

AMENDED AND RESTATED BYLAWS
OF
EARTHCORPS

ARTICLE I
MEMBERSHIP

1.1 No Members. The corporation shall have no members unless the Board of Directors (the "Board") provides otherwise by resolution amending these bylaws. If so amended, the classes of membership and the qualifications for and rights arising from membership in each class shall be as prescribed in such amendment by the Board by resolution.

ARTICLE II
BOARD OF DIRECTORS

2.1 General Powers. The management of all of the affairs, property and interests of the corporation shall be vested in the Board. In addition to the powers and authorities expressly conferred upon it by these bylaws and the corporation's Articles of Incorporation (the "Articles"), the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles or these bylaws.

2.2 Number. The Board shall have at least nine (9), and may have up to twenty-five (25), directors, excluding ex officio directors. The number of directors may be changed from time to time by amendment in the manner provided in these bylaws. Any decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

2.3 Ex Officio Directors. The Board may elect ex officio directors as it deems are in the best interests of the corporation. Any ex officio director shall have such rights prescribed at the time of his or her election. Each ex officio director shall have a term of one (1) year and may be re-elected annually with no term limits.

2.4 Terms. Each director shall hold office for the term of three (3) years or until his or her successor is elected. Directors may be reelected for a second term. Not more than one-third (1/3) board members may be elected to serve a third consecutive term by affirmative vote of two-thirds (2/3) of the Board; however, no person may serve more than three consecutive terms. A person must leave the Board for at least one (1) year before returning for additional terms.

2.5 Resignation. Any director may resign at any time by delivering written notice thereof to the secretary of the corporation.

2.6 Removal of Directors. Any director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board. Without limiting the foregoing, any director may be removed from office upon a resolution of the Board if the director has failed to attend three (3) consecutive regular meetings of the Board or any committee upon which such director may serve.

2.7 Duties of Directors. A director shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matter presented;

- (b) Counsel, public accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, duly designated in accordance with a provision in the Articles of Incorporation or bylaws as to matters within its designated authority, which committee the director believes to merit confidence; as long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE III ELECTION OF BOARD OF DIRECTORS

3.1 Nominating Procedures. A person may be nominated to be a director by the method of nominations authorized by the Board or by any other method authorized by law.

3.2 Election Procedures. Directorships with terms that are then expiring shall be filled by election by the Board at its regular meetings.

ARTICLE IV MEETINGS OF BOARD OF DIRECTORS

4.1 Regular Meetings. Regular meetings of the Board shall be held at the place, day and hour designated from time to time by the president or secretary of the corporation or by resolution of the Board. Regular meetings of any committee designated by the Board shall be held at the place, day and hour as may be designated from time to time by the chairperson of such committee.

4.2 Special Meetings. Special meetings may be held at any place or time, whenever called by the president, secretary or any (5) or more directors.

4.3 Notice of Meetings. Notice of all regular and special meetings of the Board or any committee thereof, shall be given by the secretary or by the person or persons calling the meeting at least three (3) days prior to the meeting by notification at the last regular meeting of the Board or committee, by personal communication over the telephone, or by personally delivering, or electronic delivery, or mailing written notice of the meeting. If mailed, notice shall be mailed by US mail, postage prepaid, to the last known address of each Board member entitled to attend such meeting. Notice of any special meeting shall specify the time and place of the special meeting and the business to be transacted. Full disposition shall not be taken by the Board on any other matters at the special meeting. At any other meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

4.4 Use of Communications Equipment. The Board or any committee may conduct any meeting of the Board or committee by means of a conference telephone or similar communications equipment in which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

4.5 Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board or any committee. The act of the majority of directors present at the meeting at which a quorum is present shall be the act of the Board or any committee, except where provided otherwise in these Bylaws. No business may be transacted without a quorum; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting from time to time without further notice. If there are an even number of directors on the Board at the time of Board action, then a "majority" shall mean one-half (1/2) of such number plus one.

4.6 Compensation. Directors shall serve without compensation, except that they may be allowed and

paid their actual and necessary expenses incurred for activities and travel undertaken at the request of the Board or the president of the corporation and for the purposes of the corporation.

ARTICLE V ACTIONS BY WRITTEN CONSENT

Any corporation action required or permitted by the Articles of Incorporation, the bylaws or the laws of the State of Washington to be taken at a meeting of the directors, or committee thereof, 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 committee members of the corporation, 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.

ARTICLE VI WAIVER OF NOTICE

Whenever any notice is required to be given to any directors or committee members of the corporation by the Articles of Incorporation, the 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. In addition, attendance of a director or committee member of the corporation at any meeting shall constitute a waiver of notice of such meeting except where the director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII OFFICERS

7.1 Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and any assistant officer as may be deemed appropriate by the Board from time to time. Any two (2) or more offices may be held by the same person, except the offices of the 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 may prescribe. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place, the Board may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

7.2 President. The president shall be the chairperson of the Board and the principal officer of the corporation and, subject to the Board's control, shall exercise the usual executive powers pertaining to the office of president. The president may sign documents on behalf of the corporation, except when the signing and execution thereof have been expressly delegated by the Board or by these bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the president shall preside at all meetings of the Board and perform all duties incident to the office of president and such other duties incident to the office of president and such other duties as are assigned to him or her by the Board from time to time.

7.3 Vice President. If the president is absent or unable to act, the vice president shall act as president and have all power and authority of the president except as limited by resolution of the Board. The vice president shall have to the extent authorized by the president or the Board, the same powers as the president to sign documents on behalf of the corporation. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board.

7.4 Secretary. The secretary shall keep records of the proceedings of the Board and, when requested by the president, the Board or as otherwise necessary, to sign and execute documents on behalf of the corporation.

The secretary shall see that all notices on behalf of the Board are duly given in accordance with the provisions of these bylaws or as required by law and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

7.5 Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall oversee that staff members properly receive and give receipts for monies due and payable to the corporation and deposit all such monies in the name of the corporation in the appropriate banks and, in general, shall perform all of the duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the president or the Board.

7.6 Election, Qualifications and Term of Office. The Board shall elect and appoint the president, vice president, secretary and treasurer and any other officer as may be deemed appropriate by the Board from time to time. Each of the officers must also be a director. The officers of the corporation shall serve at the pleasure of the Board. Terms of office may be established by the Board. Officers shall be eligible for reappointment.

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

7.8 Removal. Any officer may be removed by a majority of the Board whenever in their judgment the best interests of the corporation will be served thereby.

7.9 Resignation. Any officer may resign at any time by delivering written notice thereof to the secretary of the corporation.

ARTICLE VIII EXECUTIVE AND OTHER COMMITTEES

The Board by resolution adopted by a majority of the directors in office may designate and appoint an executive committee, which shall consist of two (2) or more directors, and one (1) or more other committees, each of which shall consist of two (2) or more directors and may include (1) or more non-directors. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of such committees; provided, however, that no such committee shall have the authority of the Board in reference to any of the acts referred to in RCW 24.03.115. The Board may also establish one or more advisory boards or committees. The size, duration, and responsibilities of such advisory boards and committees shall be established by the Board. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of any responsibility imposed by law.

ARTICLE IX ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the corporation shall be the 12-month period beginning January 1st and ending December 31st.

9.2 Staff Salaries. The salary of the Executive Director of the corporation shall be fixed by the Board or any committee on an annual basis. Salaries of remaining staff shall be fixed by the Executive Director and reviewed annually by the Board, the President or any committee.

9.3 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any document in the name of and on behalf of the corporation. Such authority may

be general or confined to specific instances.

9.4 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness issued in the name of the corporation shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.5 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

9.6 Loans Prohibited. The corporation shall make no loan of money or credit to any officer or to any director.

9.7 Investments. The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board or a committee in its sole discretion may deem desirable, taking into consideration the limitations, if any, imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code. Investments may be governed by an Investment Policy adopted by the Board or a committee from time to time.

9.8 Books and Records. The corporation shall keep at its registered office, its principal office in Washington or at its secretary's office if in Washington, the following:

- (a) Current Articles of Incorporation and Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names and addresses; and
- (d) Any minutes of the proceedings of the Board and committees of the Board.

9.9 Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of proceedings, resolutions or votes of the Board when certified by the president or secretary.

9.10 Amendment of Bylaws. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board; provided, however, that ten (10) days' notice must be given to each director prior to the taking of any vote to amend, alter or repeal the Bylaws.

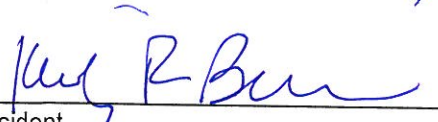
9.11 Amendment of Articles of Incorporation. The Articles of Incorporation may be altered, amended or repealed by an affirmative vote of a majority of the directors in office at any regular or special meeting of the Board; provided, however, that ten (10) days' notice must be given to each director prior to the taking of any vote to amend, alter or repeal the Articles of Incorporation.

ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

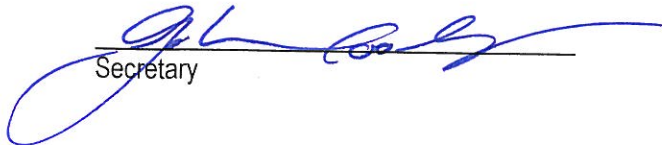
The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, employee or agent is entitled.

CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Board of the corporation on the 9th day of May, 2017.



President



Secretary