agent or agents, to enter into any contracts or to execute and deliver any instrument on behalf of the corporation.

8.2 **LOANS:** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

8.3 **CHECKS, DRAFTS, ETC:** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent, or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.4 **DEPOSITS:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks and or other depositories as the Board of Directors may direct.

8.5 **GIFTS:** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purposes, of the corporation.

Article IX: Miscellaneous Provisions

9.1 **INDEMNIFICATION AND INSURANCE:** Issues regarding liability, indemnification and insurance of Directors, officers and members are as set forth in the Articles of Incorporation.

9.2 **CONFLICTS OF INTEREST:** Any member of the Board of Directors who has a potential conflict of interest with respect to any proposed transaction involving the corporation shall promptly disclose to the remaining members of the Board all material facts relating to the potential conflict of interest. The Board of Directors will not be precluded from approving any transaction in which a member of the Board may have a conflict of interest if the following conditions are met: (1) the Board member in question refrains from participating in any deliberations or decisions relating to the transaction, and (2) a majority of the remaining members of the Board determines after due investigation that entering into the transaction will be in the best interest of the corporation.

9.3 **FISCAL YEAR:** The fiscal year of the corporation shall be the calendar year unless some other fiscal year is specified by resolution of the Board of Directors.

9.4 AMENDMENT OF BYLAWS: These bylaws may be amended at any regular or special meeting provided that ten days notice of the proposed amendment is given to all Directors and the amendment is approved by a two-thirds vote of all members of the Board of Directors.

Article X: Adoption of By-Laws

The By-Laws of the Hood Canal Salmon Enhancement Group as set forth herein, are hereby adopted by the members this 13th day of December 2011, by unanimous vote.



Tom Brown, Chairman