RESTATED BYLAWS
OF
NORTHWEST BUSINESS DEVELOPMENT ASSOCIATION
A Washington Nonprofit Corporation

Dated Effective: September 3, 2024

The Board of Directors of the Northwest Business Development Association ("Corporation") adopted a resolution on September 3, 2024, which amended and restated its Bylaws, and the following constitute the Restated Bylaws of the Corporation. These Restated Bylaws currently and completely set forth the Bylaws of the Corporation and supersede all prior Bylaws, amended or restated.

ARTICLE I.
Name

The name of this Corporation is "Northwest Business Development Association".

ARTICLE II.
Principal Office

The principal office of the Corporation is 9019 E. Appleway Blvd., Ste. 200, Spokane Valley, WA 99212, or such other location as may from time to time be designated by the Board of Directors.

ARTICLE III.
Corporate Profile

Section 1. Tax Status. The Corporation was established in the state of Washington as a nonprofit corporation, under former Chapter 24.03 of the Revised Code of Washington ("RCW"), in 1981. Pursuant to Section 24.03A.030 RCW, effective January 1, 2022, the Corporation is a Washington nonprofit corporation under Chapter 24.03A RCW (the "Washington Nonprofit Corporation Act"). It is in good standing in the state of Washington and registered to do business in the states of Idaho, Oregon and Alaska. The Corporation is recognized by the Internal Revenue Service as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended ("Code") and is a charitable corporation as defined under the Washington Nonprofit Corporation Act.

Section 2. Certification/License. The Corporation is a certified development company, licensed by the United States Small Business Administration ("SBA") to assist in the administration of the SBA 504 Loan Program. It is independent from any other certified development company and not affiliated with any individual, corporation, partnership, association, unit of government or legal entity, however organized.

Section 3. Mission. The mission of the Corporation is to support business growth, job creation and job retention by providing quality small business loan services, including screening, organizing, packaging, processing and closings, in combination with local lending institutions and the SBA.

Section 4. Area of Operations. The Corporation has an approved area of operations consisting of the following multi-state counties:

a. All counties in the state of Washington,

b. All counties in the state of Oregon,

c. All counties in the state of Idaho, and

d. All boroughs in the state of Alaska.

Section 5. Purposes. The objects and purposes of the Corporation are as follows:

a. To further economic development by providing financing programs which benefit communities through the expansion of business and increased employment opportunities.

b. To assist communities, both urban and rural, by stimulating the growth and expansion of small business, particularly through financial assistance.

c. To provide the general public viable alternatives to private sector financing, where the latter is not readily available.

d. To maintain certification as a multi-state certified development company pursuant to the rules and regulations of the SBA.

In order to accomplish the foregoing, the Corporation shall do all acts and things necessary, conducive, incidental, or advisable to accomplish any of the purposes for which this Corporation is formed, including, but not limited to, any powers now or hereafter conferred upon or allowed under the Washington Nonprofit Corporation Act, Chapter 24.03A RCW.

ARTICLE IV.
Membership

Section 1. Qualification. The Corporation has elected to have Members consisting of individuals, representative of the community in which the Corporation conducts business and whom promote economic development in their communities.

Section 2. Rights of Members. The Members shall elect the individuals to serve on the Board of Directors of the Corporation. At the annual meeting of the Members each Member is

entitled to one (1) vote on each matter submitted to a vote. No individual or entity can control more than 25% of the Corporation's membership. The election of directors shall be by majority vote of a quorum of the Members, either in person or by proxy executed in writing. A quorum shall consist of greater than fifty percent (50%) of the votes held by Members entitled to vote.

Section 3. Annual Meeting. The annual meeting of the Members shall be held as soon after the fiscal year end of the Corporation as reasonably practicable. Written notice of the annual meeting, along with a slate of candidates for director and Member positions, shall be given by Corporation to the Members not less than ten (10) days prior to the date of the meeting. The Board of Directors may determine the manner of fixing the record date to determine the Members entitled to notice of such meeting, but if not otherwise determined by the Board of Directors, the record date will be the date ten (10) days prior to the date of the meeting.

Section 4. Election of Members. The Board of Directors shall submit to the Members for election a slate of candidates to serve as Members of the Corporation. The election of Members shall be by majority vote of a quorum of the Members, either in person or by proxy. Upon election of such candidates to serve as Members of the Corporation, such candidates will be admitted as the Members of the Corporation. Upon admission of all or substantially all of the newly-elected Members, the membership of any existing Member that was not so elected shall immediately terminate.

ARTICLE V.
Board of Directors

Section 1. Powers. The Board of Directors shall have and exercise all corporate powers and authority on behalf of the Corporation, and be responsible for all corporate actions and business in all of its undertakings to the fullest extent permitted by law. There will be no actual or appearance of a conflict of interest with respect to any actions of the Board of Directors. The Board of Directors shall be responsible for the actions of the Corporation and any committees established by the Board of Directors. In addition to all other duties and responsibilities of the Board of Directors, the Board of Directors shall be committed to each of the following:

a. Approving the mission and the policies for the Corporation.

b. Hiring, firing, supervising and annually evaluating the President.

c. Setting the salary for the President and reviewing all staff salaries.

d. Reviewing the Annual Report prior to submission to SBA to ensure accuracy and completeness, in accordance with 13 CFR §120.830(a).

e. Establishing and overseeing committees, at its discretion, including the Loan Committee.

f. Ensuring that the Corporation's expenses are reasonable and customary.

g. Hiring directly an independent auditor, licensed to practice in the state of Washington, to provide audited financial statements in accordance with SBA Loan Program requirements.

h. Monitoring the Corporation's portfolio performance on a regular basis.

i. Reviewing a semiannual report on portfolio performance from the President, which would include, but not be limited to, asset quality and industry concentration.

j. Ensuring that the Corporation establishes and maintains adequate reserves for operations.

k. Ensuring that the Corporation invests in economic development in each of the States in its area of operations in which it has a portfolio, and approving each investment. If the investment is included in the Corporation budget, the Board's approval of the budget is deemed to be approval of the investment. If the investment is not included in the budget, then the Board must separately approve the investment.

l. Establishing policies prohibiting an actual conflict of interest or the appearance of same, and enforcing such policies.

m. Retaining accountability for all of the actions of the Corporation.

n. Establishing written internal control policies in accordance with 13 CFR §120.826.

o. Establishing commercially reasonable loan approval policies, procedures and standards.

p. Establishing and setting forth in detail, in a policy manual, its credit approval process.

q. Maintaining adequate levels of Directors' and Officers' Liability and Errors and Omissions Insurance, based on the size of the Corporation's portfolio and other relevant factors, including, without limitations, recommended levels of coverage by the SBA.

r. Ensuring the structure and operation of the Corporation as set forth in these Bylaws, has prior written approval from SBA. Any changes must comply with SBA's Loan Program Requirements.

s. Each Director shall certify, on an annual basis, that the Director has read and understands 13 CFR 120.823, and ensure that a copy of this certification is included in the Corporation's annual report to SBA.

Section 2. Number and Qualification. The business affairs and property of the Corporation shall be managed by a Board of Directors of not less than seven (7) and no more than twenty-five (25) directors who live or work in the Corporation's State of incorporation or in an area that is contiguous to that State that meets the definition of Multi-State or Local Economic Area. The number of directors may at any time be increased or decreased by the Board of Directors at any regular or special meeting, but at no time shall the number of directors be less than seven (7) nor more than twenty-five (25). The number of directors who are under 18 years of age may not exceed three or one-third of the total number of directors then in office, whichever is fewer. The President shall serve on the Board of Directors ex officio (i.e. by virtue of the office held) and shall be a voting director. Other than the President, no staff member of the Corporation shall be a voting director.

a. Aside from the President, each director shall be a Member of the Corporation and shall be actively involved in encouraging economic development in the Corporation's area of operations. At least one (1) voting director must represent the economic, community or workforce development fields and at least two (2) voting directors, other than the President, must represent the commercial lending field and possess commercial lending experience satisfactory to SBA. When the Board votes on SBA loan approval or servicing actions, at least two voting Board members, with such commercial lending experience, other than the President, must be present and vote. For any purchase, lease, improvement or renovation of long-term fixed assets by a small business, with SBA 504 financing, for use in its business operations ("Project"), located in a state other than Corporation's home state of Washington, there shall be two Board members who live or work in the subject state voting on that Project. These two Board members may only vote on Projects located in such state.

b. The Board of Directors must have directors with background and expertise in internal controls, financial risk management, commercial lending, corporate governance, legal issues relating to commercial lending, and economic, community or workforce development. A director may have the background and expertise in more than one of the above areas. Directors may be currently employed or retired in their area of expertise. The Corporation may obtain advice through other service providers such as attorneys, accountants or auditors.

c. No more than one director may be employed by or serve on the Board of Directors of any other single entity (including the entity's affiliates), unless that entity is a civic, charitable, or comparable organization that is not involved in financial services or economic development activities. No director may be a director, officer or manager of another certified development company.

Section 3. Chairperson. The Board of Directors shall be presided over by a Chairperson who shall be appointed for a two year term by a majority of the directors in office. The Chairperson shall be a member of the Board of Directors. The Chairperson shall preside at all meetings of the

Board of Directors and shall have the following duties, responsibilities and powers, together with all others necessary or beneficial in the discharge thereof;

a. Overall supervision of affairs of the Board of Directors;

b. Preside at all meetings of the Board of Directors;

c. Provide leadership to the Board of Directors and its committees in formulating, developing and evaluating corporate policies and goals; and

d. Prepare, in consultation with the President, an agenda for the meetings of the Board of Directors.

Section 4. Vice Chairperson. The Board of Directors may appoint a Vice Chairperson for a two year term from among the directors. The duties, responsibilities and powers of the Vice-Chairperson shall include the following:

a. Act as Chairperson in the absence or disability of the Chairperson; and

b. Perform such other duties as assigned by the Chairperson.

Section 5. Secretary. The Board of Directors may appoint a Secretary for a two year term from among the directors. The duties, responsibilities and powers of the Secretary shall include the following:

a. Attend and keep the minutes of all meetings of the Board of Directors;

b. Attest by signature written contracts of the Corporation as directed by the Board of Directors; and

c. Perform all such other duties as are incident to the office.

Section 6. Election—Term of Office. The directors shall be elected by the Members at each annual meeting, and shall hold office for a period of one (1) year for the first term; if re-elected to a second term the director shall hold office for a period of two (2) years; and if re-elected thereafter the director shall hold office for a period of three (3) years, or until their respective successors are elected and qualified. No director shall serve more than four (4) consecutive terms of office or nine (9) years of continuous service. The Board of Directors may depart from the stated terms and designate a different term for a director if necessary to create staggered terms. Any director who has served for four (4) consecutive terms may be eligible for re-election following a one (1) year absence from service on the Board of Directors. The Chairperson of the Board or Vice Chairperson may serve an additional term to complete the term of their position.

Section 7. Resignation; Attendance; Removal. The term of office of any director may be prematurely terminated in the event of any of the following:

a. Any director may resign from office as a director at any time by mailing or otherwise delivering a written resignation to the President. Such resignation may also include any office held as an officer of the Corporation.

b. Any director may be removed for failure to attend seventy-five percent (75%) of the regular meetings of the Board of Directors during a fiscal year period, or by the unexcused absences of three (3) consecutive regular meetings of the Board of Directors. An excused absence requires notification to the Chairperson at least twenty-four (24) hours prior to the scheduled meeting time.

c. Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the directors in office.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director elected to fill a vacancy shall hold office until the next annual meeting of the Members. Vacancies resulting from an increase in the number of directors may be filled in the same manner.

Section 9. Quorum. The presence of a majority (*i.e.* greater than 50%) of the entire Board of Directors, but in no event less than five (5) directors, with a majority of the directors present being at least 18 years of age, shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. A quorum must be in attendance for the duration of the meeting to transact any business. If less than a quorum is in attendance at the time for which a meeting shall have been called, the meeting may be adjourned by a majority vote of the directors present, without any notice other than by announcement at the meeting. At an adjourned meeting at which a quorum of directors is present, any business may be transacted which could have been transacted at the meeting as originally called.

Section 10. Notice of Meeting. Annual and regular meetings of the Board of Directors may be held without notice if so determined by the Board of Directors. Notice for any meeting of the Board of Directors or any committee designated by the Board of Directors for which notice is required by these Bylaws or by applicable Washington law, shall state the place, date, and hour of the meeting and delivered to each director at the address shown on the records of the Corporation prior thereto in a tangible medium (*e.g.*, a letter or facsimile) or by an electronic transmission (*e.g.*, email), as more fully addressed below. The method of notice need not be the same to each director. Such notice shall be delivered at least three (3) days prior to the meeting. If notice is delivered in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed delivered when deposited in the United States Mail addressed to the director at the address as it appears on the records of the Corporation with postage thereon prepaid. Other forms of notice in a tangible medium described in this paragraph are effective when received. If notice is provided in an electronic transmission, it is received when: (i) such notice enters an electronic system that the recipient has designated or currently uses for the purpose of receiving electronic transmissions of the type sent; and (ii) it is in a form capable of being

processed by that system. Each director shall from time to time, and upon written request from the Corporation, promptly inform the Secretary of the message format accessible to the recipient, and the address, location, or system to which these notices may be sent by electronic transmission. The consent of any director shall be deemed revoked if the Corporation is unable to deliver two consecutive notices by electronic transmission in accordance with the message format and address, location, or system information provided by director, 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. A director may waive any notice required to be given by these Bylaws or Washington law. A waiver is valid when given in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein.

Section 11. Consultants. The Board of Directors may invite individuals with pertinent expertise to meet with and assist the Board of Directors. Such consultants shall not vote or be counted in determining the existence of a quorum. The Board of Directors may create or authorize the creation of one or more advisory committees whose members need not be directors or meet the qualification requirements for directors. Any advisory committee serves solely at the discretion of the Board of Directors. The Board of Directors shall not delegate any of its authority to an advisory committee, and for the avoidance of doubt, an advisory committee: (i) is not a committee of the Board of Directors; and (ii) may not exercise any of the powers of the Board of Directors.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairperson or upon written request of a majority of the directors in office. Such written request shall state the purpose of the special meeting. Business transacted at any special meeting of the Board shall be limited to the purpose stated in the notice of the meeting, except when all the directors in office are present and unanimously consent to take up other matters.

Section 13. Regular Meetings. The Board of Directors shall establish, by resolution, a time and date on which the annual meeting of the Board of Directors shall be held for conducting such business as shall be appropriate. Other regular meetings shall be held with such frequency, but no less than four (4) per annum, and at such times and places, within or without the State of Washington, as may be determined from time to time by resolution of the Board of Directors. Any business may be transacted at the annual or regular meetings of the Board of Directors and in any format allowed by state law.

Section 14. Voting. Each director shall be entitled to one vote on any matter before the Board of Directors. Directors are not allowed by state law to vote by proxy. Unless otherwise provided in these Bylaws, or in the Articles of Incorporation, a majority vote of the directors at a meeting at which a quorum is present shall be necessary for approval of any corporate action.

Section 15. Minutes. Minutes of all proceedings of the Board of Directors shall be maintained by the Secretary of the Corporation and shall not be disclosed to any person other than the directors and those authorized by the directors, who shall be provided a copy of such minutes.

The Corporation's accountant, attorney, third party auditors, and SBA may inspect the minutes for purposes connected with their responsibilities.

Section 16. Consent Without Meeting. Any action required under the provisions of any law or by the Articles of Incorporation, or Bylaws, to be taken at a meeting of the directors of this Corporation, 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 entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such.

Section 17. Conference Telephone. Any regular or special meeting of the Board of Directors may be effectuated 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 such meeting, for all purposes, including the right to vote and the right to waive notice of meeting.

Section 18. Compensation. Directors shall not receive any stated salaries for their services as directors, but by resolution of the Board of Directors, reimbursement for reasonable and necessary expenses may be allowed for attendance at any regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 19. Committees. The Board of Directors shall designate and establish from time to time special or permanent committees as it deems necessary and appropriate to carry into effect the objects and purposes of the Corporation. The resolution creating any such additional committee shall designate the authority of the committee and any limitations thereon, and the functions the committee shall discharge.

The Corporation shall have the following permanent and standing committee:

a. The Board of Directors shall establish a Loan Committee consisting of Board of Directors or non-Board members that reports to the Board. Loan Committee members must have a background in either financial risk management, commercial lending, or legal issues relating to commercial lending who are not associated with another Certified Development Company. At least two (2) members with commercial lending experience acceptable to SBA must serve on the committee. All members of the Loan Committee must live or work in the area of operations of the state where the 504 project they are voting on is located, unless the project falls under one of the exceptions listed in 13 CFR §120.839. For any Project located in a state other than the Corporation's home state of Washington, the Loan Committee shall include at least two members who live or work in the subject state when voting on the Project. These two Loan Committee members may only vote on Projects located in such state. No Corporation staff or the President shall serve on the Loan Committee. In order for the Loan Committee to take action there must be a quorum of at least four (4) committee members authorized to vote. There must be no actual

or apparent conflict of interest with respect to any actions of the Loan Committee. The Board of Directors must ratify all actions of the Loan Committee. The role of the Loan Committee may be further defined under separate committee charter as approved by the Board of Directors and in accordance with these Bylaws. The Loan Committee is authorized to:

(1) Provide credit approval for loans up to $2,000,000. The Loan Committee's action must be ratified by the Board prior to the loan closing. All loans greater than $2,000,000, require the credit approval of the Board of Directors upon receipt of the Loan Committee's recommendation for approval. At least two directors shall have commercial lending experience and must be present and vote when the Board votes on 504 loan approval or servicing actions. At least two directors must live or work in the subject state when voting on Projects located in such state. These two Directors may only vote on Projects located in such state. All 504 loan applications must have credit approval prior to submission to the SBA.

(2) The Loan Committee has the authority to decline any loan they feel does not meet the credit policies of the Corporation or SBA.

(3) The Loan Committee is allowed to meet and vote in any format allowed by law, including by electronic transmission.

The Board of Directors, by resolution adopted by a majority of the directors may create one or more ad hoc committees. The resolution creating any such additional committee shall designate the authority of the committee and any limitations thereon, and the functions the committee shall discharge. Any committee so created shall present a written report, and shall have no power to act except as specifically conferred by the resolution of the Board of Directors. Upon completion of the task for which appointed, such special committee stands discharged.

The creation of the committees allowed under these Bylaws is discretionary with the Board of Directors. If the Board of Directors determines that any one or more of such committees should not exist, it shall terminate the committee or assign the functions of such committee to a new or existing committee of the Corporation.

ARTICLE VI.
Officers of the Corporation

Section 1. Designation. The officers of this Corporation shall be a President, and such other officers as shall be determined and appointed by the President.

Section 2. President. The Board of Directors shall appoint the President of the Corporation who is a member of the paid staff and shall serve as the chief executive officer. The President, as chief executive officer, shall have authority and responsibility for the Corporation

management and implementation of the Corporation policy, as well as the overall performance of the Corporation. The Board of Directors shall evaluate the President's performance annually based on written goals and objectives. The President will be compensated at a rate to be determined by the Board of Directors. The President shall attend all meetings of the Board of Directors. The President may be a voting member of the Board of Directors. In the event of an extended absence of the President, the Board shall designate a replacement to act with authority of the President throughout such absence.

Section 3. Other Officers. The remaining corporate officers, other than the President, shall be appointed by the President. New officer positions may be created and/or filled at the discretion of the President. Salaries of corporate officers and other staff members must be reviewed and approved by the Board of Directors. If such salaries are incorporated within the annual budget and approved by the Board of Directors, the salaries are deemed to have been approved.

Section 4. Professional Services Contract. The Corporation shall not enter into professional service contract for the purpose of marketing, packaging, processing, closing, servicing, or liquidation functions of an SBA 504 loan, or for other services such as legal, accounting, information technology, independent loan reviews, and management services. The Corporation may contract for legal, accounting, and information technology services, expect for legal services in connection with loan liquidation or litigation. The corporation my contract for independent loan review services with non-CDC entities without SBA approval.

Section 5. Delegation of Authority. Officers of the Corporation shall have the duties, powers and responsibilities as appointed by the President and authorized by a separate written document, entitled the "*Delegation of Authority*", subject to review and approval by the Board of Directors on an annual basis.

ARTICLE VII.
Indemnification

Section 1. Definitions. As used in this Article:

a. "Act" means the Washington Nonprofit Corporation Act and/or the Washington Business Corporation Act, as now or hereafter amended.

b. "Another enterprise" means a Corporation (other than the Corporation), partnership, joint venture, trust, association, committee, employee benefit plan, or other group or entity.

c. "Corporation" means NWBDA, and any predecessor entity which ceased to exist.

d. "Director" means each person who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving, at the

request of the Corporation, as a director, officer, partner, trustee, employee, or agent of Another Enterprise.

e. "Expenses" includes counsel fees.

f. "Indemnitee" means each person who was, is, or is threatened to be made a party to or is involved (including without limitation as a witness) in any Proceeding because the person is or was a director, officer, employee, or agent of the Corporation and who possesses indemnification rights pursuant to the Articles, these Bylaws or other corporate action. The term shall also include, for officers, employees, or agents, service at the Corporation's request as a director, officer, partner, trustee, employee, or agent of Another Enterprise.

g. "Loss" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable Expenses incurred with respect to a Proceeding.

h. "Party" includes an individual who was, is, or is threatened to be named a defendant or respondent in a Proceeding.

i. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

Section 2. Right to Indemnification. The Corporation shall indemnify and hold each director and officer harmless against any and all Loss except for Losses arising out of:

a. The Indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law;

b. Any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property, or services to which the Indemnitee was not legally entitled.

The Corporation shall not indemnify an Indemnitee in connection with a Proceeding (or part thereof) initiated by the Indemnitee unless such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. If, after the effective date of this Article, the Act is amended to authorize further indemnification of directors or officers, then directors and officers of this Corporation shall be indemnified to the fullest extent permitted by the Act, as so amended.

Section 3. Contribution. If the indemnification provided in Section 2 of this Article is not available to be paid to Indemnitee for any reason other than those set forth in subparagraphs a and b of Section 2 of this Article (for example, because indemnification is held to be against public policy even though otherwise permitted under Section 2) then in respect of any Proceeding in which the Corporation is jointly liable with Indemnitee (or would be if joined in such Proceeding),

the Corporation shall contribute to the amount of loss paid or payable by Indemnitee in such proportion as is appropriate to reflect:

a. The relative benefits received by the Corporation on the one hand and the Indemnitee on the other hand from the transaction which such Proceeding arose; and

b. The relative fault of the Corporation on the one hand and the Indemnitee on the other hand in connection with the events which resulted in such loss, as well as any other relevant equitable consideration.

The relative fault of the Corporation on the one hand and the Indemnitee on the other shall be determined by a court of appropriate jurisdiction (which may be the same court in which the Proceeding took place) with reference to, among other things, the parties' relative intent, knowledge, access to information, and opportunity to correct or prevent the circumstances resulting in such loss. The Corporation agrees that it would not be just and equitable if contribution pursuant to this Section 3 was determined by pro rata allocation or any other method of allocation which does not take account of the foregoing equitable considerations.

Section 4. Notification and Defense of Claim. Promptly after receipt by Indemnitee of notice of commencement of any Proceeding, Indemnitee must, if a claim in respect thereof is to be made against the Corporation under this Article, notify the Corporation of the commencement thereof; with respect to any such Proceeding as to which Indemnitee has notified Corporation of the commencement thereof:

a. The Corporation will be entitled to participate therein at its own expense;

b. Except as otherwise provided below, to the extent that it may wish, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to Indemnitee. After notice from the Corporation to Indemnitee of its election to assume the defense thereof, the Corporation will not be liable to Indemnitee under this Article for any legal or other expenses subsequently incurred by Indemnitee in connection with the defense thereof, other than reasonable costs of investigation or as otherwise provided below. Indemnitee shall have the right to employ its counsel in such Proceeding, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of Indemnitee unless:

(1) The employment of counsel by Indemnitee has been authorized by the Corporation;

(2) Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and Indemnitee in the conduct of the defense of such Proceeding; or

(3) The Corporation shall not in fact have employed counsel to assume the defense of such Proceeding, in any of which cases the fees and expenses of counsel shall be at the expense of the Corporation.

The Corporation shall not be entitled to assume the defense of any Proceeding brought by or on behalf of the Corporation or as to which Indemnitee shall have made the conclusion provided in (2) of this subparagraph; and

c. The Corporation shall not be liable to indemnify Indemnitee under this Article for any amounts paid in settlement of any Proceeding affected without its written consent. The Corporation shall not settle any Proceeding in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Corporation nor Indemnitee will unreasonably withhold its consent to a proposed settlement.

Section 5. Right of Indemnitee to Bring Suit. 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 expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnitee shall be entitled to be also paid the expense of prosecuting such claim.

Neither the failure of the Corporation (including its Board of Directors, its members, or legal counsel) to have made a determination prior to the commencement of such Proceeding that indemnification of or reimbursement or advancement of expenses to the Indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, its members, or legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the Proceeding or create a resumption that the Indemnitee is not so entitled.

Section 6. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an action to employees and agents of the Corporation, with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation pursuant to rights granted pursuant to, or provided by, the Act or otherwise.

Section 7. Contract Right. Rights of indemnification under this Article shall continue as to an Indemnitee who has ceased to be a director or officer, as long as Indemnitee shall be subject to any possible action, by reason of the fact that Indemnitee was a director or officer of the Corporation or serving in any other capacity referred to herein, and shall inure to the benefit of his or her heirs, executors, and administrators.

The right to indemnification conferred in this Article shall be a contract right upon which each director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

Section 8. Severability. 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 provisions 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.

ARTICLE VIII.
Exempt Activities

Section 1. General. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on without penalty by an organization exempt from taxation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or should hereafter be amended.

Section 2. Prohibition Against Sharing in Corporate Earnings. No director, officer, or employee of, or member of a committee of, or person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person, or any entity of which such person is an owner, officer, director, employee, or beneficiary, of such reasonable compensation for services rendered to or for the Corporation in pursuit of any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE IX.
Waiver of Notice

Whenever any notice is required to be given under the provisions of RCW 24.03A, et seq. or the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving such notice where such waiver is permitted by state law. Such waivers shall be filed with the corporate records, or made a part of the minutes of the relevant meeting.

ARTICLE X.
Construction of Terms and Headings

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

ARTICLE XI.
Fiscal Year end

The fiscal year of the Corporation shall begin on October 1st of each calendar year and shall terminate on September 30th of each calendar year, which coincides with the fiscal year of the United States Government.

ARTICLE XII.
Conflicts of Interest

Section 1. Definitions. A conflict of interest arises when any "Responsible Person" or any "Party Related to a Responsible Person" has an "Interest Adverse to the Corporation." A Responsible Person is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, directors and officers of the Corporation and the chairperson and members of any committee making recommendations or decisions on behalf of Corporation. A Party Related to a Responsible Person includes his or her extended family (including spouse, ancestors, descendants and sibling, and their respective spouses and descendants), an estate or trust in which the Responsible Person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the Responsible Person or any member of his or her extended family is a director, officer or employee or has a financial interest. An "Interest Adverse to the Corporation" includes any interest in any contract, transaction or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

Section 2. Disclosure. If a Responsible Person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest (a "Conflicting Interest Transaction") such person shall: (i) immediately inform those charged with approving the Conflicting Interest Transaction on behalf of Corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the Responsible Person's knowledge that bear on the advisability of the Corporation entering into the Conflicting Interest Transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

Section 3. Approval of Conflicting Interest Transactions. The Corporation may enter into a Conflicting Interest Transaction provided the material facts as to the Responsible Person's relationship or interest as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors or to a committee of Corporation that authorizes, approves or ratifies the Conflicting Interest Transaction, and the Board of Directors in good faith authorizes, approves or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum.

ARTICLE XIII.
Amendments

These Bylaws may be amended or repealed by the affirmative vote of a majority of the directors in office, provided such revision does not disrupt the certification of the Corporation as a certified development company pursuant to the rules and regulations of the SBA. Any amendment or revision to these Bylaws shall be reported to the SBA within thirty (30) days of such revision being made.

ARTICLE IX
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the assets of the Corporation such that property is not diverted from charitable purposes, and as follows:

a. property held for charitable purposes pursuant to a trust instrument in which the Corporation is a trustee or a beneficiary, must be governed by and distributed in accordance with the trust instrument and chapter 11.110 RCW, with any modifications accomplished through an appropriate court order or the agreement of all interested parties, including the attorney general, pursuant to chapter 11.96A RCW;

b. property owned outright and held for charitable purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution and not subject to any gift restriction pursuant to chapter 24.03A RCW, must be transferred or conveyed to organizations which foster or support economic development and qualify as tax-exempt organizations under Section 501(c)(3) of the Code;

c. property that is subject to charitable purpose or management or investment restrictions that do not require modification at the time of dissolution and is not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution must be transferred or conveyed subject to all restrictions applicable to the property, except to the extent such restrictions are modified pursuant to chapter 24.03A RCW;

d. property that is subject to charitable purpose or management or investment restrictions that require modification at the time of dissolution and is not held upon a

condition requiring return, transfer, or conveyance by reason of the dissolution must be modified pursuant to chapter 24.03A RCW before the property can be distributed; and

e. property that is held for charitable purposes upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, must be returned, transferred, or conveyed in accordance with the requirements of the condition.

Any such assets not so disposed of shall be disposed of by the Superior Court of Spokane County, Washington, but exclusively for such purposes or to such organization or organizations, as said Court shall determine, but which are then organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code.

The undersigned Secretary of the Board of Directors of the Corporation, does hereby certify that the above and foregoing Restated Bylaws of Corporation were adopted by the Board of Directors as the Restated Bylaws of the Corporation, and do now constitute the Restated Bylaws of the Corporation.

DATED effective this 6th day of September, 2024.

NORTHWEST BUSINESS DEVELOPMENT ASSOCIATION

By: _____

Print Name: Tim Szambelan

Title: Secretary