



PRESBYTERIAN CHURCH (U.S.A.)

MINUTES

**2011 STATED MEETING OF THE SYNOD
November 8, 2011**

**VOLUME XXXVIII
Number 6**

ATTEST: Richard E. Melin, Stated Clerk

**Meeting as delegated Synod by
Telephone Conference Call**

**Published by the Synod of Alaska-Northwest
under the direction of Richard E. Melin, Stated Clerk**

**These minutes were approved by the Synod
November 25, 2011**

< This page intentionally left blank >

Synod of Alaska-Northwest

Presbyterian Church (U.S.A.)

Stated Meeting

Via WebEx

November 8, 2011

Opening Prayer

The Moderator, Teaching Elder Leisa Carrick, called this Stated Meeting of the Synod of Alaska-Northwest to order at 4:13 p.m. Pacific Standard Time.

The Moderator opened the meeting by reading Psalm 90 which was followed by the opening prayer.

Attendance Roll

The Stated Clerk Richard E. Melin called the roll which was established as follows:

COMMISSIONERS

Presbytery	Class	Name	Present	Absent
Alaska				
	11	Linda Wescott (TE)	x	
	13	Paul Wescott (RE)		x
Central Washington				
	12	Jim Irwin (RE)		x
	13	Bill Zeiger (TE)	x	
Inland NW				
	11	Kathy Sandusky (RE)	x	
	12	Gary Bowker (TE)	x	
North Puget Sound				
	12	Eric Chavis (TE)	x	
	13	Sarah Beard (RE)	x	
Olympia				
	11	John Haberlin (TE)	x	
	13	Ruth Moore (RE)		x
	13	Pam Haberlin (RE)(Alt.)	x	

Seattle

11	Karen Cunningham (RE)	x	
12	Richard Erickson (TE)	x	

Yukon

11	Tom Letts (TE)		x
12	Robert Graham (RE)	x	

Ex-Officio Members

	Present	Absent
Leisa Carrick (TE) Moderator	x	
Joyce Emery (TE) Presbyter to Synod	x	
Richard E. Melin (TE) Synod Stated Clerk	x	

Synod Staff

Sarah Peniston (RE), Synod Director of Communications	x	
Martha Jean Hubbard, Synod Treasurer		x
Brandon Jelinek, Synod Director of Technical Ministry	x	

Seating of Corresponding Members

The Synod enrolled the following as corresponding members and granted them the privileges of the floor:

	Present	Absent
Dottie Villevik (RE) Moderator Presbyterian Women of the Synod		x
G. David Lambertson (TE) Central Washington Presbytery Executive Presbyter		x
Sheryl Kinder-Pyle (TE) Inland Northwest Transitional Executive Presbyter	x	
Corey Schlosser-Hall (RE) North Puget Sound Presbytery Executive	x	
Lynn Longfield (TE) Olympia Presbytery General Presbyter		x
Scott Lumsden (TE) Seattle Presbytery Executive Presbyter		x
Curtis Karns (TE) Yukon Presbytery Executive Presbyter	x	
David Dobler (TE)		x

Pastor to the Presbytery of Alaska Rob McClure (TE), Seattle Presbytery, Mission Development Certificate Loan Program	x
Dean Mielke MDC Executive Director	x
Jim Irwin (RE) Immediate Past Moderator of the Synod	x
Steve Aeschbacher (RE) Synod Representative to the General Assembly Council	x
Clarence Antioquia (RE) Synod Representative to the General Assembly Council	x

Piper Cartland (TE) Yukon Presbytery member of the Synod Personnel Committee was also seated as a corresponding member.

Declaration of Quorum

The Stated Clerk Richard E. Melin declared a quorum present in accordance with Book of Order G-3.0405 and the Synod of Alaska-Northwest's requirement for four elders and four ministers representing at least three presbyteries to constitute a quorum.

The Synod **VOTED** to adopt the following docket which was distributed with the call of the meeting:

1. *Call to Order – Opening Prayer and Devotions* *Leisa Carrick*
2. *Roll Call and check-in/Introduction of new commissioners – Statement of a Quorum*
Rick Melin
 - a. *Seating of the Rev. Piper Cartland as a corresponding member with voice for the purpose of presenting the Personnel Committee's report.*
3. *Clerk's Report*
 - a. *Manual of Administrative Operations Changes*
(1) Change the term of Synod Commissioners
 - b. *Bylaws/Articles of Incorporation*
(1) Change the Book of Order references to reflect the new book.
 - c. *Report on Stated Clerks Review of Records on November 1*
 - d. *Feedback in regard to email vote procedures*
4. *Grants Task Force Report* *Eric Chavis*
Deadline for next round, January 15, 2012
5. *Personnel Committee* *Piper Cartland*
 - a. *Request for approval – Project Assistant*

Personnel requests that:

The Proposed Project Assistant job description be approved and the position filled at the recommended salary level.

Information:

This job description presumes that the Synod offices are in transition to a virtual mode of operating and that support is needed for that effort. This position requires more high tech skills than we have seen in the previous Administrative Assistant position (Erik Ivaska) or the Coordinator of Administrative Ministry (Alma-jean Marion) positions.

If approved a search will begin with hopes that the person could begin January 1, 2012.

- b. Report on combining Treasurer and Accountant Functions into one contract pending review of the Auditor.*
- c. Year-End COLA.
The Committee recommends that all Synod staff be granted a 2.7% COLA effective January 1, 2012 consistent with the August Seattle CPI-U.*
- d. Director of Technology Ministries.
The Personnel Committee recommends that Brandon be made full-time as of November 1 (if possible, or if not, by November 15), that we add \$10,000 to the budget for equipment for the Technology Initiative to improve his productivity, and that we recognize that the Project Assistant will assist in some aspects of Brandon's work but that additional beginner to mid-level technician support may additionally be needed.*

6. Finance Committee Report

Sarah Beard

- a. Discussion of the of Revised 2012 Proposed Synod Budget*

7. Report on November 29-30, 2011 Consultation

- a. Request to release the Synod funds to support the costs associated with this consultation.*

8. Consideration of a February face-to-face meeting/retreat.

9. Adjourn with Prayer

Pending reports:

- 1. Native American Consulting Committee*

The Stated Clerk presented proposed changes to the Synod's Manual of Administrative Operations. (**APPENDIX A**) The Synod **VOTED** to approve the changes.

The Stated Clerk presented proposed changes to the Synod Bylaws. (**APPENDIX B**) The Synod **VOTED** to approve the changes.

The Stated Clerk presented proposed changes to the Synod's Articles of Incorporation. (**APPENDIX C**) The Synod **VOTED** to approve the changes.

The Stated Clerk presented the following report of the review of the 2010 minutes of the presbyteries in the Synod:

Presbytery Alaska

Exceptions

These are items that are required and are not found by the reader of your minutes.

Annual Statistical Report to the General Assembly is not included.

No record of the celebration of the sacrament of the Lord's Supper

No record that the presbytery has insurance

Delinquencies

These are incomplete recordings of actions.

Property transfer need more detailed documentation: 1) location of property, 2) type of property, 3) reason for sale, 4) sale price and 5) use of proceeds.

The Administrative Commission for Hoonah has recorded its work but its purpose and recommendations are not clear. The dissolution and dismissal are clear.

Remarks

These are items worthy of special mention.

These are very personal minutes. The human character of the presbytery's efforts continues to shine forth. The struggles of doing ministry in a very small presbytery in the face of shrinking mission dollars are clear, but so is the determination to make it work. Thank you and well done.

Read By Forrest Claassen

Date November 1, 2011

Presbytery Central Washington

Exceptions

These are items that are required and are not found by the reader of your minutes.

There are no current financial reports or financial reviews. The absence of a treasurer is noted.

There is no report of the presbytery's insurance coverage

Delinquencies

These are incomplete recordings of actions.

None

Remarks

These are items worthy of special mention.

This is a very commendable set of minutes.

*Read By George R. Pasley
Date November 1, 2011*

Presbytery Inland Northwest

Exceptions

These are items that are required and are not found by the reader of your minutes.

Roster of eligible names to constitute a quorum

Election of PJC members

Delinquencies

These are incomplete recordings of actions.

The dismissal of commissions

Remarks

These are items worthy of special mention.

The names of those receiving assistance grants are recorded. Is this a good practice?

Good reports by presbytery committees

Excellent work by the Stated Clerk

*Read By Michael R. Nixon
Date November 1, 2011*

Presbytery North Puget Sound

Exceptions

These are items that are required and are not found by the reader of your minutes.

No record of the review of session minutes

No record of the synod's review of presbytery's minutes

No record of the presbytery's insurance

September 17, 2010 minutes not approved

Delinquencies

These are incomplete recordings of actions.

None

Remarks

These are items worthy of special mention.

These are very good minutes

*Read By Sharon Rayt
Date November 1, 2011*

Presbytery Olympia

Exceptions

These are items that are required and are not found by the reader of your minutes.

Clerk's attestation (signature)

Delinquencies

These are incomplete recordings of actions.

None

Remarks

These are items worthy of special mention.

These are outstanding minutes. Well done.

Read By Richard E. Melin

Date November 1, 2011

Presbytery Seattle

Exceptions

These are items that are required and are not found by the reader of your minutes.

Clerk's attestation (signature)

Delinquencies

These are incomplete recordings of actions.

None

Remarks

These are items worthy of special mention.

The headings do not always facilitate ease of finding items.

Well done.

Read By Dean Strong

Date November 1, 2011

Presbytery Yukon

Exceptions

These are items that are required and are not found by the reader of your minutes.

None

Delinquencies

These are incomplete recordings of actions.

None

Remarks

These are items worthy of special mention.

Excellent minutes throughout! A pleasure to read.

Read By Dennis Hughes

Date November 1, 2011

The Stated Clerk reported that the following persons were elected to the Mission Development Certificate Program Board of Directors Class of 2014:

Rev. Jim Deal (TE), Eastmont Presbyterian Church, East Wenatchee, WA
Eileen Hartzog RE), Shadle Park Presbyterian Church, Spokane, WA.

The Board also elected the following officers for 2012:

President	Rev. Robert McClure (TE)
Vice President	Don Bennett (RE)
Secretary	Bob Bangerter (RE)
Treasurer	Guy Warren (RE).

The Synod **VOTED** to approve those who were elected.

The Stated Clerk reminded commissions that the following dates have been set for stated meetings through September 2012:

Tuesday, January 10, 2012, 4:00 p.m. Web Ex
Friday – Sunday, February 17-19, 2012, Seattle Area, Retreat
Tuesday, March 13, 2012, 4:00 p.m. WebEx
Tuesday, May 8, 2012, 4:00 p.m. WebEx
Tuesday, July 10, 2012, 4:00 p.m. WebEx
Tuesday, September 11, 2012, 4:00 p.m. WebEx

The Synod **VOTED** to changes the dates of the Retreat to February 10-12, 2012.

It was suggested that when there is an email vote the clerk place in the “subject line” the words “As Stated Clerk I have been asked by the Moderator to forward the following motion to you.”

Eric Chavis presented a report from the Grants Task Force. The Task Force has dealt with two grants. The first was from the Mission Strategy Task Group of Yukon Presbytery, the grant application was to launch a new program called Project Y.E.S. It was not approved. The other grant request came from Mountain View Presbyterian church for the support of the Marysville Community Lunch program. That grant is still in process. Another grant request has been received by the Synod and will be referred to the Task Force. Concern was raised about communicating the need for feedback from previous grants when applying for additional grants.

Piper Cartland presented a report from the Personnel Committee. The Synod **VOTED** to approve the Synod Project Assistant position and the Proposed Project Assistant job description as a “year to year” position and to fill the position at the recommended salary level.

It was reported that the search will begin immediately in the hope that the person can be in place by January 1, 2012.

The Synod staff was excused from the meeting.
The Synod staff returned to the meeting.

It was reported that the Synod **VOTED** to give the Presbyter to Synod a 2.7% cost of living salary increase effective January 1, 2012. This increase was consistent with the August Seattle CPI-U.

It was also reported that the Synod **VOTED** to give all Synod staff with the exception of the Director of Technical Ministries a 2.7% cost of living salary increase effective January 1, 2012. This increase was consistent with the August Seattle CPI-U.

The Synod **VOTED** to continue to pay Brandon Jelinek, Director of Technical Ministries for 20 hours of work each week and asked Brandon to keep track of any extra hours so that the Synod can reimburse him as a consultant for up to 20 hours each week.

At 6:26 p.m. the Synod **VOTED** to extend the docket. The Stated Clerk called the roll and a quorum was still present.

Sarah Beard presented a report from Finance Committee in which she called attention to the 2012 proposed budget and advised the commissioners that because of the commissioners decisions on personnel compensation during today's meeting additional changes will be made. She asked commissioners for comments on the amount of money that will be received from Mission Partnership Funds and the amount that will be expended for mission.

The Synod **VOTED** to use funds from account #4100-62 (line 49) of the 2011 budget to support the costs associated with the November 29-30, 2011 consultation.

The Synod adjourned at 6:52 p.m. Pacific Standard Time with Vice Moderator Eric Chavis praying the closing prayer.

Attest:



Richard E. Melin
Stated Clerk

INDEX

Attendance Rolls.....	1, 2, 3
Bylaws Revisions.....	5, Appendix B
Closing Prayer.....	9
Finance Committee.....	9
Grants Task Force.....	8
Manual of Administrative Operations Revisions.....	4, Appendix A
MDC Board of Director's Election.....	8
Personnel Committee.....	8, 9
Presbytery Minutes Review.....	5
Quorum.....	3

APPENDIX A

Manual of Administrative Operations – Proposed Revisions

< This page intentionally left blank >

1 **MANUAL OF ADMINISTRATIVE OPERATIONS**
2 **Synod of Alaska-Northwest**

3
4
5
6 **2. Nominating and Electing**

7 A. Nominating and Electing Commissioners to the Synod

- 8
9 1) The Presbytery of Alaska, the Presbytery of Central Washington, the
10 Presbytery of Inland Northwest, the Presbytery of North Puget Sound,
11 the Presbytery of Olympia, the Presbytery of Seattle, and the
12 Presbytery of Yukon shall elect two Commissioners to Synod: an
13 Elder Commissioner and a Minister of Word and Sacrament
14 Commissioner for a total of fourteen commissioners.
15 2) The term for Commissioners shall be three years; **Terms shall begin on**
16 **January 1, end December 31** and service in consecutive terms, either
17 full or partial, shall be limited to six years.
18 3) Upon the election of Commissioners to Synod the Stated Clerk of each
19 presbytery shall provide the Stated Clerk of Synod the names, mailing
20 addresses, telephone numbers, and email addresses of Commissioners,
21 for recording by the Stated Clerk of Synod.

22
23 B. Nominating and Electing Persons to Serve on the Synod Nominating
24 Committee

- 25 1) The Synod Nominating Committee shall be formed in accordance
26 with G-3.0111 and shall be composed of one (1) person from each of
27 the seven (7) presbyteries.
28 2) The Synod Moderator, Vice Moderator and Stated Clerk in
29 consultation with the Synod Committee on Representation shall
30 nominate individuals to serve on the Nominating Committee and a
31 member of the Committee to serve as Moderator of the Nominating
32 Committee.
33 3) Commissioners shall elect the members of the Nominating Committee
34 and a member of the Nominating Committee to serve as ~~Chair~~
35 **Moderator** of the Synod Nominating Committee.
36

1

APPENDIX B

Bylaws Revisions

< This page intentionally left blank >

**BYLAWS
OF THE SYNOD OF ALASKA-NORTHWEST
OF THE PRESBYTERIAN CHURCH (U.S.A.)**

ARTICLE I

Name and Boundaries

The name of the Synod shall be The Synod of Alaska-Northwest. The geographic bounds of the Synod are those described bounds of the constituent presbyteries making up the Synod, namely the presbyteries of Alaska, Central Washington, Inland Northwest, North Puget Sound, Olympia, Seattle, and Yukon.

ARTICLE II

Relationship to the Presbyterian Church (U.S.A.)

The Synod of Alaska-Northwest is a unit of the church's life and mission, forming a governing body of the Presbyterian Church (U.S.A.).

ARTICLE III

Governance of the Synod

The Synod of Alaska-Northwest shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these Bylaws shall provide specific guidance for the synod. A *Manual of Administrative Operations* shall be prepared in accordance with G. ~~9-0405~~ **3.0106**. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

ARTICLE IV

The Vision and Mission of the Synod

The Vision of the Synod of Alaska-Northwest is stated as follows:

We are a regional community of faith that:

- *Connects, collaborates, and celebrates,*
- *Builds and sustains vital and faithful relationships,*
- *Shares resources and supports mission and ministry as we seek to follow God's call.*

The Mission of the Synod of Alaska-Northwest is stated as follows:

Our Synod of Alaska-Northwest, a faithful community of seven presbyteries will work together to:

- *Connect people with resources to build relationships and partnerships that nurture mission and ministry,*
- *Facilitate effective communication,*
- *Provide financial services,*
- *Celebrate our cultures and our common calling in Christ.*

ARTICLE V

Meetings and Membership

When the Synod of Alaska-Northwest meets, it shall be composed of commissioners from the presbyteries as follows: The Presbyteries of Alaska, Central Washington, Inland Northwest, North Puget Sound, Olympia, Seattle, and Yukon. Presbyteries shall be entitled to be represented by an Elder and a Minister of Word and Sacrament Commissioner. Commissioners shall be elected by the presbyteries to three-year terms.

The Synod of Alaska-Northwest shall meet at least biennially. Special meetings shall be called according to the provisions of ~~G-12.0201~~ **3.0405**.

Other persons shall serve by virtue of their office as ex-officio members of the Synod, with voice but not vote:

- **Presbyter to Synod Executive,**
- Stated Clerk, who shall serve as secretary for the meeting,

ARTICLE VI

Quorum

In accordance with ~~G-12.0202~~ **3.0405**, a quorum of the Synod of Alaska-Northwest shall not be fewer than four (4) Ministers of Word and Sacrament and four (4) Elders representing at least three (3) presbyteries.

ARTICLE VII

Officers

The officers of the Synod of Alaska-Northwest shall be the Moderator, **Vice-Moderator** and the Stated Clerk (~~G-9.0201~~ **3.0104**).

ARTICLE VIII

Internal Structure of the Synod

The Synod of Alaska-Northwest shall organize itself in such a manner that mission determines the form of structure and administration. All structures should enable the church to give effective witness to the Lordship of Christ in the contemporary world as noted in ~~G-9.0402a~~ **3.0106**. The specific manifestations of the structure of the Synod shall be found in the *Manual of Administrative Operations*.

The Synod of Alaska-Northwest shall form the following committees:

- Committee on Representation (~~G-9.0105, G-12.0301~~)(**G-3.0103**),
- Nominating Committee (~~G-9.0800~~ **3.0111**, ~~G-12.0102s~~).

The Synod of Alaska-Northwest shall form the following commission:

- Permanent Judicial Commission (D-5.0000).

The Synod of Alaska-Northwest may form task forces, committees, and commissions as it deems necessary to carry out the mission and ministry of the Synod.

The Moderator of the Synod, in consultation with the Synod Nominating Committee, shall name persons to fill vacated positions until the Synod Nominating Committee arranges for an election at the next meeting of the Synod.

ARTICLE IX

Covenants

The Synod of Alaska-Northwest may form covenants between the Synod and other bodies and organizations, with or without financial obligations being involved. Those covenants shall be reviewed periodically.

ARTICLE X

Staff

The Synod of Alaska-Northwest may call, hire, and/or elect staff persons it deems necessary to carry out the mission of the Synod.

ARTICLE XI

Incorporation of the Synod

The Synod of Alaska-Northwest has caused a corporation to be formed, according to the provisions of ~~G-8.0202~~ **4.01** and the laws of the State of Washington. The corporate name is The Corporation of the Synod of Alaska-Northwest. The corporate structure of the Synod and its Board of Trustees functions according to its Articles of Incorporation and its Bylaws.

ARTICLE XII

Suspension and Revision of the Bylaws

The Synod of Alaska-Northwest may repeal or amend these Bylaws by a two-thirds vote of the commissioners at a meeting, provided that proposed amendments are distributed to commissioners forty (40) days prior to the meeting of the Synod at which the amendments are to be approved.

Bylaws may be suspended by a two-thirds vote of the commissioners at that meeting.

When changes are made in the Constitution of the Presbyterian Church (U.S.A.) which put these Bylaws in contradiction to the Constitution, amendments to the Bylaws shall be made as soon as practicable, and in the meantime, the Constitution shall prevail.

References such as ~~G-12.0201~~ **4.01** may be found in the *Book of Order of the Presbyterian Church (U.S.A.M

APPENDIX C

Articles of Incorporation Revisions

< This page intentionally left blank >

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

**RESTATED
ARTICLES OF INCORPORATION
OF
SYNOD OF ALASKA-NORTHWEST
PRESBYTERIAN CHURCH (U.S.A.)**

Pursuant to RCW 24.03, the Washington Nonprofit Corporation Act, the undersigned hereby submits the following Restated Articles of Incorporation of Synod of Alaska-Northwest Presbyterian Church (U.S.A.). These Restated Articles of Incorporation correctly set forth, without change, the provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE 1 - NAME AND DURATION

The name of this corporation is: "Synod of Alaska-Northwest Presbyterian Church (U.S.A.)" and its location and chief place for transacting its business shall be 1544 S. Snoqualmie St., Seattle, King County, Washington 98108-1533. The period of duration of this corporation shall be perpetual.

ARTICLE 2 - MEMBERSHIP

This corporation shall have one or more classes of members as defined in the Bylaws.

ARTICLE 3 – PURPOSES

The purposes for which this corporation, a nonprofit charitable organization, is formed are:

1. To cooperate with, aid and sustain the ecclesiastical organization of the Synod of Alaska-Northwest in any and all civil, religious and property matters pertaining to its work in aid of Presbyterian churches and institutions within the bounds of the ecclesiastical organization, the Synod of Alaska-Northwest.

2. To engage in any other lawful activity which may hereafter be authorized by the ~~Board of Directors~~ **Trustees of the Corporation**; provided, however, 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 as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE 4 - PURPOSES

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in

1 Article 3 which are consistent with the Washington Nonprofit Corporation Act (the "Act")
2 and Section 501(c) (3) of the Code.

3 **ARTICLE 5 - BOARD OF CORPORATION TRUSTEES**

4 The management of this corporation shall be vested in a ~~Board of~~ **the Corporation**
5 Trustees. The number of trustees, and the method of selecting trustees, shall be fixed
6 by the Bylaws of this corporation.

7 **ARTICLE 6 - BY-LAWS**

8 The ~~Board of~~ **Corporation** Trustees shall have power to make, alter, amend or repeal
9 Bylaws of this corporation and the members shall have the power to alter, amend or
10 repeal such Bylaws only as provided therein.

11 **ARTICLE 7 - LIMITATION ON INFLUENCING LEGISLATION**

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

17 **ARTICLE 8 - NON-PROFIT STATUS**

18 This corporation shall have no capital stock and no part of the net earnings of this
19 corporation shall inure in whole or in part to the benefit of, or be distributable to, any
20 officer, trustee, or other individual having a personal or private interest in the activities
21 of the corporation, or to any person or organization other than an organization which is
22 exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code,
23 except that the corporation shall be authorized and empowered to pay reasonable
24 compensation for services rendered, to make reimbursement for reasonable expenses
25 incurred in its behalf, and to make payments and distributions in furtherance of the
26 purposes stated in Article 3.

27 **ARTICLE 9 - CONFLICTS OF INTEREST**

28 9.1 No contracts or other transactions between this corporation and any other
29 corporation, and no act of this corporation shall in any way be affected or invalidated by
30 the fact that any trustee of this corporation is pecuniarily or otherwise interested in, or is
31 a trustee, director, or officer of, such other corporation.

32 9.2 Any trustee, individually, or any firm of which any trustee may be a
33 member, may be a party to, or may be pecuniarily or otherwise interested in, any
34 contracts or transactions of the corporation; provided, that the fact that such trustee or

1 such firm is so interested shall be disclosed to or shall have been known by the Board
2 of Corporation Trustees or a majority thereof.

3 **ARTICLE 10 - DISTRIBUTION UPON LIQUIDATION**

4 Upon any dissolution of this corporation under provisions of the laws of the State of
5 Washington for nonprofit corporations, all of its assets remaining after payment of
6 creditors shall be distributed to one or more organizations selected by the Board of
7 Corporation Trustees which are qualified as exempt from taxation under the provisions
8 of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which
9 further the purposes set forth in Article 3. In no event shall any of the corporation's
10 assets be distributed to the officers, trustees, or members of the corporation.

11 **ARTICLE 11 - PRIVATE FOUNDATION STATUS**

12 If this corporation becomes a private foundation within the meaning of Section 509 of
13 the Code, as long as its private foundation status continues, the following provisions
14 shall apply in the management of its affairs:

15 11.1 Each year the corporation shall distribute the income of the corporation,
16 for the purposes specified in Article 3, at such time and in amounts at least sufficient to
17 avoid liability for the tax imposed by Section 4942 of the Code.

18 11.2 The corporation shall not engage in any act of "self-dealing" (as defined in
19 Section 4941(d) of the Code) which would give rise to any liability for the tax imposed
20 by Section 4941(a) of the Code.

21 11.3 The corporation shall not sell, exchange, distribute, or otherwise dispose
22 of any "excess business holdings" (as defined in Section 549453(c) of the Code) which
23 would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

24 11.4 The corporation shall not make any investments which would jeopardize
25 the carrying out of any of its exempt purposes (within the meaning of Section 4914 of
26 the Code) and which would, therefore, give rise to any liability for the tax imposed by
27 Section 4945(a) of the Code.

28 11.5 The corporation shall not make any "taxable expenditures" (as defined in
29 Section 4945(d) of the Code) which would give rise to any liability for the tax imposed
30 by Section 4945(a) of the Code.

31 **ARTICLE 12 - INDEMNIFICATION**

32 To the fullest extent permitted by the Act, the personal liability of a trustee of this
33 corporation shall be eliminated and the corporation shall indemnify any person made a
34 party to any proceeding by reason of the fact that he or she is or was a trustee, against
35 judgment, penalties, fines, settlements and reasonable expenses actually incurred by
36 him or her in connection with such proceeding. Provided, however, that the corporation
Articles of Incorporation

1 shall neither indemnify a trustee, nor shall the trustee's liability be eliminated for acts or
2 omissions that involved intentional misconduct by a trustee or a knowing violation of law
3 by a trustee, or for any transaction from which the trustee will personally receive a
4 benefit in money, property or services to which the trustee is not legally entitled. The
5 corporation shall also indemnify any officer, agent or employee who is or was not a
6 trustee, to the same extent, and with the same limitations, that the corporation is
7 authorized to indemnify the trustees. The ~~Board of~~ Corporation Trustees may, from
8 time to time, approve by general or specific action of the ~~Board~~ , or by contract, the
9 indemnification of any other person which the corporation has the power to indemnify
10 under the Act. The indemnification provided by this article shall not be deemed
11 exclusive of any other rights to which a person may be entitled as a matter of law or by
12 contract.

13 **ARTICLE 13 - AMENDMENT OF ARTICLES**

14 **[Alternate 1]** This corporation reserves the right to amend, alter, change, or repeal any
15 provision contained in these Articles of Incorporation by the affirmative vote of a
16 majority of the trustees present at a duly called meeting of the ~~Board of~~ Corporation
17 Trustees.

18 **[Alternate 2]** This corporation reserves the right to amend, alter, change or repeal any
19 provision contained in these Articles of Incorporation by the affirmative vote of two-
20 thirds of the members present, in person or by proxy, at a duly called meeting of the
21 members.

22 Dated:

23

24 By:

25 Richard E. Melin, Secretary
26 Print Name and Title
27