

AMENDED AND RESTATED BYLAWS

OF

TRIBAL TRANSPORTATION PLANNING ORGANIZATION

SECTION 1 MEMBERS

1.1 Members' Rights and Obligations. The "Voting Members," as that term is defined in the articles of incorporation of Tribal Transportation Planning Organization (the "Corporation") will have such rights and obligations, including the right to elect Directors, as the Washington Nonprofit Corporation Act, as amended (the "Act"), the articles of incorporation, or these bylaws permit or require. If the Corporation's board of directors ("Board" or "Directors") establishes an additional class or classes of "Non-Voting Members," as that term is defined in the articles of incorporation, the Non-Voting Members will have the rights and obligations specified in the Board's action establishing such additional class or classes, or as set forth from time to time by the Board. Notwithstanding anything herein or in any Board action to the contrary, Non-Voting Members will not be entitled to vote to elect, remove, or replace Directors or on any proposed amendments to the Corporation's articles of incorporation or these bylaws. Voting and Non-Voting Members who are in arrears for any dues will not be entitled to vote on any matter, if applicable, and may be subject to termination, expulsion, or suspension, in accordance with Section 1.9. The Board may waive any dues requirement for any Voting or Non-Voting Member. Voting Members and Non-Voting Members are referred to collectively, herein, as the "Members."

1.2 Annual Membership Meeting. The Voting Members will hold an annual meeting as required by the Act. At such annual meeting, the Voting Members will appoint individuals to fill terminating positions on the Board, using the procedures described herein, and will conduct such other business as may come before the meeting. The Voting Members' annual meeting will be held in the first quarter of each calendar year, at such time, date, and place (within the state of Washington, Oregon, or Idaho) as the Board determines from time to time.

1.3 Quarterly Membership Meetings. The Voting Members may hold quarterly meetings to conduct any business that needs to come before the Voting Members at such time. Such quarterly meetings will generally be held in January, April, July, and October of each year, but the exact time, date, and place of such quarterly meetings will be established by the Board from time to time.

1.4 Notice of Meetings. Notice of the time, date, and place of any meeting of the Voting Members, including, without limitation the Voting Members' annual meeting, must be sent not less than ten days before such meeting. All notices will be sufficient if actually received in a timely manner. Notices for meetings may be by telephone, e-mail or other electronic form, or by first class mail. Notices of Voting Member meetings will provide a

general description of the matter or matters which will be proposed for the Voting Members' approval, and, in the case of meetings other than the annual meeting, the purpose or purposes for the meeting.

1.5 Attendance of by Members' Representatives. Attendance at a meeting of the Voting Members by a representative of a Voting Member, designated for such purpose, shall constitute attendance at such meeting by the Voting Member. The Corporation shall have no duty to verify that any such representative has been duly appointed by the applicable Voting Member.

1.6 Waiver of Notice. Whenever any notice is required to be given to any Voting Member, a waiver thereof in writing, signed by the Voting Member entitled to such notice, whether given before or after the event specified in the waiver, will be deemed equivalent to the giving of such notice. Furthermore, the attendance of a Voting Member at a meeting will constitute a waiver of notice of such meeting, unless the Voting Member attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

1.7 Action Without a Meeting. Any action that is required or permitted to be taken by the Voting Members at a meeting may be taken without a meeting if a written consent, setting forth the action taken, is signed by all the Voting Members entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.

1.8 Quorum; Majority Vote. A majority of the number of Voting Members present at a meeting will constitute a quorum for the transaction of business at any meeting of the Voting Members. The act of a majority of the Voting Members present at a meeting at which a quorum is present will be an act of the Voting Members, unless a different number is required by the Act, the articles of incorporation, or these bylaws. In the absence of a quorum, those Voting Members present may not transact any business, but may adjourn and reconvene any meeting of the Voting Members to a different time, with notice as set forth in Section 1.3.

1.9 Termination, Expulsion, or Suspension of Members. Membership in the Corporation may be terminated, and a Member expelled or suspended, by a vote of two-thirds of the Voting Members. However, no Voting Member may be expelled or have its membership terminated or suspended, unless the Corporation gives the Voting Member not less than fifteen (15) days prior written notice of the proposed expulsion, suspension, or termination and the reasons therefor, and provides the Voting Member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination by a duly convened meeting of Voting Members or by a person or persons authorized by the Voting Members to decide that the proposed expulsion, termination, or suspension not take place.

SECTION 2 DIRECTORS

2.1 Powers. Except as exercisable by the Voting Members in accordance with the Act, the articles of incorporation, or these bylaws, all corporate powers will be exercised by or under the authority of and the affairs of the Corporation will be managed under the direction of the Board.

2.2 Number. The number of directors may vary between a minimum of three and a maximum of nine, the exact number to be fixed from time to time by resolution of the Board.

2.3 Eligibility. Directors must be elected officials or employees of any Voting Member.

2.4 Appointment and Removal of Directors. Except as described in Section 2.6, the Voting Members will appoint all Directors. A Director may be removed at any time, with or without cause, by a majority of the Voting Members, at a duly convened meeting of the Voting Members. A Voting Member's meeting convened for the purpose of removing a Director must state in the notice of that the purpose for the meeting is to consider removal of a Director.

2.5 Term. Directors will serve for a term of three years, with approximately one-third of the Directors in office having their terms end in any year. Initially, Directors will be divided into three groups for the purpose of staggering their terms: the directors of the first group will serve approximately one year; the Directors of the second group will serve approximately two years; and the Directors of the third group will serve approximately three years. There will be no limit on the number of terms which a Director may serve.

2.6 Vacancies. A vacancy on the Board occurs upon the death, resignation, disqualification, or removal of any Director. In the event of any vacancy, a Director will be promptly appointed to the vacant position in compliance with the procedures described in 2.4. If the Voting Members have not appointed a replacement Director within 90 days of the Corporation receiving notice of the vacancy, the vacancy may be filled by a vote of at least two-thirds of the remaining Directors. Any Director appointed to fill a vacancy will serve for the remaining term of the Director whose absence created the vacancy.

2.7 Resignation. A Director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation will be effective on receipt and acceptance of the resignation will not be required.

2.8 Compensation. Directors will serve without compensation for their services.

2.9 Board Chair. The Board will elect a chairperson of the Board (the "Board Chair") at its annual meeting. The Board Chair will hold office until his or her resignation, death, or removal, or until a successor is duly elected. The Board Chair will preside at, and set the agenda for, all meetings of the Board or the Members.

SECTION 3 MEETINGS OF DIRECTORS

3.1 Annual Meeting. The annual meeting of the Board will be held immediately following, and at the same location as, the annual meeting of the Voting Members, for the purpose of electing the officers, and conducting such other business as the Board deems appropriate.

3.2 Regular Meetings. The Board will hold regular meetings on at least a bi-monthly basis at such time, date and place as the Board will agree. This Section 3.2 or the Board meeting minutes setting a different time, date and place will constitute notice of such regular meetings and no further notice will be required.

3.3 Special Meetings. Special meetings of the Board may be called by the President, any two Directors, or any two Voting Members.

3.4 Notice of Meetings. Written notice of the annual meeting of the Board will be given at least 30 days before the meeting, and written or oral notice of a special meeting will be given at least 48 hours before the meeting. The notice will in each case specify the date, time, and place of the meeting, and notice will be sufficient if actually received at the required time or if mailed, sent by facsimile, or electronically. Mailed, facsimile, or electronically mailed notices will be directed to the Director's address shown on the corporate records, as may be revised from time to time by such Director. Oral notice may be delivered in person or by telephone. Except as otherwise required by the Act, the articles of incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice.

3.5 Waiver of Notice. Whenever any notice is required to be given to any Director, a waiver thereof in writing, signed by the Director entitled to such notice, whether given before or after the event specified in the waiver, will be deemed equivalent to the giving of such notice. Furthermore, the attendance of a Director at a meeting will constitute a waiver of notice of such meeting, unless the Director attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6 Action Without a Meeting. Any action that is required or permitted to be taken by the Directors at a meeting may be taken without a meeting if a written consent, setting forth the action taken, is signed by all the Directors entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.

3.7 Quorum; Majority Vote. A majority of the number of Directors in office at the time of a meeting of the Board will constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board, unless a different number is required by law, the articles of incorporation, or these bylaws. A minority of the Directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

3.8 Meeting by Electronic Conference. The Board may hold a meeting by conference telephone or similar equipment by means of which all persons participating in the meeting can hear or read each participant's communications during the meeting. Participation by electronic conference in such meeting will constitute presence in person at the meeting.

SECTION 4 OFFICERS

4.1 Designation. The officers of the Corporation will be a President, one or more Vice Presidents, a Secretary, and a Treasurer. Such other officers as may be deemed necessary may be appointed by the Board and will have such powers and duties as may be prescribed by the Board. The same individual may hold two or more offices.

4.2 Eligibility. Officers of the Corporation must be elected officials or employees of any Voting Member.

4.3 Appointment and Term of Office. The officers of the Corporation will be appointed annually by the Board at its annual meeting. Each officer will hold office until a successor is duly appointed or until the officer's resignation, death, or removal.

4.4 Resignation. An officer may resign at any time by delivering written notice of resignation to the President or the Board. Such resignation will be effective upon receipt unless it is specified to be effective at a later time. The Board may reject any postdated resignation by notice in writing to the resigning officer.

4.5 Removal. The Board may remove any officer, with or without cause, by the affirmative vote of a majority of the Directors then in office, at any meeting of the Board. Removal will be without prejudice to the contract rights, if any, of the person removed. Appointment of an officer will not of itself create contract rights.

4.6 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

4.7 Compensation. Officers may receive such reasonable compensation for their services as may from time to time be fixed by the Board, provided that the compensation of any officer who is also a Director will be fixed by a majority vote of the Board then in office.

4.8 President. The President will be the chief executive officer and chief administrative officer of the Corporation and will, subject to the control of the Board and under the Board's supervision, have general supervision, direction, and control of the business and affairs of the Corporation. The President will be selected from among the current Directors, and may execute on behalf of the Corporation all contracts, agreements, and other instruments. The President will have the general powers and management usually vested in the office of president of a corporation, and will have such other powers and duties as may be prescribed by the Board. On an annual basis and at least sixty days prior to the Voting Members' annual meeting, the President, upon consultation with the other officers of the Corporation, will

submit an annual budget to the Board. If the Board approves such budget it will submit it to the Voting Members for approval and adoption at the Voting Members' annual meeting.

4.9 Vice President(s). The Vice President(s) will perform such duties as the Board will prescribe. In the absence or disability of the President, the President's duties and powers will be performed and exercised by the Vice President(s), in order of seniority.

4.10 Secretary. The Secretary will prepare and keep (or cause to be prepared and kept) the minutes of all Voting Member and Board meetings and of all meetings of any committees of the Board and will have custody of the minute books and other records pertaining to corporate business. The Secretary will give or cause to be given such notice of the meetings of the Voting Members and the Board as is required by the Act, the articles of incorporation, or these bylaws. The Secretary will be responsible for authenticating resolutions and other records of the Corporation. The Secretary will perform such other duties as may be prescribed by the Board.

4.11 Treasurer. The Treasurer will be the chief financial and accounting officer of the Corporation and will supervise and monitor the finances of the Corporation. The Treasurer will (a) cause to be kept correct and complete records of account showing the financial condition of the Corporation, (b) be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation, (c) cause all funds of the Corporation to be deposited in depositories that the Board may designate, (d) pay funds out only on the check of the Corporation signed in the manner authorized by the Board, (e) present to the Board regular statements of the Corporation's financial position and cash flows, (f) ensure that the Corporation files all necessary tax returns, and (g) maintain the record of all gifts, grants, contributions, and gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities, in an activity that is not an unrelated trade or business, and the sources of all the foregoing funds.

SECTION 5 COMMITTEES

5.1 Creation. The Board may, by resolution adopted by a majority of the Directors then in office, designate and appoint an Executive Committee and such other committees as may be deemed appropriate. Each committee will consist of at least two Directors and as many non-Board members as authorized by the Board. The President will be a non-voting ex officio member of each committee, unless otherwise specified by the Board.

5.2 Authority. Each committee appointed by the Board will have and may exercise such powers and authority as may be conferred by the Board, but no committee will in any event have the power or authority to (a) elect, appoint or remove any member of any such committee or any Director or officer of the Corporation; (b) adopt a plan of merger or adopt a plan of consolidation with another corporation; (c) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (d) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (e) adopt a plan for the distribution of the assets of the Corporation; (f) establish any class of Non-Voting Members or change the rights, duties, or obligations of any Non-Voting

Member; or (g) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. Notwithstanding anything herein to the contrary, any committee not exclusively comprised of Directors may not take action on behalf of the Corporation, and may only be empowered to recommend action to the Board. The designation and appointment of any committees and the delegation thereto of authority will not operate to relieve the Board or any individual Director of any responsibility imposed by law. The Board will have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the Executive Committee and any other committee.

5.3 Executive Committee. The Executive Committee will consist of the President and at least two other Directors, and the President will act as chair of the committee. Between meetings of the Board, the Executive Committee will, subject to such limitations as may be imposed by resolution of the Board or applicable law, have and exercise all the power and authority of the Board in the management of the Corporation.

5.4 Meetings. Members of committees will meet at the call of the chairperson at such time and place as the chairperson designates, after reasonable notice has been given to each committee member and to the President. Each committee will keep minutes of its proceedings and within a reasonable time thereafter make a written report to the Board of its actions. Any action that may be taken by a committee at a meeting may be taken without a meeting if a written consent, setting forth the action taken, is signed by all members of the committee entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.

5.5 Quorum. A majority of the members of a committee will constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee will require a majority vote of the quorum present at the meeting.

SECTION 6 RULES OF PROCEDURE

Except where specifically provided otherwise by Washington Statute or these Bylaws, Roberts Rules of Order (Revised) shall govern the proceedings of the Members, the Board, and all committees.

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**SECTION 7
AMENDMENT**

The Board may amend or repeal these bylaws, or adopt new bylaws, upon the affirmative vote of a majority of the Directors then in office at any meeting of the Board, if such amendment, repeal, or adoption is approved by the Voting Members. Notice of any meeting of the Board or the Voting Members, convened for the purpose of amending, repealing, or adopting bylaws will state that a purpose of the meeting is to consider an amendment to the bylaws and will contain a copy or summary of the proposed amendment(s).

The foregoing bylaws were duly adopted by the Board on the __ day of _____, 2011.

Annette Nesse, Secretary

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