

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2005 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization THE WILD SALMON CENTER		D Employer identification number 94-3166095
		Number and street (or P.O. box if mail is not delivered to street address) 721 NW 9TH	Room/suite 290	E Telephone number 503-222-1804
		City or town, state or country, and ZIP + 4 PORTLAND, OR 97209		F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

Hand I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶ **N/A**

H(c) Are all affiliates included? **N/A** Yes No
(If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: ▶ **WWW.WILDSALMONCENTER.ORG**

J Organization type (check only one) 501(c) (**3**) (insert no.) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. **Some states require a complete return.**

I Group Exemption Number ▶ **N/A**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **5,950,487.**

M Check if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Direct public support	1a	5,407,231.		
	b Indirect public support	1b			
	c Government contributions (grants)	1c	76,536.		
	d Total (add lines 1a through 1c) (cash \$ 5,454,878. noncash \$ 28,889.)	1d			5,483,767.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			442,442.
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			12,207.
	5 Dividends and interest from securities	5			
	6 a Gross rents	6a			
	b Less: rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7 Other investment income (describe ▶)	7				
8 a Gross amount from sales of assets other than inventory	(A) Securities	8a			
	(B) Other	8b	17,647.		
	Less: cost or other basis and sales expenses	8c	-17,647.		
	d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	STMT 1		-17,647.
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
a Gross revenue (not including \$ of contributions reported on line 1a)	9a				
b Less: direct expenses other than fundraising expenses	9b				
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c				
10 a Gross sales of inventory, less returns and allowances	10a				
	b Less: cost of goods sold	10b			
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
11 Other revenue (from Part VII, line 103)	11			12,071.	
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			5,932,840.	
Expenses	13 Program services (from line 44, column (B))	13			4,185,300.
	14 Management and general (from line 44, column (C))	14			420,532.
	15 Fundraising (from line 44, column (D))	15			365,684.
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 13 and 14, column (A))	17			4,971,516.
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18			961,324.
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			2,747,180.
	20 Other changes in net assets or fund balances (attach explanation)	20			0.
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			3,708,504.

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) ... (cash \$ <u>849,024.</u> noncash \$ <u>0.</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	22 849,024.	849,024.	STATEMENT 4	
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc. **	25 498,305.	359,545.	94,003.	44,757.
26 Other salaries and wages	26 869,810.	673,753.	45,852.	150,205.
27 Pension plan contributions	27 73,256.	55,220.	8,467.	9,569.
28 Other employee benefits	28 159,955.	115,057.	13,901.	30,997.
29 Payroll taxes	29 125,691.	95,063.	13,892.	16,736.
30 Professional fundraising fees	30			
31 Accounting fees	31 12,483.	506.	11,977.	
32 Legal fees	32 8,531.	2,230.	6,301.	
33 Supplies	33 214,743.	192,566.	18,698.	3,479.
34 Telephone	34 72,218.	61,270.	9,255.	1,693.
35 Postage and shipping	35 12,870.	4,485.	5,483.	2,902.
36 Occupancy	36 104,118.	85,295.	10,123.	8,700.
37 Equipment rental and maintenance	37 22,691.	15,000.	5,435.	2,256.
38 Printing and publications	38 122,357.	90,574.	3,666.	28,117.
39 Travel	39 672,160.	615,274.	22,322.	34,564.
40 Conferences, conventions, and meetings ...	40 34,889.	22,201.	11,459.	1,229.
41 Interest	41 19,643.	2,756.	16,887.	
42 Depreciation, depletion, etc. (attach schedule)	42 150,007.	121,875.	25,572.	2,560.
43 Other expenses not covered above (itemize):				
a	43a			
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g SEE STATEMENT 2	43g 948,765.	823,606.	97,239.	27,920.
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 4,971,516.	4,185,300.	420,532.	365,684.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

** SEE STATEMENT 3

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► SEE STATEMENT 8	Program Service Expenses
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a KAMCHATKA SALMON BIODIVERSITY PROGRAM - A JOINT EFFORT OF THE RUSSIAN GOVERNMENT AND THE WILD SALMON CENTER TO SUPPORT THE CONSERVATION, RESEARCH, AND ECONOMIC DEVELOPMENT OF SALMON, TROUT, AND STEELHEAD ON RUSSIA'S KAMCHATKA PENINSULA.	
(Grants and allocations \$ 450,134.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,956,151.
b SEE STATEMENT 5	
(Grants and allocations \$ 343,000.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,071,968.
c SEE STATEMENT 6	
(Grants and allocations \$ 0.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	754,617.
d SEE STATEMENT 7	
(Grants and allocations \$ 55,890.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	402,564.
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	4,185,300.

Form 990 (2005)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	1,238,717.	45	395,971.
	46 Savings and temporary cash investments	126,886.	46	1,593,622.
	47 a Accounts receivable	47a 118,106.	191,306.	47c 91,219.
	b Less: allowance for doubtful accounts	47b 26,887.		
	48 a Pledges receivable	48a 162,663.	100,000.	48c 162,663.
	b Less: allowance for doubtful accounts	48b		
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees		50	
	51 a Other notes and loans receivable	51a		51c
	b Less: allowance for doubtful accounts	51b		
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	15,562.	53	33,433.
	54 Investments - securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54	
	55 a Investments - land, buildings, and equipment: basis	55a		55c
	b Less: accumulated depreciation	55b		
	56 Investments - other		56	
	57 a Land, buildings, and equipment: basis	57a 2,087,950.	1,478,416.	57c 1,756,836.
	b Less: accumulated depreciation	57b 331,114.		
	58 Other assets (describe REFUNDABLE ADVANCE)		150,000.	58 0.
59 Total assets (must equal line 74). Add lines 45 through 58		3,300,887.	59 4,033,744.	
Liabilities	60 Accounts payable and accrued expenses	222,333.	60	232,071.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable	STMT 9	331,374.	64b 93,169.
	65 Other liabilities (describe REFUNDABLE ADVANCE)			65
66 Total liabilities. Add lines 60 through 65)		553,707.	66 325,240.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	1,019,047.	67	1,495,632.
	68 Temporarily restricted	1,728,133.	68	2,212,872.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		2,747,180.	73 3,708,504.	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73		3,300,887.	74 4,033,744.	

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued) Yes No

75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 14
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) 75b X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? 75c X
Note. Related organizations include section 509(a)(3) supporting organizations.
If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.
d Does the organization have a written conflict of interest policy? 75d X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1 contains 'NONE' in column (A).

Part VI Other Information (See the instructions.) Yes No

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity 76 X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? 77 X
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 78a X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A 78b
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement 79 X
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? 80a X
b If "Yes," enter the name of the organization N/A and check whether it is [] exempt or [] nonexempt
81 a Enter direct or indirect political expenditures. (See line 81 instructions.) 81a 0
b Did the organization file Form 1120-POL for this year? 81b X

Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	2,400.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed ▶ OR, WA		
b	Number of employees employed in the pay period that includes March 12, 2005	90b	24
91 a	The books are in care of ▶ THOMAS BLAND Telephone no. ▶ 503-222-1804 Located at ▶ 721 NW 9TH, SUITE 290, PORTLAND, OR ZIP + 4 ▶ 97209		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b	X
	If "Yes," enter the name of the foreign country ▶ N/A See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶ N/A	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here		<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a SALMON CONSERVATION					442,442.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	12,207.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-17,647.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a MISCELLANEOUS INCOME					12,071.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		-5,440.	454,513.
105 Total (add line 104, columns (B), (D), and (E))					449,073.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	THE ORGANIZATION'S SALMON CONSERVATION PROGRAM IS CREATING A WORLD-WIDE SYSTEM OF SALMON SANCTUARIES, AND DEVELOPING THE SALMON POPULATION CONSERVATION STRATEGIES.
103A	OTHER INCOME USED FOR THE PROTECTION OF SALMON SPECIES AND ECOSYSTEMS

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign Here
 Signature of officer: _____ Date: _____
 THOMAS BLAND, OFFICER
 Type or print name and title.

Paid Preparer's Use Only
 Preparer's signature: _____ Date: _____
 Firm's name (or yours if self-employed), address, and ZIP + 4: MCDONALD JACOBS, P.C.
 520 SW YAMHILL, STE 500
 PORTLAND, OR 97204
 Check if self-employed: Preparer's SSN or PTIN: P00012996
 EIN: 93-0900579
 Phone no.: 503 227-0581

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2005

Name of the organization THE WILD SALMON CENTER	Employer identification number 94 3166095
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Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
ANDREI KLIMENKO PORTLAND, OR 97209	PROGRAM DIR. 40.00	68,000.	4,760.	
DAVID A. MOSKOWITZ PORTLAND, OR 97209	PROGRAM DIR. 40.00	66,808.	4,677.	
RACHEL URIS PORTLAND, OR 97209	PROGRAM DIR. 40.00	75,795.	3,841.	
DANA N. FOLEY PORTLAND, OR 97209	PROGRAM COORDINATOR 40.00	66,817.	4,677.	
PETER S. RAND PORTLAND, OR 97209	CONSERVATION BIOLOGI 40.00	68,640.	4,805.	
Total number of other employees paid over \$50,000 ▶	4			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶	0	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶	0	

Part III Statements About Activities (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	X	
e	Transfer of any part of its income or assets?		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		X
b	Do you have a section 403(b) annuity plan for your employees?		X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state ►** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ► Type 1 Type 2 Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	5,946,052.	2,879,522.	1,710,781.	2,234,148.	12,770,503.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	425,391.		1,192,987.	26,462.	1,644,840.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	3,523.	2,650.	7,937.	16,940.	31,050.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	7,634.	8,931.	SEE STATEMENT 13 1,071.	9,559.	27,195.
23 Total of lines 15 through 22	6,382,600.	2,891,103.	2,912,776.	2,287,109.	14,473,588.
24 Line 23 minus line 17	5,957,209.	2,891,103.	1,719,789.	2,260,647.	12,828,748.
25 Enter 1% of line 23	63,826.	28,911.	29,128.	22,871.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 256,575.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 5,815,568.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 12,828,748.
d Add: Amounts from column (e) for lines: 18 31,050. 19 22 27,195. 26b 5,815,568.					26d 5,873,813.
e Public support (line 26c minus line 26d total)					26e 6,954,935.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 54.2137%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A					
(2004) (2003) (2002) (2001)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2004) (2003) (2002) (2001)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					27c N/A
d Add: Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

Part V Private School Questionnaire (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) _____ _____ _____		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) _____ _____	32d	
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) _____ _____		
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended?	34b	
	If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		0.
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		0.
38 Total lobbying expenditures (add lines 36 and 37)	38		0.
39 Other exempt purpose expenditures	39		0.
40 Total exempt purpose expenditures (add lines 38 and 39)	40		0.
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is -	The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	41	0.
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		0.
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		0.
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		0.

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount	0.	385,385.	280,407.	0.	665,792.
46 Lobbying ceiling amount (150% of line 45(e))					998,688.
47 Total lobbying expenditures	0.	453,685.	0.	0.	453,685.
48 Grassroots nontaxable amount	0.	96,346.	70,102.	0.	166,448.
49 Grassroots ceiling amount (150% of line 48(e))					249,672.
50 Grassroots lobbying expenditures	0.	227,120.	0.	0.	227,120.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

Table with 3 columns: Question, Yes, No. Rows include 51a(i) Cash, a(ii) Other assets, b(i) Sales or exchanges of assets, b(ii) Purchases of assets, b(iii) Rental of facilities, b(iv) Reimbursement arrangements, b(v) Loans or loan guarantees, b(vi) Performance of services, and c Sharing of facilities.

(i) Cash

(ii) Other assets

b Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

N/A

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No [X]

b If "Yes," complete the following schedule: N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2005

Name of organization

THE WILD SALMON CENTER

Employer identification number

94-3166095

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions.)

General Rule-

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2005)

Name of organization THE WILD SALMON CENTER	Employer identification number 94-3166095
--	--

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ <u>786,062.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ <u>2,658,185.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ <u>150,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ <u>150,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990	GAIN (LOSS) FROM SALE OF OTHER ASSETS	STATEMENT	1
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
MISCELLANEOUS FIXED ASSETS	VARIOUS	VARIOUS	PURCHASED	
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC NET GAIN OR (LOSS)
	0.	23,533.	0.	5,886. -17,647.
TO FM 990, PART I, LN 8		23,533.	0.	5,886. -17,647.

FORM 990	OTHER EXPENSES	STATEMENT	2
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DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
CONTRACT PERSONNEL	357,273.	341,195.	12,578.	3,500.
DUES & SUBSCRIPTIONS	9,594.	5,527.	1,760.	2,307.
INSURANCE	28,170.	23,530.	4,640.	
MAPPING	3,747.	2,483.	500.	764.
MEETINGS	99,079.	69,565.	19,981.	9,533.
MEDIA OUTREACH	12,978.	12,520.	125.	333.
MISCELLANEOUS EXPENSE	-12,176.	562.	-13,537.	799.
PROFESSIONAL SERVICES	221,763.	182,662.	28,676.	10,425.
RECRUITMENT EXPENSE	3,764.	482.	3,252.	30.
TAXES & LICENSES	98,798.	91,417.	7,152.	229.
TRANSLATION & INTERPRETATION	48,706.	43,606.	5,100.	
PROGRAM EQUIPMENT	49,385.	49,385.		
BAD DEBT EXPENSE	27,417.	530.	26,887.	
IMAGE ARCHIVE	267.	142.	125.	
TOTAL TO FM 990, LN 43	948,765.	823,606.	97,239.	27,920.

FORM 990

OFFICER COMPENSATION ALLOCATION
PART II, LINE 25

STATEMENT 3

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
GUIDO R. RAHR	121,250.	8,488.	1,620.	131,358.
A. PROGRAM SERVICES	48,500.	3,396.	648.	52,544.
B. MANAGEMENT AND GENERAL	36,375.	2,546.	486.	39,407.
C. FUNDRAISING	36,375.	2,546.	486.	39,407.

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
THOMAS C. BLAND	92,733.	6,491.		99,224.
A. PROGRAM SERVICES	55,640.	3,895.		59,535.
B. MANAGEMENT AND GENERAL	37,093.	2,596.		39,689.
C. FUNDRAISING				

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
XANTHIPPE AUGEROT	89,312.	6,252.		95,564.
A. PROGRAM SERVICES	80,381.	5,627.		86,008.
B. MANAGEMENT AND GENERAL	8,931.	625.		9,556.
C. FUNDRAISING				

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
GREG BLOCK	85,000.	4,462.		89,462.
A. PROGRAM SERVICES	85,000.	4,462.		89,462.
B. MANAGEMENT AND GENERAL				
C. FUNDRAISING				

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
PETER W. SOVEREL	50,000.	32,697.		82,697.
A. PROGRAM SERVICES	40,000.	26,158.		66,158.
B. MANAGEMENT AND GENERAL	5,000.	3,270.		8,270.
C. FUNDRAISING	5,000.	3,269.		8,269.

TOTAL PROGRAM SERVICES				353,707.
TOTAL MANAGEMENT AND GENERAL				96,922.
TOTAL FUNDRAISING				47,676.
TOTAL OFFICER, ETC., COMPENSATION INCLUDED ON PARTS V-A AND V-B				498,305.

FORM 990 CASH GRANTS AND ALLOCATIONS STATEMENT 4

CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
	SEE ATTACHED		NONE	849,024.
TOTAL INCLUDED ON FORM 990, PART II, LINE 22				849,024.

<u>Activity</u>	<u>Amount</u>	<u>Name</u>	<u>Address</u>
science	\$2,000.00	Vladimir Beliaev, Ph.D	Moscow, Russia
public outreach	\$2,559.85	Kamchat-NIRO	Kamchatka, Russia
public outreach	\$500.00	Sergei Inyavkin	Kamchatka, Russia
public outreach	\$356.98	Sergei Tikhonov	Kamchatka, Russia
public outreach	\$666.47	Miscellaneous	Kamchatka, Russia
science	\$142.00	Artem Ponomarev	Ottawa, Canada
public outreach	\$483.05	WFBF office in Koryakia	Kamchatka, Russia
public outreach	\$237.06	Kamchatka local libraries	Kamchatka, Russia
public outreach	\$680.71	Sobolevo Regional Administration	Kamchatka, Russia
public outreach	\$12,000.00	Ecologicheskaya Vaxta Sakhalina	Yuzhno-Sakhalinsk, Russia
public outreach	\$337,000.00	Hoh River Trust	Seattle, WA
science	\$3,750.00	Kirill Kuzishchin, Ph.D	Moscow, Russia
public outreach	\$27,210.31	Sobolevo schools	Kamchatka, Russia
science	\$3,000.00	Aleksander Maltsev	Moscow, Russia
science	\$12,000.00	MANT-DV (Interregional Association of Independent Tour Operators)	Khabarovsk, Russia
science	\$500.00	Tyler Mintkeski	Corvallis, OR
public outreach	\$500.00	Native Fish Society	Portland, OR
public outreach	\$150.00	Oregon Trout	Portland, OR
science	\$1,800.00	Nataliya Protasova	Moscow, Russia
science	\$8,120.00	Marina Gruzdeva, Ph.D	Moscow, Russia
science	\$6,210.00	Pavel Kirillov, Ph.D	Moscow, Russia
science	\$3,060.00	Alexand Kuchirjavi	Moscow, Russia
science	\$3,060.00	Elizaveta Maslova	Moscow, Russia
science	\$17,695.00	Dmitriy Pavlov, Ph.D	Moscow, Russia
science	\$7,200.00	Sergey Pavlov	Moscow, Russia
science	\$4,830.00	Mikhail Pichugin, Ph.D	Moscow, Russia
science	\$11,605.00	Oleg Pustovit, Ph.D	Kamchatka, Russia
science	\$31,981.40	Ksenia Savvaitova, Ph.D	Moscow, Russia
public outreach	\$29,000.00	Sakhalin Wild Nature Fund	Yuzhno-Sakhalinsk, Russia
science	\$2,110.00	Anatoly Semenchenko	Vladivostok, Russia
anti-poaching	\$10,000.00	Kamchatka Sustainable Fisheries Foundation	Kamchatka, Russia
public outreach	\$5,500.00	The North Umpqua Foundation	Roseburg, OR
science	\$41,455.12	LIMB	Kamchatka, Russia
science	\$260,661.25	University of Montana	Missoula, MT
science	\$1,000.00	Tatiana Vvedenskaya	Kamchatka, Russia
	<u>\$849,024.20</u>		

DESCRIPTION OF PROGRAM SERVICE TWO

CASCADIA SALMON BIODIVERSITY PROGRAM - A PROGRAM OF THE WILD SALMON CENTER TO CREATE A SYSTEM OF SANCTUARIES FOR NATIVE SALMON AND STEELHEAD IN THE UNITED STATES PACIFIC NORTHWEST, FOCUSING ON THE MOST PRODUCTIVE AND SPECIES RICH

SALMON ECO-SYSTEMS.

TO FORM 990, PART III, LINE B

GRANTS	EXPENSES
343,000.	1,071,968.
343,000.	1,071,968.

DESCRIPTION OF PROGRAM SERVICE THREE

THE STATE OF THE SALMON PROGRAM IS A COOPERATIVELY ORGANIZED SOURCE OF INFORMATION AND KNOWLEDGE ON NORTH PACIFIC SALMON - A RESOURCE THAT WILL FOSTER COLLABORATIVE POLICY PROGRESS TOWARD A FUTURE IN WHICH WILD SALMON, AND ALL LIFE THAT

DEPENDS ON THEM, PROSPER. A JOINT PROGRAM OF WILD SALMON CENTER AND ECOTRUST, THE STATE OF THE SALMON ALSO SUPPORTS THE IUCN/WORLD CONSERVATION UNION SALMONID SPECIALIST GROUP.

TO FORM 990, PART III, LINE C

GRANTS	EXPENSES
0.	754,617.

FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 9

LENDER'S NAME: PETER SOVEREL
 TERMS OF REPAYMENT: PAYABLE WITH INTEREST IN ANNUAL INSTALLMENTS OVER A 5 YEAR PERIOD

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
12/31/03	12/31/08	150,000.	4.52%

SECURITY PROVIDED BY BORROWER: N/A
 PURPOSE OF LOAN: DEFERRED COMPENSATION

RELATIONSHIP OF LENDER: DIRECTOR

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
CASH	93,169.	93,169.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		93,169.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 10

DESCRIPTION	AMOUNT
LOSS ON SALE OF ASSETS CLASSIFIED AS EXPENSES ON FINANCIAL STATEMENTS	17,647.
TOTAL TO FORM 990, PART IV-A	17,647.

FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 11

DESCRIPTION	AMOUNT
LOSS ON SALE OF ASSETS CLASSIFIED AS EXPENSES ON FINANCIAL STATEMENTS.	17,647.
TOTAL TO FORM 990, PART IV-B	17,647.

FORM 990 PART V-A - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIMITRI S. PAVLOV C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
EHOR BOYANOWSKY C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
VLADIMIR BURKANOV C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
MARK T. GATES C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
JOHN MCGLENN C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
THOMAS MCGUANE C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
WERNER K. PAULUS C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
SAM WALTON C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.

JAMES W. RATZLAFF C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
PETER SELIGMANN C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
JACK STANFORD, PH.D. C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
J. DAVID WIMBERLY C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
STONE GOSSARD C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 0.00	0.	0.	0.
XANTHIPPE AUGEROT C/O ORGANIZATION PORTLAND, OR 97209	WSC V.P.-SCIENCE 40.00	89,312.	6,252.	0.
GREG BLOCK C/O ORGANIZATION PORTLAND, OR 97209	WSC V.P.-CONSERVATION 40.00	85,000.	4,462.	0.
PETER W. SOVEREL C/O ORGANIZATION PORTLAND, OR 97209	DIRECTOR 40.00	50,000.	32,697.	0.
GUIDO R. RAHR C/O ORGANIZATION PORTLAND, OR 97209	CHIEF EXECUTIVE OFFICER 40.00	121,250.	8,488.	1,620.
THOMAS C. BLAND C/O ORGANIZATION PORTLAND, OR 97209	SECRETARY/TREASURER CFO 40.00	92,733.	6,491.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		<u>438,295.</u>	<u>58,390.</u>	<u>1,620.</u>

SCHEDULE A	OTHER INCOME			STATEMENT 13
DESCRIPTION	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT
OTHER RELATED TO EXEMPT PURPOSE INCOME	7,634.	8,931.	1,071.	9,559.
TOTAL TO SCHEDULE A, LINE 22	7,634.	8,931.	1,071.	9,559.

The Wild Salmon Center
A Washington Not-for-Profit Corporation

FIRST AMENDED AND RESTATED BYLAWS

ARTICLE 1.
CORPORATE NAME; OFFICES

1.1 **Name.** The name of the corporation shall be the Wild Salmon Center, hereinafter referred to as the Center.

1.2 **Principal Office.** The principal office for the transaction of the business of this corporation is fixed and located at 721 NW 9th Avenue, Suite 290, Portland, Oregon 97209-3451. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another.

1.3 **Other Offices.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where this corporation is qualified to do business.

ARTICLE 2.
PURPOSE

2.1 **General Purpose.** The Center shall operate as a not-for-profit and nonsectarian organization which functions for charitable, education, and scientific purposes. The Center shall not promote or oppose the candidacy of any person seeking election to public office. No substantial part of the Center's activities shall consist of propagandizing or otherwise attempting to influence legislation, as relating to tax-exempt organizations defined and described by Section 501(c)(3) of the United States Internal Revenue Code.

2.2 **The Mission.** The mission of the Center is to identify, understand and protect the best wild salmon ecosystems of the Pacific Rim. We devise and implement practical strategies, based on the best science, to protect forever these extraordinary places and their biodiversity.

ARTICLE 3.
MEMBERSHIP

3.1 **Classes of Membership.** The Center shall have no members.

ARTICLE 4.
BOARD OF DIRECTORS

4.1 **General Powers.** The affairs of the Center shall be managed by the Board of Directors.

4.2 **Number.** The Board of Directors of the Center shall consist of not less than six (6) nor more than eighteen (18) Directors. The number of Directors shall be set from time to time by resolution of the Board. The Board shall be divided into three (3) classes of Directors as nearly equal in number as possible, known as Class I, Class II, and Class III. Initially, the Directors of Class I shall serve for a term of one (1) year, those of Class II for a term of two (2) years, and those of Class III for a term of three (3) years, commencing on the effective date of election. Subsequently, all board members shall be eligible to be elected to three (3) year terms. Each Director. Shall be eligible for re-election to the Board for a maximum of three (3) consecutive terms. At the conclusion of the Board member's third term, the Board member will be eligible for Board membership only after a one (1) year hiatus off the Board. At each subsequent annual meeting of the Board at which Directors are elected, the successor of each of those Directors whose term then expires shall be elected to serve a term of three (3) years and until his or her successors are elected and qualified or until their earlier death, resignation, term limitation or removal.

4.3 **Nomination of Directors.** Recommendations for Director nominees may be submitted by incumbent directors, officers, staff, affiliate units to the Nominating Committee. The Nominating Committee shall, after giving due consideration to such recommendations and such other persons as it may wish to consider, present its slate of Director-nominees to the Board. The Committee shall advise the Board of all names considered for nomination.

4.4 **Board Chair.** At its annual organizational meeting, the Board of Directors shall elect, from among those who are, or are to be, Directors of the Center, a Board Chair who shall, when present, preside at all regular and special meetings of the Board of Directors, shall present at the annual meeting of the Center a report on the activities of the Center during the preceding year, and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him or her by the Board of Directors.

4.5 **Vice Chair.** If one or more Vice Chairs shall be elected by the Board of Directors from among those who are, or who are to be, Directors of the Center, the Vice Chair(s) of the Board shall assist the Board Chair, as requested in the performance of his or her duties, and shall have such other functions as these Bylaws may provide or as the Board of Directors or Board Chair may assign from time to time. In addition to the foregoing, the Vice Chair shall possess the powers and perform the duties incumbent upon the Board Chair during his or her absence or disability. In the event there is more than one Vice Chair, the Board of Directors shall designate one to possess the powers and perform the duties incumbent upon the Board Chair during his or her absence or disability.

4.6 Meetings of the Board of Directors.

4.6.1 Regular Meetings. A regular annual meeting of the Board of Directors shall be held at the time and place determined by the Board for the purpose of electing Officers and Directors and for the transaction of such other business as may properly come before the meeting. There shall be no less than two (2) regular meetings, including any annual meeting, of the Board of Directors in each calendar year, and the Board of Directors shall provide by resolution the time and place for the holding of such additional regular meetings. The Chair shall notify directors of the time, place, agenda and supporting documentation for these meetings not less than fifteen working days in advance of the meeting date.

4.6.2 Special Meetings. The Board Chair may call a special meeting of the Board of Directors whenever he or she deems it necessary, and shall call a special meeting whenever requested to do so in writing by three (3) or more Directors. The Board Chair shall fix the place and time for holding any special meeting of the Board of Directors. Notice of each special meeting stating the purpose, place, day, and hour of the meeting shall be given to each Director at his or her last known business or home address at least five (5) business days prior thereto by the mailing of written notice, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic or telegraphic notice or other electronic means of notice. The method of notice need not be the same for each Director. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile machine or other electronic means, such notice shall be deemed to be given when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed.

4.7 Waiver of Notice. A Director may at any time waive any notice of any meeting required by law, the Articles of Incorporation, or these First Amended and Restated Bylaws before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of convening the meeting or 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 regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.8 Presumption of Assent. A Director of the Center who is present at a meeting of the Board of Directors or a committee of the Board of Directors shall be presumed to have assented to the action taken unless (a) the Director's dissent to the action is entered in the minutes of the meeting, (b) a written dissent to the action is filed with the person acting as the secretary of the meeting before the adjournment thereof or forwarded by certified or registered mail to the Secretary of the Center immediately after the adjournment of the meeting, or (c) the Director objects at the beginning of the meeting or promptly after the Director's arrival to the holding of the meeting or transacting business at the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.

4.9 **Quorum and Voting.** Seven (7) Board members shall constitute a quorum necessary for the transaction of business at any meeting of the Board of Directors. Each Director shall be entitled to one (1) vote and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws, by the Center's Articles of Incorporation, or by applicable Washington law. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement of the meeting, until a quorum shall be present. A Director may not vote or act by proxy at any meeting of Directors. Members of the Board of Directors may hold a board meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other. Participation in such a meeting shall constitute presence in person at the meeting.

4.10 **Resignation.** Any Director may resign by delivering written notice to the Board of Directors, its Chair, the President, the Chief Executive Officer, or the Secretary of the Center. Such resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

4.11 **Removal.** Any Director may be removed without cause by a resolution of the Board of Directors, adopted by such number of Directors that would be sufficient to elect such Director.

4.12 **Vacancies.** Any vacancy, including a vacancy resulting from an increase in the number of Directors, occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum. A Director elected to fill a vacancy shall be elected to serve for the unexpired term of his or her predecessor and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal.

4.13 **Compensation.** Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors for attendance at Board meetings may be paid or reimbursed by the Center.

4.14 **Emeritus Status.** The Board of Directors of the Center may grant non-governing, non-voting honorary status identified as Emeritus Status to individuals who have served the Center.

ARTICLE 5. COMMITTEES

5.1 **Board Committees.** The Board of Directors may establish at their discretion one or more standing or special-purpose committees to direct the business of the Center. Each such Committee may exercise the authority granted to it by the Board's enabling resolution.

5.2 **Limitation on Committee Powers.** No Committee shall have the authority of the Board of Directors to: (a) amend, alter or repeal the Bylaws; (b) elect, appoint or remove any member of any such committee or any Director or officer of the Center; (c) amend the Articles of Incorporation; (d) adopt a Plan of Merger or adopt a Plan of Consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Center not in the ordinary course of business; (f) authorize the voluntary dissolution of the Center or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Center; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. Rules governing procedures for meetings of any Committee of the Board shall be as established by the Board of Directors or, in the absence thereof, by the Committee itself. If no rules are established, then the rules that govern the Directors shall govern each Committee. All Committees are to report promptly to the Board and only take such action(s) as is (are) specifically designated in these Bylaws or in the resolution establishing the Committee or setting forth its duties and responsibilities. Each Committee shall consist of two (2) or more Directors and such other persons as the Board may designate, who need not be members of the Board of Directors.

5.3 **Committee Chair.** The Board Chair with the approval of the Board of Directors, shall appoint all Committee Chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. Committee Chairs shall be members of the Center's Board of Directors. If the Board of Directors establishes a new Committee by resolution at a meeting other than the annual meeting of the Board of Directors, the Board Chair, with the approval of the Board of Directors, shall similarly appoint its Chair at the time the Committee is established or within a reasonable time after the establishment of the Committee.

5.4 **Committee Meetings.** Meetings of Committees of the Board of Directors may be called by the respective Chairs thereof or by any two (2) members of the Committee. At all meetings of any Committee, a majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Committee present at any meeting thereof at which there is a quorum shall be the act of the Committee, except as may be otherwise specifically provided for by these Bylaws.

5.5 **Resignation.** Any member of any committee may resign at any time by delivering written notice thereof to the Board Chair, the Chief Executive Officer, the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6 **Removal of Committee Member.** The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

5.7 **Executive Committee.** Each year, at its annual meeting, the Board of Directors shall elect from those who are, or are to be, Directors of the Corporation upon election, an Executive Committee consisting of at least four (4) Directors. If the Chief Executive Officer is a member of the Board of Directors, the Board of Directors may, at their discretion, elect the Chief Executive Officer to the Executive Committee. The Executive Committee or its Chair may invite, at their discretion, other Directors, officers, staff, or other persons to attend Executive Committee meetings.

5.7.1 **Powers and Functions.** During the intervals between meetings of the Board of Directors, the Executive Committee shall, subject to Section 5.2 hereof, possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the Board of Directors.

5.7.2 **Reports to Board Required.** All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case a vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action.

5.7.3 **Rules of Procedure.** The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall also meet at the call of its Chair or of any other two (2) members of the Committee.

5.8 **Nominating Committee.** The Board of Directors shall designate, at or with in a reasonable time after the annual meeting of the Board of Directors, a Nominating Committee, that shall be responsible for proposing persons for election as Directors at the next annual meeting of the Center, or in the event of Director vacancies between annual meetings, may propose replacement Directors for election by the Board of Directors, and shall also recommend persons for consideration as Officers to be elected at the next annual meeting of the Board of Directions. The nominating committee shall meet at least once per year, or more frequently if the Committee deems it necessary, to review the composition of the Board of Directors with respect to such factors as gender, ethnicity, age, industry representation, geographic dispersion, the number, function, and expertise needs of Committees, and the needs of the Board of Directors and the Center.

5.9 **Audit and Finance Committee.** The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Financial Committee composed of independent Directors, which shall:

5.9.1 **Recommend Independent Auditor.** Recommend the firm to be employed as the Center's independent auditor, and review and approve the discharge of any such firm. The Committee shall also review and approve the independent auditor's compensation, the terms of its engagement by the Center, and the independence of such auditor.

5.9.2 **Review Independent Audit.** Review, in consultation with the independent auditor, the result of each independent audit of the Center, the report of the auditor, any related management letter, and management's responses to recommendations made by the independent auditor in connection with the audit.

5.9.3 **Review Annual Financial Statements.** Review, in consultation with the independent auditor and management, the Center's annual financial statements; any report or opinion rendered by the independent auditor in connection with those financial statements; and any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements. The Committee shall review and report to the Board with respect to the financial portions of the Center's annual report.

5.9.4 **Review Financial Statements.** Review, before or after publication, the Center's quarterly financial statements.

5.9.5 **Plan External Audits.** Consider, in consultation with the independent auditor, the scope and plan of forthcoming external audits.

5.9.6 **Evaluate Internal Accounting Controls.** Consider, in consultation with the independent auditor and the chief internal auditor, if any, the adequacy of the Center's internal accounting controls.

5.9.7 Evaluate Accounting Principles and Practices. Consider, when presented by the independent auditor or otherwise, material questions of choice with respect to the choice of appropriate accounting principles and practices to be used in the preparation of the Center's financial statements.

5.9.8 Compliance with Conflict of Interest and Code of Ethics. Oversee and ensure compliance with the Center's Conflict of Interest policy. Conduct annual review of potential conflicts as they pertain to Board of Directors and staff.

5.9.9 Consider Other Financial Matters. Have power to inquire into any financial matters in addition to those set forth in Sections 5.9.1 to 5.9.8.

5.9.10 Perform Other Assignments. Perform such other functions as may be assigned to it by law, the Center's Bylaws, or the Board of Directors.

5.9.11 Review and Evaluate. Review and evaluate executive performance and recommend to the Board or determine the annual salary and other benefits, direct or indirect, of the senior executive of the Center.

ARTICLE 6. OFFICERS

6.1 Number and Qualifications. The officers of the Center shall consist of a Chief Executive Officer, President, Treasurer, Secretary, and such vice presidents and other officers as the Board shall from time to time appoint. An officer may be, but need not be, a member of the Center's Board of Directors. The same individual may hold more than one office simultaneously except the offices of Chief Executive Officer and Secretary, or President and Secretary.

6.2 Election and Term of Office. The officers of the Center shall be elected each year by the Board of Directors at the annual meeting of the Board of Directors. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

6.3 Resignation. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Center, by delivering written notice to the Board Chair, the Chief Executive Officer, the President, or the Secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, resignations are irrevocable except as specifically exempted by the Board.

6.4 **Removal.** Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Center would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

6.5 **Vacancies.** A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors if the vacant position was held by a Director or by the President; or by the President, with the advice and counsel of the Board Chair, if the vacant office is a staff position.

6.6 **Chief Executive Officer.** The Chief Executive Officer shall be in general charge of the business and affairs, subject to the control of the Board of Directors. It shall be his or her duty to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The Chief Executive Officer shall collaborate closely with the Chair who he or she shall keep fully informed. The Chief Executive Officer shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Center. He or she shall comply with all orders from the Board of Directors. All officers, agents, and employees shall report and be responsible to the Chief Executive Officer. He or she shall perform other such duties as may be determined from time to time by the Board of Directors.

6.7 **President.** The President, in the absence of a Chief Executive Officer, shall be the principal executive officer of the Center. The President shall manage the ongoing business affairs of the Center. The President may execute on behalf of the Center all contracts, agreements, and other instruments. The President shall from time to time report to the Board of Directors all matters within the President's knowledge affecting the Center that should be brought to the attention of the Board of Directors. The President shall perform other duties assigned by the Board of Directors.

6.8 **Vice Presidents.** In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President, if any (or, in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties assigned by the President or by the Board of Directors.

6.9 **Secretary.** The Secretary shall prepare the minutes of all meetings of the directors, shall have custody of the minute books and other records pertaining to the corporate business, and shall be responsible for authenticating the records of the Center. The Secretary shall countersign all instruments requiring the seal of the Center and shall perform other duties assigned by the Board of Directors.

6.10 **Treasurer**. The Board of Directors shall elect a Treasurer who shall be the financial officer of the Center, and shall receive and deposit in a bank or banks to be approved by the board of Directors all the monies of the Center and keep an accurate account thereof. He or she shall make disbursements subject to such regulations as may be determined from time to time by the Board of Directors, and shall make reports of the finances of the Center annually and whenever requested by the Board of Directors or the Chief Executive Officer. He or she shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the Chief Executive Officer. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Center then in his or her possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties.

ARTICLE 7. ADMINISTRATIVE PROVISIONS

7.1 **Books and Records**. The Center shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable.

7.2 **Rules of Procedure**. At all times when the Center as a whole or any part thereof, including meetings of the Board of Directors, Executive Committee or any committees of the Board are duly and formally convened for the purpose of deliberation and transaction of business, *Robert's Rules of Order* shall govern the meetings on all matters relating to order and procedure, including nominations, motions and elections.

7.3 **Loans to Directors and Officers Prohibited**. No loans or advances, other than customary travel advances, shall be made by the Center to any of its Directors or officers.

ARTICLE 8. LIABILITY, HOLD HARMLESS AND INDEMNIFICATION

8.1 **Director and Officer Liability**. To the extent permitted under Washington law, Directors and Officers of the Center will incur no personal liability to the Center or to its members or donors for monetary damages for conduct as a Director or Officer, except to the extent the Director or Officer is held accountable for (i) acts of omissions which involve intentional misconduct or a knowing violation of law; (ii) conduct violating RCW 23B.08.310, as it now exists or is amended; or (iii) any transaction from which the Director or Officer personally obtained a benefit in money, property, or services to which the Director or Officer is not legally entitled. If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting personal liability of Directors or Officers, the liability of the Directors and Officers to the Center will be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended.

8.2 **Hold Harmless and Indemnify.** The Center shall hold harmless and defend all Directors or Officers of the Center in the execution of their offices except in the cases of criminal negligence or fraud. Each person who was or is made a party or is threatened to be made party to or is involved in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was and/or being or having been or was serving a Director or Officer of the Center or is or was serving, at the request of the Center as a director, officer, employee or agent of another corporation, partnership, joint venture, or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as director, officer, employee, or agent or any other capacity while serving as a director or officer, will be indemnified and held harmless by the Center to the full extent permitted by applicable law, as then in effect, against all expenses, liability, and loss, including, without limitation, attorneys' fees, judgments, fines, excise taxes, penalties and interest imposed with respect to pension or employee benefit plans and amounts to be paid in settlement, actually or reasonably incurred or suffered by such person in connection therewith. The indemnification afforded by this Section will continue as to a person who has ceased to be a director or officer of the Center and will inure to the benefit of his/her heirs, executors and administrators.

8.3 **Payment of Expenses.** The right to indemnification under this Section will be a contract right and will include the right to be paid by the Center the expenses incurred in defending any such proceeding in advance of its final disposition. This right to payment of expenses incurred in defending a proceeding in advance will not be exclusive of any other right which any person may have or hereafter acquire under any statute, Articles of Incorporation of these First Amended and Restated Bylaws, agreement, disinterested Directors, or otherwise.

8.4 **Insurance.** The Center may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent against any expense, liability or loss, whether or not the Center would have the power to indemnify such person under the Washington Business Corporation Act.

8.5 **Payment of Expenses Before Final Disposition.** The Center may, by action of the Board of Directors, provide for indemnification and pay expenses in advance of final disposition of a proceeding to employees or agents of the Center within the same scope and to the same effect as the provisions of this section with respect to Directors or Officers of the Center.

ARTICLE 9.
AMENDMENT OR REPEAL

The Bylaws of this Center may be added to, amended or repealed in whole or in part, by an affirmative vote of two-thirds of the Board of Directors at any regular or special meeting provided such action would not alter the not-for-profit status under which the Center is incorporated in the state of Washington. Any notice of a meeting at which these Bylaws are to be amended, repealed, or modified shall include notice of such proposed action.

The foregoing Bylaws including amendments were adopted by the Board of Directors on November 17, 2005

[Secretary]