

MARYHILL MUSEUM OF ART BYLAWS

ARTICLE I NAME

The name of the corporation shall be MARYHILL MUSEUM OF ART.

ARTICLE II PURPOSE

The corporation shall operate and maintain at 35 Museum Drive, Goldendale, Washington, a museum and such other related facilities as the Board of Trustees may prescribe.

ARTICLE III MEMBERSHIP

Section 1: Levels of Membership. The Board of Trustees shall establish membership levels, annual dues, and the rights and privileges of the different levels of membership. The Development Committee and the Director may recommend to the Board of Trustees, for its approval, any additions, deletions, increases or decreases in levels or benefits of membership.

A copy of the description of all such membership categories is attached to and made a part of these bylaws.

Section 2: Categories of Donors. The Board of Trustees shall have the right to establish from time to time categories of donors consisting of persons who have contributed various amounts specified by the Board of Trustees.

Section 3: Voting. Each voting membership shall be entitled to one vote.

Section 4: Any time action is authorized to be taken by the voting membership, under these Bylaws or the laws of the State of Washington, only qualified voting memberships shall be entitled to vote or take any action so authorized. A qualified membership is one for which annual dues have been paid not more than 365 days prior to the contemplated action and not less than 30 days prior to the contemplated action.

Section 5: All memberships are non-transferable.

Section 6: Maryhill Museum of Art Volunteers Association. The Maryhill Museum of Art Volunteers Association shall be an organization aimed at the cultural enrichment of its members through the study of art and the rendering of service to the Maryhill Museum of Art. The organization of the Volunteers Association and conditions of membership shall be subject to approval by the Board of Trustees of the Museum. The Volunteers Association shall make periodic reports of its programs and activities to the Board of Trustees.

ARTICLE IV
MEETING OF MEMBERS

Section 1: The annual meeting of the members shall be held at the Museum on the third Saturday of May each year. The Board of Trustees may designate a different site within Klickitat County for the annual meeting, and different date within the month of May if the designated date is not generally convenient.

Section 2: The President shall, at the written request of a majority of the Board of Trustees or 5% of the voting memberships, stating the reasons therefore, call a special meeting of the members, and in case the President shall neglect to call the meeting when so requested, a majority of the Board of Trustees or 5% of the voting membership may call the same, and cause the requisite notice be sent to the membership.

Section 3: Notice of every special meeting of members shall be mailed to the last known post office address of each membership not more than 50 days, nor less than 10 days before such meeting date. The notices shall state the date, time, place of the meeting, and the object.

Section 4: The order of business at all meetings shall be established by the President.

Section 5: Five percent of the qualified memberships shall constitute a quorum at any annual or special meeting of the membership. Proxy voting shall not be permitted. Except as otherwise may be provided by law, all matters shall be decided by a majority of the votes cast. All membership voting shall be by mail ballot, or at the discretion of each voting member, by written ballot at the membership meeting held for the purpose of determining the voting issue and/or election of members of the Board of Trustees.

ARTICLE V
ELECTION OF BOARD OF TRUSTEES

Section 1: Vacancies on the Board of Trustees shall be filled at the annual meeting by vote of the qualified membership. Terms shall be established and maintained so that approximately one-third expire at the time of each annual meeting. Vacancies which occur other than through this expiration requirement may be filled by appointment by the Board of Trustees, with the person so appointed to be eligible for nomination and election at the next annual meeting to any unexpired balance of that term.

Section 2: Nominations Committee. The Nominations Committee shall present nominees for election at the next annual meeting. The committee shall prepare and present its slate of nominees as provided in Section 5 of this Article V.

Section 3: Nomination by Petition. Any qualified voting member may submit to the Board of Trustees, not less than seventy-five days before the next annual meeting a petition or petitions signed by not less than fifteen qualified voting members for the purpose of nominating a candidate for election to the Board of Trustees.

Section 4: Notice for Nominations. Not less than ninety days before the next annual meeting, the Secretary shall give a written notice to all qualified voting members setting forth the Board of

Trustees positions for which elections are to be held, and the number required to be filled by residents of the State of Washington, in accordance with Article VI of the Articles of Incorporation.

Section 5: Selection of Candidates. Not less than thirty days before the next annual meeting, the Nominations Committee shall establish the slate for the annual election by placing upon the ballots the candidates first selected by the Nominations Committee, and adding the names of those petition candidates having the greatest number of signatures on their nominating petitions. The total petition candidates so selected shall not exceed the number of positions on the Board of Trustees being voted upon.

Section 6: Notice of Meeting and Voting. Not less than thirty days before the next annual meeting, the Nominations Committee shall cause to be mailed to each qualified voting member (a) written notice of the time, place, and date of the annual meeting, and (b) a ballot containing the names of the candidates so selected. Voting shall be by secret ballot. The Board of Trustees shall establish procedures and forms to prevent improper voting and/or the use of counterfeit ballots. All the ballots must be delivered to the Board of Trustees at the Museum, in person or by mail prior to the formal opening of the meeting at which the ballots are to be counted.

Section 7: Election. In the event of a tie between two or more candidates, the election between those so situated shall be determined by lot.

Section 8: Miscellaneous. No nominations shall be placed before the annual meeting except in accordance with Section 2 and Section 3 of Article V.

Section 9: Honorary Board. Any person, including any dedicated voting trustee who no longer wishes to stand for election as a voting trustee, whose unusual, substantial or exemplary services to the Museum or to the arts merits the distinction of serving on the Board of Trustees, may be elected by the Board of Trustees as an Honorary Trustee. Honorary Trustees shall have notice rights and the right to attend meetings without the right to vote and shall have lifetime tenure.

ARTICLE VI Board of Trustees

Section 1: Subject to the provisions and limitations of the laws of Washington, the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted by and under the policy direction of the Board of Trustees, with the assistance of an Executive Committee and a chief administrative officer, as prescribed in Article IX, Section 1 below.

Section 2: The Board of Trustees shall, in accordance with the Articles of Incorporation, consist of not less than nine nor more than twenty-five persons, who shall be over the age of 18 years, and who shall serve three-year terms. At all times, a majority of the Board of Trustees shall be residents of the State of Washington.

Section 3: No person shall be eligible for election as a Trustee who shall have served three full consecutive terms of three (3) years each, unless a period of not less than one (1) year shall have intervened between the term of such person and the date of commencement of the term for which the Trustee is elected. Such one-year period and also the three-year term for Trustee shall be approximate

as to time, running from annual meeting to annual meeting. If a Trustee's term, by reason of appointment to fill an unexpired term, is for two years or longer, it shall be considered a full term. No person shall be eligible to serve as Trustee unless he or she is a qualified voting member of the corporation.

Section 4: If any Trustee shall die, be declared legally incompetent, resign, vacate his or her position as a Trustee, be removed prior to the expiration of his or her term, or should there be any other reason for a vacancy occurring, then a new Trustee may be appointed by the Board of Trustees to serve the unexpired portion of said term.

Section 5: A member of the Board of Trustees who shall be absent from three consecutive regular meetings of the Board of Trustees may be removed by majority action of the whole Board of Trustees.

Section 6: Any Trustee may be removed from membership on the Board of Trustees for misconduct as a Trustee. Such removal may be made only by the vote of two-thirds of the other Trustees present and voting at a regular meeting of the Board of Trustees, or at a special meeting called for the purpose, and only after written notice of the proposed removal and the reasons therefore shall have been given to each member of the Board of Trustees at a reasonable time prior to said meeting.

Section 7: No Trustee may receive from the corporation any compensation in money or thing of value for his or her service as a member of the Board of Trustees, but the Board of Trustees may authorize the corporation to reimburse a Trustee for his or her reasonable out-of-pocket expenses incurred in attending meetings or other authorized activities on behalf of the corporation. This provision is not intended to prevent appropriate recognition of completed service as a member of the Board of Trustees.

Section 8: The Board of Trustees shall appoint a chief administrative officer who shall serve as the Director of the Museum as provided in Article XI below.

ARTICLE VII MEETINGS OF THE BOARD OF TRUSTEES

Section 1: The Board of Trustees shall meet at least four times in each year, with one of the meetings to be held in May, in connection with the annual meeting of the membership. Board meetings will be held at a time of day or evening to be fixed by the Board of Trustees. A majority of all meetings, regular or special, shall be held at the Museum. Occasionally, members of the Board of Trustees may meet through phone conference.

Section 2: Special meetings of the Board of Trustees may be held at any time at the call of the President. The President may call a special meeting at his or her volition and in the exercise of his or her own judgment. In addition, the President must and shall call a special meeting if requested to do so by written request when delivered and signed by at least five members of Board of Trustees. Such request shall state the purpose of the requested special meeting and the proposed date, which date the President may vary (i.e., excluding Saturdays and Sundays) within a week before or after such suggested date.

Section 3: Written reminder notice of each regular meeting shall be sent to each member of the Board of Trustees at least ten days before such meeting. Written notice of any special meeting and its purpose shall be sent to each member of the Board of Trustees at least one week before such meeting, except when an emergency or other special circumstance shall make it impractical to give such notice, in which case the President and other officers shall make every reasonable effort to notify each member of the Board of Trustees of such meeting at least twenty-four hours in advance.

Section 4: The President shall cause to be prepared in advance of each regular meeting a written agenda of the subjects and topics to come before the Board of Trustees at such meeting, and shall send a copy of the same, together with such reports and other material as shall be relevant, to each member of the Board of Trustees, at a reasonable time prior to the regular meeting. The President may add to such agenda items occurring subsequent to the sending of the same. A copy of the agenda, or of the amended agenda if it shall have been amended, shall be handed to each member at each regular meeting. In general, the agenda shall govern the conduct of the meeting, but the President of the Board of Trustees by a two-thirds vote of the members present, may vary the order of the items on the agenda and may add or delete items.

Section 5: At each regular meeting there shall be an open discussion period, the time limit of which shall be reasonable and shall be fixed at the reasonable discretion of the President, at which time any Board of Trustees member, staff member, corporate member, or member of the public may bring up for discussion any subject or matter relevant to the business of the corporation. Except in cases of an emergency or where time is of the essence, decisions on matters so brought forward for discussion shall not be made at said meeting, but said matters may again be presented for decision at a subsequent meeting of the Board of Trustees.

Section 6: All Board of Trustees meetings, whether regular or special, shall be open to the public except those meetings or portions thereof at which there are to be discussed sensitive personnel matters, compensation of staff, removal of Board of Trustees members or officers, matters in litigation, acquisition or sale of real property, and other similar matters in which public discussion might be harmful to the best interests of the corporation. The Board of Trustees may invite to attend any closed meeting such person or persons as in its judgment will be helpful to it.

Section 7: A majority of the members shall constitute a quorum at any meeting of the Trustees. All matters shall be decided by majority vote of those present except as otherwise provided in these Bylaws.

Section 8: Each member of the Board of Trustees shall have one vote. Voting by letter or proxy shall not be allowed.

Section 9: Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Trustees 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 Trustees.

Section 10: The Board of Trustees shall approve an annual budget that will govern the expenditures for the ensuing year. The Finance Committee will establish appropriate parameters for

expenditures not provided for in the budget, which parameters shall be stated in the annual budget presented to the Board of Trustees.

Section 11: Members of the Board of Trustees may vote on a course of action by means of email or similar communications through which all members have been notified and with the majority participating. These shall be limited, however, to a determination of matters of an emergent nature only, and must be ratified by the Board of Trustees at a later date.

ARTICLE VIII OFFICERS

Section 1: Election of Officers, Procedure. At the Board meeting next preceding the annual meeting in May, the Nominations Committee shall be charged with contacting each Trustee regarding their interest in serving as an officer, chair, or member of Standing or other committees (see Article IX, section 2 below). Upon completion of its survey of the Board of Trustees, and not less than 10 days prior to the annual meeting in May, the Nominations Committee shall cause to be mailed to all Trustees its proposed slate of officers for the ensuing year. At the meeting of the Board immediately following the annual meeting of the membership, the Board shall, by secret ballot (which ballot shall contain a line for write-in candidates for each office) elect its officers for the ensuing year.

Section 2: In the manner provided in Article VIII, Section 1 above, officers shall be elected by the Board of Trustees from among its membership and shall include a President, Vice-President, Secretary, and Treasurer. The Board of Trustees may create such other offices and abolish the same from time to time, as in its judgment shall be necessary, and may define the duties of such other officers. Any Officer may be removed from office by majority vote of the Board of Trustees whenever in their judgment the best interests of the corporation will be served.

Section 3: The term of each Officer shall be one year for no longer than three consecutive terms. An Officer may be re-elected in accordance with the procedure set forth in Section 1 of Article VIII above. If an office should become vacant through resignation or otherwise, the position shall be filled by majority vote of the Board of Trustees for the remainder of the unexpired term.

Section 4: It shall be the duty of the President to preside at all meetings of the Board of Trustees, to supervise all activities of the corporation, to execute all instruments in its behalf, and to call such meetings of the Board of Trustees as shall be deemed necessary. The President shall make an annual report to the membership of the activities of the corporation and Board of Trustees during the year, and shall perform such other duties as are usual and customary for such Officer to perform or which may be required of him or her by the Board of Trustees.

Section 5: It shall be the duty of the Vice-President to discharge the duties of the President during his or her absence or disability, and to perform such other duties as the Board of Trustees directs.

Section 6: The Secretary shall ensure that a record of the proceedings of the Board of Trustees and the membership is kept, and to assure notification to members and Trustees of the annual meeting, to assure notification to Trustees of all other meetings of the Board of Trustees, to conduct correspondence of the Board of Trustees, and to keep a record thereof, to cause to be maintained at all

times a current list of memberships, and to perform such other duties as may be required by the Board of Trustees.

Section 7: The Treasurer shall, with the advice of the Finance Committee, have supervision of all the corporation finances, present a written financial report at annual meetings of the corporation, cause regular books of accounts to be kept, and shall perform such other duties as may be required by the Board of Trustees. The Treasurer shall serve as a member of the Finance Committee.

Section 8: The Board of Trustees may at any time designate one or more additional Vice-Presidents, Assistant Secretaries, or Assistant Treasurers, whose terms of office shall be the same as the other officers, and who except as to additional Vice-Presidents, need not be Trustees.

Section 9: Members-at-Large will act as directed by the President.

Section 10: Past President shall act as advisor to the President.

ARTICLE IX COMMITTEES

Section 1: Executive Committee, Authority. There shall be an Executive Committee comprised of the President, the Vice-President, the Secretary, the Treasurer, the chair of the Collections Committee, the chair of the Finance Committee, and up to two Members-at-Large appointed by the President. In addition, the Immediate Past President shall serve as a voting member of the Executive Committee for one year immediately following completion of his/her term as President. The Executive Committee shall supervise all aspects of the corporation's affairs and shall have the authority to act on behalf of the corporation; provided however, the Executive Committee shall report their actions and decisions to the Board of Trustees at their regular meetings. The Executive Committee shall have no authority or power to take any actions prohibited by and enumerated in RCW 24.03.115. Any other member of the Board of Trustees may attend but may not vote at meetings of the Executive Committee. The Committee shall meet a minimum of four times per year, the times and places of such meetings to be set at their first meeting following the annual Board of Trustees organizational meeting. Except for special meetings, no meetings will be required in those months when a meeting of the Board of Trustees is held. Special meetings of the Committee may be called by the President upon twenty-four hours actual notice to each member.

Section 2: Appointment to Committees. The Trustee elected as President pursuant to Article VIII, Section 1 above shall consider the recommendations of the Nominations Committee in making appointments to standing and other committees. Committee members shall serve one three-year term for a maximum of three full consecutive terms of three (3) years each, unless a period of not less than one (1) year shall have intervened between the term of such person and the date of commencement of the term for which the Trustee is elected. Committee chairs shall be appointed annually by the President.

Section 3: Committee Procedures. The President and the Director shall be ex-officio members of all committees except the Nominations Committee. The committees shall make written reports to the Board of Trustees of each meeting. Each committee shall have at least one Board member as a member of the committee, who may or may not be the chair, who shall be the reporting member to the

Board of Trustees. Committees may meet in person or through phone conference with notification of that meeting out to all members at least ten days in advance. Members of any Committee may vote by means of email or similar communications through which all are notified and with the majority of members participating. These shall be limited, however, to a determination of matters of an emergent nature only, and must be ratified by the Committee at a later date. All committee meetings, whether regular or special, shall be open to the public except those meetings in which public discussion might be harmful to the best interests of the corporation. Committees may invite to attend any closed meeting such person or persons as in its judgment will be helpful to it. The rules of procedure at meetings 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 Trustees.

Section 4: Standing Committees. The President, with the concurrence of the Executive Committee, shall appoint the following standing committees, each consisting of not less than three nor more than seven members of which at least one member shall be a trustee:

Collections Committee	Education Committee
Development Committee	Finance Committee
Audit Committee	Building and Grounds Committee
Ranchlands Committee	Nominations Committee
Marketing Committee	

Section 5: The Collections Committee shall oversee and provide recommendations to the Executive Committee on activities related to the Museum's collection. The chair of the Collections Committee shall be a member of the Board of Trustees and the Executive Committee.

Section 6: The Education Committee shall oversee and provide recommendations to the Executive Committee on activities related to the Museum's educational programs. The chair of the Education Committee shall be a member of the Board of Trustees.

Section 7: The Development Committee shall oversee and provide recommendations to the Executive Committee and assistance to the Board of Trustees on activities relating to membership, annual giving, fundraising, deferred gifts and other activities which promote the financial support and development of the Museum.

Section 8: The Finance Committee shall have the power to deal with the corporation's finances and investment portfolio in a reasonable and prudent business manner, subject to the approval of the Board of Trustees and the Board approved investment policy. The Treasurer shall be a member of the Finance Committee. The Chair of the Finance Committee shall be a board member and a member of the Executive Committee.

Section 9: The Building and Grounds Committee shall oversee and provide recommendations to the Executive Committee regarding the care, maintenance, and improvements of the corporation's buildings and facilities and the landscaped areas surrounding the Museum.

Section 10: The Ranchlands Committee and Director shall supervise and manage the stewardship of all the ranch lands with the approval of the Executive Committee.

Section 11: The Nominations Committee shall be comprised of at least three Trustees and no more than two Members-at-Large. The Nominations Committee shall monitor the profile of the Board of Trustees, research potential new trustees and make recommendations to the Board, and annually prepare a slate of nominees for the Board as provided in Article V, Section 2 of these Bylaws. It is also responsible for evaluating Board performance, recognizing Board service and if necessary, calling for the separation of persons from the Board. In addition, it will also annually prepare a slate for officers for the Board.

Section 12: The Marketing Committee shall oversee and provide recommendations to the Executive Committee regarding the branding, marketing and promotion of the Museum.

Section 13: The Audit Committee shall be separate from the Finance Committee and shall oversee the annual audit process and make recommendations to the Executive Committee regarding the annual audit.

ARTICLE X SPECIAL GUILDS OR COUNCILS OF THE MUSEUM

Section 1: Special Guilds or Councils of the Museum. The Board of Trustees shall, from time to time, establish Guilds or Councils of the Museum, the membership of which shall consist of two (2) or more members of the Board of Trustees and such other persons as the Guild or Council shall invite to participate in its activities, aimed at fostering appreciation of a type or category of art or arts, history, celebrating the works of artists or craftsmen, promoting an interest in the arts and history, or otherwise as may be appropriate to the mission of any such Guild or Council.

Section 2: Reports of Guilds or Councils. The Guilds or Councils shall make periodic reports of their activities to the Board of Trustees.

ARTICLE XI DIRECTOR

The Director appointed pursuant to Article VI, Section 8 above shall serve as the chief administrative officer of the Museum, with such service to be at the pleasure of the Board of Trustees. The Director shall have the authority to administer the day-to-day operations of the Museum and is the sole, official liaison between Board and staff. The Director shall also be an ex-officio, non-voting member of the Board of Trustees, the Executive Committee, the standing and other committees except nominating committees.

ARTICLE XII TAX EXEMPTION PROVISIONS

Section 1: Limitation of Political and Lobbying Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or attempting to influence legislation in violation of Section 501(h) of the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2: Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are exempt under Section 170(c)(2) of the Internal Revenue code.

Section 3: The corporation may not include political advertisements, paid or unpaid, in any newsletter or in any other written or electronically transmitted material bearing the name or logo of the corporation.

Section 4: Prohibition Against Personal Benefit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

Section 5: Distribution of Assets. In the event that the corporation is dissolved, its assets remaining after the payment, or the provision for payment, of all debts and liabilities of the corporation, shall be distributed to the federal, state or local government for a public purpose. Such distribution shall be in accordance with all applicable provisions of state and federal law.

ARTICLE XIII MISCELLANEOUS

Section 1: Arbitration. In the event of any dispute arising from these bylaws, or any transaction contemplated in these bylaws, including but not limited to matters related to membership in the corporation, all such shall be resolved through binding arbitration, held in Goldendale, Washington, under the rules, then existing, of the American Arbitration Association, or such other recognized arbitration authority as the Board may from time-to-time designate.

Section 2: Copyrights, Trademarks, Servicemarks, Logo. Any logo, or registered copyrights, trademarks, and servicemarks in the name of the corporation are the assets of the corporation, are property of the corporation, and can only be used for corporation purposes, consistent with these Bylaws and any policies thereto adopted by the Board, and state and federal law.

Section 3: Conflicts of Interest. All officers, trustees, committee members and employees of the corporation shall avoid potential or real conflicts between their personal or financial interests and those of the corporation. A conflict of interest may exist when the interests or concerns of any director, trustee, officer, employee, agent, or any such person's family, or any party group or organization to which such person has allegiance can be seen to compete with the interests, specific objectives, purposes or concerns of the corporation, or when such person or group may unjustly derive a financial or other benefit from a relationship with the corporation, or a person acting on behalf of the corporation. It is the duty of each officer, trustee, committee member or employee to disclose any potential conflict, and to recuse him or herself from any decision pertaining to that potential conflict.

ARTICLE XIV

AMENDMENT

These Bylaws may be amended, altered or repealed by a majority vote of the qualified membership, voting at any annual meeting pursuant to such rules and procedures as contained herein.

ARTICLE XV INDEMNIFICATION

Each Trustee, Officer and Director, now or hereafter serving the corporation and his or her heirs and personal representatives shall be indemnified by the corporation against all loss and expense, including but not limited to expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Trustee, officer, or Director, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be personally liable for gross negligence or willful misconduct in the performance of his or her duties as such Trustee, officer, or Director, but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Board of Trustees, Executive Committee or otherwise.

Prior Bylaws Repealed, Actions Ratified. All Bylaws adopted prior to May 16, 2002 are hereby repealed, effective upon the adoption by the membership of Maryhill Museum of Art of the Bylaws set forth above. Provided however, that all actions taken by the membership and the Board under the authority of all previous Bylaws are hereby ratified and confirmed as if taken under and pursuant to the Articles of Incorporation and Bylaws adopted at this annual meeting of the Membership.
