

**AMENDED AND RESTATED BYLAWS  
OF  
RURAL DEVELOPMENT INSTITUTE**

**ARTICLE 1. MEMBERSHIP AND ORGANIZATION**

1.1 Membership. The Corporation shall have no members.

1.2 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) or successor statute.

1.3 Section 501(c)(3). The Corporation shall be a publicly supported organization organized and operated exclusively for exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code").

1.4 No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, to reimburse for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of its purposes. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in the Articles of Incorporation of the Corporation and with its tax-exempt status under Section 501(c)(3) of the Code. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of the Articles of Incorporation of the Corporation and these Bylaws and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

**ARTICLE 2. BOARD OF DIRECTORS**

2.1 Powers and Qualifications. The affairs of the Corporation shall be managed by the Board of Directors.

2.2 Number. The number of directors of the Corporation shall be not less than nine (9) nor more than nineteen (19). 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 or reducing the number of Directors to less than one.

2.3 Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee which shall consist of not less than three Directors and which shall have and exercise

such authority of the Board of Directors in the management of the Corporation as may be specified in said resolution. The Board of Directors may not delegate to the Executive Committee the power to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any Director or officers 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 therefore; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it by law.

2.4 Committees. The Board of Directors may, in its discretion, by resolution, appoint various committees which shall have and exercise such authority as shall be conferred by the resolution appointing such committee. Non-Board members may be appointed to such committees by the Board of Directors in consultation with the Committee Chair. The Chair of the Board shall recommend the individual members of such committees, after consultation with the Chief Executive Officer and Committee Chairs, who shall be approved by the Board of Directors. A majority of any such committee, composed of more than two members may determine its action and fix the time and place of its meeting, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the members of any such committee, to fill vacancies, and to discharge any such committee. Committee Chairs and Vice-Chairs shall be nominated by the Chair of the Board and shall be approved by the Board of Directors. Sub-committees may be appointed by the Committee Chair and shall have such authority as may be delegated to it by such Chair.

2.5 Election and Term. Each member of the Board of Directors will serve a term of three years, calculated as follows. The three-year term begins with the meeting at which the Director is elected and continues through the Board meeting that occurs during the thirty-sixth month following election, provided that if no Board meeting occurs during the thirty-sixth month, the term shall terminate immediately following the last meeting that precedes the thirty-sixth month. A Director is eligible for re-election, and each subsequent term will run from the day following the completion of the Director's prior term through the Board meeting that occurs during the thirty-sixth month following the start of the renewed term, provided that if no Board meeting occurs during the thirty-sixth month, the term shall terminate immediately following the last meeting that precedes the thirty-sixth month.

2.6 Vacancies. The Board of Directors shall have 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. The Director appointed or elected, as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office.

2.7 Removal. At a meeting of the Board of Directors called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by a vote of two-thirds of the Directors then in office.

2.8 Resignation. Any Director may resign at any time by providing written notice to the Board, the President or the Secretary of the Corporation. Such written notice shall contain the effective date of the Director's resignation or shall be deemed effective upon actual receipt.

2.9 Expense Reimbursement. The Board of Directors, in its discretion, may reimburse any Director for reasonable expenses incurred by such Director in the performance of his or her duties as a Director of the Corporation.

### ARTICLE 3. MEETINGS OF BOARD OF DIRECTORS

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 the third Tuesday in January, but in case such date shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day not a holiday, or at such other time as a majority of the Board may determine.

3.2 Regular Meetings. By resolution, the Board of Directors may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.3 Special Meetings. Special meetings of the Board of Directors may be held as any one member of the Board of Directors or the President shall request.

3.4 Notice of Special Meetings. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the Director or Directors calling the meeting, by mail, email, facsimile, or by personal communication over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held. 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. 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.

3.5 Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. 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.

3.6 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 Directors of the Corporation or at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be, 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. Such consent shall be filed in the corporate minute book or with the records of the committee so acting.

3.7 Meeting by Telephone. Members of the Board of Directors or of any committee appointed by the Board of Directors may participate in a meeting of such Board or committee 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 at a meeting.

3.8 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 signed 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 4. OFFICERS

4.1 Officers Enumerated. The officers of the Corporation shall be a Chair of the Board, a Chief Executive Officer, 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 elected by the Board of Directors. The officers of the Corporation shall hold office for such terms as may be determined by the Board of Directors. Before the term of office of the officers expires, the functioning Board of Directors shall meet and by majority vote, shall elect officers for the new term. Any two 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.

4.2 Chair of the Board. The Chair of the Board shall preside at meetings of the Board of Directors. The Board of Directors may appoint a Vice-Chair of the Board to preside at such meetings in the absence or disability of the Chair.

4.3 Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and manage all of the business and affairs of the Corporation. The Chief Executive Officer shall perform such duties as are typical of such office and such other duties as are assigned or delegated to him or her by the Board of Directors.

4.4 President. The President, subject to the supervision of the Chief Executive Officer, shall be the chief operating officer of the Corporation and shall perform such

duties as are typical of such office and such other duties as are assigned or delegated to him or her by the Chief Executive Officer. In the absence of the Chief Executive Officer, or in the event of the Chief Executive Officer's inability to serve, the President shall perform all of the duties of the Chief Executive Officer and shall have the powers of and be subject to all of the restrictions upon the Chief Executive Officer.

4.5 Vice President. In the absence or disability of the President, the Vice President shall act as President (or if there is more than one Vice President, the Vice President who was designated by the Board of Directors as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers). He or she shall also exercise such authority as may be granted by the Board of Directors or the Chief Executive Officer.

4.6 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.

4.7 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. He or she 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. In general, he or she shall perform all of the duties incident to the office of Treasurer.

4.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

4.9 Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

## ARTICLE 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS

5.1 Fiscal Year. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of the succeeding year.

5.2 Loans Prohibited. No loans shall be made by the Corporation to any officer or to any Director.

5.3 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."

5.4 Books and Records. The Corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and 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.

5.5 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, regular or special meeting of the Board.

5.6 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.

## ARTICLE 6. ADVISORY COUNCIL

6.1 Appointment. The Board of Directors may, in its discretion, by resolution, establish the number of members of an Advisory Council, which shall meet at such times as the Board of Directors shall determine. The Board of Directors shall appoint the Chairman of the Advisory Council. Members of the Advisory Council may include, but not be limited to, former members of the Board of Directors and prominent individuals in business, international organizations, foundations, or government, who support the mission of the Corporation and its policies and programs.

6.2 Duties. The Advisory Council shall not participate in the management of the affairs of the Corporation and shall have no decision-making authority with respect to the business and operations of the Corporation. The duties of the Advisory Council shall be to advise and support the Board of Directors with respect to the mission of the Corporation, its policies and programs and the funding and implementation of the same. The members of the Advisory Council shall have no liability for their advice or recommendations given to the Board of Directors or for action taken by the Board of Directors pursuant to such advice or recommendations.

6.3 Term. The term of each member of the Advisory Council shall extend from the date appointed until the expiration of three (3) years from such date, or until a member sooner resigns or is removed. The Board of Directors shall stagger the terms of such members, to the extent possible, to maintain continuity and experience on the Advisory Council. The Board of Directors, in its sole discretion, may renew the term of any member of the Advisory Council, remove any member, fill vacancies or appoint additional members.

6.4 Compensation. Members of the Advisory Council shall not be compensated, but the Board of Directors, in its sole discretion, may reimburse such members for travel

and lodging expenses in connection with the performance of their duties while serving on the Advisory Council.

THE FOREGOING BYLAWS, as amended and restated, were adopted by the Board of Directors on October 19, 2010.

  
Secretary