

BYLAWS
OF
NORTHWEST UNIVERSITY FOUNDATION

amended and approved
November 29, 2007

BYLAWS OF NORTHWEST UNIVERSITY FOUNDATION

Article I: Membership

Section 1

The management and administration of the affairs of this Foundation shall be by a Board of Trustees consisting of not less than eleven (11) nor more than forty-one (41) members who shall be elected by majority vote of the Board of Directors of Northwest University to serve the terms of three (3) years each and until their successors have been elected and qualified.

Section 2

The President of Northwest University and the Executive Director of the Northwest University Foundation shall each be members of the Board of Trustees for terms coinciding with the offices held.

Section 3

One-half (1/2) of the members of the Foundation Board of Trustees shall constitute a quorum.

Article II: Officers

Section 1

The elected officers of the Foundation shall be a Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board of Trustees at its organizational meeting. Each officer will serve for a period of three (3) years following their election or until their successor shall have been elected and qualified, provided, however, the initial elections shall create staggered terms by electing the Chair for three (3) years, Secretary for (2) years and Treasurer for one (1) year at the organizational meeting. Election of officers, other than the Executive Director, shall be by the Board of Trustees at a meeting occurring at the end of each term. Any two or more offices may be held by the same person, except the offices of Chair of the Board and Secretary. In the event of a vacancy, the Board of Trustees may elect a successor to fill the unexpired term.

Section 2

The Executive Director shall be an appointed officer by the Board of Directors of Northwest University. He or she shall serve at the will of the Northwest University Board of Directors.

Section 3

The duties of the Chair shall be as are usually imposed upon a Chair of a corporation. The duties of the Executive Director shall be those duties such as are usually imposed upon a President of a corporation. The duties of Secretary and Treasurer shall be such as are usually imposed upon such officials of a corporation. The duties shall be those as are required by law or as may be assigned to them respectively by the Board of Trustees from time to time, but checks upon any bank account of the Foundation shall be signed only by such officer or officers as the Board of Trustees may from time to time appoint by an appropriate banking resolution.

Article III: Meetings

Section 1

Meetings of the Board of Trustees shall be held at least annually as determined by the Board of Trustees. A special meeting of the Board of Trustees may be called at any time by the Executive Director or by written request signed by at least one-third (1/3) of the members of the Board of Trustees, and ten (10) days' notice in writing signed and sent to the entire Board of Trustees.

Section 2

Notice of any meeting of the Board of Trustees may be waived in writing by any Trustees at any time.

Article IV: Committees

Section 1: Executive Committee

The executive Committee of the Foundation shall have six (6) members consisting of the Chair, University President, Executive Director, Secretary, Treasurer, and one (1) additional trustee appointed by the Board of Trustees. The Chair shall serve as Chair of the Executive Committee. The Executive Committee of the Foundation may act in carrying out the duties of the Foundation on behalf of the Foundation's trustees.

Section 2: Standing or Ad Hoc Committees

The Board of Trustees may from time-to-time, establish a Standing or Ad Hoc Committee as may be needed to carry out the objectives of the Foundation.

Article V: Supporting Grants

Section 1

All net earnings unless otherwise designated by a donor shall inure to the benefit of Northwest University, provided it is exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 2

The Trustees shall make gifts and grants to benefit and support the purposes of Northwest University, provided it is exempt under Section 501(c)(3) of the Internal Revenue Code.

Article VI: Indemnification of Trustees, Officers, Employees, and Agents

Section 1

The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of that fact that he or she is or was a Trustee, officer, employee or agent of the corporation or, being or having been such a trustee, officer, employee, or agent, he or she is or was serving at the request of the corporation as a trustee, officer, employee, agent, or in any other capacity of another corporation or of a partnership, joint

venture, trust or other enterprise, including service respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a trustee, officer, employee, agent, or in any other capacity, against all expense, liability and loss (including without limitation, attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a trustee, officer, employee or agent of the corporation shall inure to the benefit of his or her heirs and personal representatives.

Section 2

The corporation may expenses incurred in defending any proceedings in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a trustee, officer, employee or agent only upon delivery to the corporation of an undertaking, by or on behalf of such trustee, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such trustee, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 3

The corporation may enter into contracts with any person who is or was a trustee, officer, employee, and agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, 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.

Section 4

If Washington law is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance in final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the trustees of this corporation or Northwest University Board of Trustees, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington law, as so amended.

Section 5

No indemnification shall be provided under this Article to any such person if the corporation is prohibited by Washington or other law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or form conduct of a trustee in violation of Washington law, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 6

The corporation shall indemnify and hold harmless any person who is or was a Trustee of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

Section 7

The corporation may, by action of its board of Trustees, indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the board of Trustees may determine.

Section 8

The rights of indemnification and advancement of expenses conferred by or pursuant to this Article shall be contract rights.

Section 9

A trustee, officer, employee or agent (“Claimant”) shall be presumed to be entitled to indemnification and and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled.

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 advancement of expenses, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. Neither the failure of the corporation (including its Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or determination by the corporation (including its Trustees or independent legal counsel) that the claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 10

The right to indemnification and advancement of expenses 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 or Bylaws of the corporation, any agreement or otherwise.

Section 11

The corporation may purchase and maintain insurance, at its expense, to protect itself and any trustee, officer, employee or agent of the corporation or who, while a trustee, officer, employee or agent of the corporation, is or was a trustee, officer, partner, employee or agent of another corporation, partnership joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such a person against such expense, liability or loss under Washington law.

Section 12

Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 13

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 provision 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.

Section 14

If the corporation indemnifies or advances expenses to a trustee of the corporation, the corporation shall report in writing to interested parties as required by Washington law.

Article VII: Corporate Seal

The corporate seal of the Foundation shall be a circular seal with the name of the Foundation around the border and the date of the organization in the center.