

**BYLAWS
of
ForeverGreen Council**

ARTICLE I
Offices

Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent, who shall be selected by the Board of Directors, shall have a business office identical with such registered office.

ARTICLE II
Members

(1) Number and Class. Any natural person, governmental entity or organization, or business entity or organization may be eligible for membership in the corporation. Membership requirements and dues shall be set by the Board of Directors of the corporation.

(2) Voting. Each member shall have one vote on any matter voted on by the membership of the corporation.

(3) Meeting. The annual meeting of the membership of the corporation shall be held on the first Saturday in June at the registered office of the corporation, or on such other date and location as shall be determined by the Board of Directors. Special meetings of the membership may be called from time to time upon a majority vote of the Board of Directors.

(4) Notice. Notice of the annual meeting and any special meeting shall be given in writing to all members not less than ten (10) or more than fifty (50) days prior to the meeting. Such notice shall state the time, date, and place of the meeting and in the case of a special meeting shall give notice of the matters to be considered at the meeting.

(5) Quorum. A quorum shall consist of ten percent (10%) of the membership at any annual or special meeting of the membership.

ARTICLE III
Board of Directors

(1) Number. The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors consisting of not less than five (5) and not more than twenty-five (25) directors. The Board of Directors shall determine the number of directors to be elected. The directors shall be elected by the Board of Directors for a term of two (2) years and until their successors are elected.

(2) 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.

(3) Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. If the Board is composed of only one director that director shall select a second director and the two directors so elected shall fill any additional vacancy.

(4) Removal of Directors. Any director may be removed, with or without cause, by a two-thirds (2/3) majority vote of all the directors entitled to vote at a meeting of the directors called for such purpose.

(5) Nepotism. No relative by blood or marriage of any paid employee or any member of the Board of Directors shall be employed at the staff level of the corporation and no paid employee or relative of a paid employee may serve on the Board of Directors of the corporation.

(6) Conflict of Interest. Any conflict between any business interest of a director and that of the corporation shall promptly be disclosed to the Board by the director, and no director shall act or vote as such on any transaction or matter in which he or she is personally, directly or indirectly, interested.

(7) Regular Meetings. The time and place of regular meetings of the Board of Directors shall be set by resolution of the Board of Directors. The Board of Directors shall hold regular meetings at least quarterly. Any regular meeting of the Board of Directors, or of any committee designated by the Board of Directors, may be held with or without notice at the registered office of the corporation or at such other place or places, within Pierce County, Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held on a time, date and place set by the president and at least ten (10) days written notice thereof shall be given to the directors by telegram, letter, fax, email or personal delivery. Notice shall be deemed to have been given on the date a letter is deposited in the U.S. Mail, or on the date a telegram, fax, or email is sent, or on the date notice is personally delivered.

(8) Special Meeting. Special meetings of the Board of Directors, or of any committee designated by the Board of Directors, may be called at any time by the president, or upon written request of a majority of the directors then serving in office, to be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

(9) Notice of Special Meetings. Notice of all special meetings of the Board of Directors shall be given to each director at least three (3) business days prior to the date of the meeting. Service of the same shall be by telegram, letter, fax, email or personal delivery. Such notice need not specify the business to be transacted at, or the purpose of, the meeting. Notice shall be deemed to have been given on the date a letter is deposited in the U.S. Mail, or on the date a telegram, fax, or email is sent, or on the date notice is personally delivered.

(10) Quorum. A quorum of the Board of Directors shall be the number of directors who attend a meeting the date, time, and location of which has been announced at a previous meeting of the Board or which is a regular meeting, the date, time and location of which has been set by

resolution of the Board. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless law or these Bylaws require the act of a greater number.

(11) Rules of Procedure. Roberts' Rules of Order, revised, shall govern all procedures used for the conduct of the business of the corporation.

(12) Waiver of Notice. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member 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.

(13) 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 his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

(14) Remuneration. No stated salary shall be paid members of the Board of Directors for their service, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Board Member from serving the corporation in any other capacity and receiving compensation therefore.

(15) Loans. The corporation shall not loan money or credit to the members of its Board of Directors.

(16) Action by Board or Committee without a Meeting. Any action required or which may be taken at a meeting of the Board Members, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Board Members, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

(17) Action of Board Members by Communications. Board Members may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV Officers

(1) Designations. The officers of the corporation shall be a President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined.

(2) Election. The Board of Directors at its annual meeting shall elect the President, Secretary, and Treasurer.

(3) President. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees of the Board. The President shall be in charge of the day-to-day operations of the corporation. He or she may sign, with the secretary or other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation and in general he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

(5) Secretary. The Secretary or his/her designee shall issue notices for all meetings, except for notices for special meetings of the directors which are called by the requisite number of directors, and perform such other duties as are incident to the office, or are properly required by the Board of Directors.

(6) Treasurer. The Treasurer or his/her designee shall perform such duties that are properly required by the Board of Directors.

(7) Delegation. In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, other than the president, or any director or other person whom it may select.

(8) Vacancies. The Board of Directors at any regular or special meeting of the Board may fill vacancies in any office arising from any cause.

(9) Other Officers. The Board of Directors may appoint such other officers and agents, as it shall deem necessary or expedient. Such officers and agents shall hold the office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(10) Loans. The corporation shall not loan money or credit to any officer.

(11) Term – Removal. The officers of the corporation shall hold office until the next annual meeting of the Board of Directors and until their successors are elected and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without 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.

(12) Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V
Depositories

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies, as the Board of Directors shall designate. Moneys shall be drawn out 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 and in keeping with the pertinent limitations on the use of such moneys.

ARTICLE VI
Limitation on Liability of Directors

The liability of the directors of the corporation shall be limited in accordance with the provisions contained in the Articles of Incorporation.

ARTICLE VII
Indemnification of Officers, Directors, Employees and Agents

(1) Definitions:

As used in this Article:

(a) “Action” means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.

(b) “Another Enterprise” means a corporation (other than the Corporation), partnership, joint venture, trust, association, committee, employee benefit plan or other group or entity.

(c) “Corporation” means and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger.

(d) “Director or Officer” means each person who is serving or who has served as trustee, director or officer of the Corporation or, at the request of the Corporation, as a trustee, director, officer, employee, partner or agent of Another Enterprise.

(e) “Indemnitee” means each person who was, is or is threatened to be made a party to or is involved (including without limitation, as a witness) in an Action because the person is or was a trustee or officer of the Corporation.

(f) “Loss” means loss, liability, expenses (including attorneys’ fees), judgment, fines, ERISA excise taxes or penalties and amounts to be paid in settlement, actually and reasonably incurred or suffered by an Indemnitee in connection with an Action.

(2) Right to Indemnification: The Corporation shall indemnify and hold each Indemnitee harmless against any and all Loss except for Losses arising out of: (a) the Indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law or (b) any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property or services to which the Indemnitee was not legally entitled. Except as provided in Section (4) of this Article, the Corporation shall not indemnify an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless such Action (or part thereof) was authorized by the Board of Directors of the Corporation. If, after the effective date of this Article, The Washington Nonprofit Corporation Act is amended to authorize further indemnification of directors and officers, then Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

(3) Burden of Proof and Procedure for Payment:

(a) The Indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where the undertaking in (b) below has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the Indemnitee is so entitled.

(b) The right to indemnification conferred in this Article shall include the right to be paid by the Corporation all expenses (including attorneys' fees) incurred in defending any Action in advance of its final disposition; provided, however, that the Action shall be made 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 trustee or officer is not entitled to be indemnified under this Article or otherwise.

(4) Right of Indemnitee to Bring Suit. If a claim under 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 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 Indemnitee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the Indemnitee 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 Indemnitee is not so entitled.

(5) Nonexclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending an Action 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, vote of disinterested directors or otherwise.

(6) Insurance, Contracts and Funding: The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or Another Enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may, without further corporate action, enter into contracts with any Trustee 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 to effect indemnification as provided in this Article.

(7) Indemnification of Employees and Agents of the Corporation: The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action 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 or otherwise.

(8) Contract Right: Rights of indemnification under this Article shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Director or Officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

(9) Severability: If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

ARTICLE VIII Committees.

The Board of Directors, by resolution, may create one or more committees, each committee to consist of at least one (1) Director. To the extent provided in said resolution, shall have and may exercise the powers set forth in the resolution; provided, however, that a committee shall not be authorized to exercise any powers required by law or by these Bylaws to be exercised by the Board of Directors. Such committees shall have such name or names as may be determined from time to time by the Board of Directors. Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. The members of such special committees designated shall be appointed by the Board of Directors.

ARTICLE IX
Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE X
Seal

The corporation shall have no seal.

ARTICLE XI
Books and Records

The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following:

- (1) Current Articles and Bylaws;
- (2) Correct and adequate records of accounts and finances;
- (3) A record of officers' and directors' names and addresses; and
- (4) Minutes of the proceedings of the Board of Directors and any minutes which may be maintained by committees of the Board of Directors. Records may be written, or electronic if capable of being converted into writing.

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ARTICLE XII
Amendments

Only the Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation and such action shall require a three-fifth (3/5) majority vote of all of the directors then holding office. Copies of any proposed changes to the Bylaws shall be mailed to members of the Board of Directors at least fifteen (15) days prior to any meeting at which the proposed changes are to be voted on.

ADOPTED: May 26, 2005

AMENDED: April 14, 2010