BYLAWS

OF

JEFFERSON COUNTY COMMUNITY FOUNDATION

Effective: July 13, 2005

TABLE OF CONTENTS

Page

ARTICLE 1 MEMBERSHIP 1

ARTICLE 2 BOARD OF DIRECTORS 1
Section 2.1 Powers 1
Section 2.2 Number and Term 1
Section 2.3 Committees 1
Section 2.4 Election 2
Section 2.5 Removal 2
Section 2.6 Vacancies 2

ARTICLE 3 MEETING OF BOARD OF DIRECTORS 2
Section 3.1 Annual Meetings 2
Section 3.2 Special Meetings 2
Section 3.3 Notice of Meetings 2
Section 3.4 Quorum 3
Section 3.5 Meetings Held by Telephone or Similar Communications Equipment 3

ARTICLE 4 ACTIONS BY WRITTEN CONSENT 4

ARTICLE 5 WAIVER OF NOTICE 4

ARTICLE 6 OFFICERS 4
Section 6.1 Officers Enumerated 4
Section 6.2 President 4
Section 6.3 Vice President 4
Section 6.4 Secretary 4
Section 6.5 Treasurer 5
Section 6.6 Vacancies 5
Section 6.7 Salaries 5
Section 6.8 Removal 5

ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS 5
Section 7.1 Fiscal Year 5
Section 7.2 Loans Prohibited 5
Section 7.3 Corporate Seal 5
Section 7.4 Books and Records 5
Section 7.5 Amendment of Bylaws 5
Section 7.6 Rules of Procedure 5

BYLAWS
OF
JEFFERSON COUNTY COMMUNITY FOUNDATION

ARTICLE 1
MEMBERSHIP

The corporation shall have no members.

ARTICLE 2
BOARD OF DIRECTORS

Section 2.1 Powers. The affairs of the corporation shall be managed by the board of directors.

Section 2.2 Number and Term. The number of directors of the corporation shall be not less than three (3). The board of directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (l) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years thereafter. Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of director after those elected at the first annual meeting shall be three (3) years. No director may serve more than two (2) consecutive terms. Directors who have served two (2) consecutive terms may thereafter serve as a director of the corporation for one (1) additional term after a break in service of two (2) years. The maximum term of office of a director shall be three (3) terms.

Section 2.3 Committees.

(a) Power to Appoint Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of a minimum of two (2) directors, one of whom shall be appointed chair, and at least one (1) additional person, who need not be a director. Any such committee shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law.

(b) Standing Committees. The corporation shall have the following standing committees:

(i) Investment Committee. The board of directors shall appoint an Investment Committee of not less than three (3) persons, consistent with the committee composition requirements set forth in Section 2.3(a) above. The Investment Committee shall annually recommend to the board of directors institutions to serve as trustees, fiscal agents or custodians for the corporation and for the investment and reinvestment of funds, policies for safekeeping of securities and other property, and investment policies. The Investment Committee shall develop procedures and practices to implement the investment policies of the corporation. It shall evaluate and monitor performance on a quarterly basis and report such performance annually to the board of directors, to enable the board of directors to exercise its power under Section 5.3.2 of the corporation's Articles of Incorporation.

Section 2.4 Election. After the first annual meeting, the member or members of one class of directors shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

Section 2.5 Removal. A director may be removed by a majority vote of the board of directors at any time when, in the judgment of the board of directors, such removal would further the corporation's best interests.

Section 2.6 Vacancies. The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

ARTICLE 3
MEETING OF BOARD OF DIRECTORS

Section 3.1 Annual Meetings. The annual meeting of the board of directors for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the registered office of the corporation on a date determined by the board of directors, but in no event later than the 1st day of November, at 5:00 pm, unless otherwise designated by the board of directors.

Section 3.2 Special Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the president.

Section 3.3 Notice of Meetings. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the director or directors calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

(a) Consent to Notice By Email. If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of email notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(b) Delivery of Notice By Email. Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

(c) Delivery of Notice By Posting to Electronic Network. The corporation may provide notice of the time and place of any special meeting of the board of directors by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(d) Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

(e) Effect of Attendance at Meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.4 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 3.5 Meetings Held by Telephone or Similar Communications Equipment.

Members of the board of directors or its committees may participate in a meeting of the board or such committees 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 4
ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken is executed (as defined herein) by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of these Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 5
WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed (as defined above) by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 6
OFFICERS

Section 6.1 Officers Enumerated; Qualifications. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors, each of whom shall be annually elected by the board of directors, and shall serve until their successors are duly elected and qualified. No person shall be eligible to serve as an officer of the corporation until he or she has served at least one (1) year as a director of the corporation. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 6.2 President. The president shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the board of directors and committees exercising any authority of the board.

Section 6.3 Vice President. In the absence or disability of the president, the vice president shall act as president.

Section 6.4 Secretary. It shall be the duty of the secretary to keep records of the proceedings of the board of directors and when requested by the president to do so, to sign and

execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents or records.

Section 6.5 Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

Section 6.6 Vacancies. Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

Section 6.7 Salaries. The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors.

Section 6.8 Removal. Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE 7
ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 7.1 Fiscal Year. The last day of the corporation's fiscal year shall be December 31.

Section 7.2 Loans Prohibited. The corporation shall make no loans to any officer or to any director.

Section 7.3 Corporate Seal. The board of directors may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

Section 7.4 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 documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. All books and corporate records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 7.5 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board.

Section 7.6 Rules of Procedure. The rules of procedure at meetings of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

CERTIFICATION

I, Tim Caldwell, being Secretary of Jefferson County Community Foundation, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors on July 13, 2005.

Tim Caldwell, Secretary