

AMENDED BYLAWS
of
WASHINGTON STATE FARMERS MARKET ASSOCIATION

ARTICLE 1
Preamble

The mission of the Washington State Farmers Market Association is to support and promote vibrant and sustainable farmers markets in Washington State through education, training and organizational resources.

ARTICLE 2
Offices

2.1 *Registered Office and Registered Agent.* The registered office of Washington State Farmers Market Association (herein "Corporation") shall be located in the State of Washington at such place as may be fixed, from time to time, by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

ARTICLE 3
Members

3.1 *Members.* The Corporation's members shall be:

3.1.1 *Voting Members.* Voting Members are Farmers Markets which have at least five farmers who meet regularly to sell to the public their fresh products and who are actively seeking to include more farmers within the Market and who pay annual dues as established from time to time by the Corporation and agree to and do abide by standards for conduct of Farmers Markets as promulgated by the Corporation. Each Farmers Market member shall have one vote which shall be cast by its designated representative.

3.1.2 *Nonvoting Members.* Nonvoting Members are persons or organizations other than a Farmers Market that pay annual dues as established by the Corporation from time to time and support the goals of the Washington State Farmers Market Association.

ARTICLE 4
Members' Meetings

4.1 *Meeting Place.* All meetings of the members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

4.2 *Annual Meeting Time.* Unless otherwise set by the Board of Directors, the annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year during the annual conference of the Association.

4.3 *Annual Meeting--Order of Business.* At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)

- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Miscellaneous business

4.4 Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or Board of Directors. Only business within the purpose or purposes described in the meeting notice, as required by RCW 24.06.105, may be conducted at a special meeting.

4.5 Notice.

(a) Notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by delivering via email, personally, or by mailing a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting. By joining the Association, each member agrees to receive notice by any means of electronic communication, including email.

(b) At least ten (10) days and not more than fifty (50) days prior to the meeting, written or printed notice of each special meeting of members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed.

4.6 Waiver of Notice. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

4.7 Voting. A member entitled to vote may vote in person or by proxy executed in writing by such member or such member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy. A member may vote for the election of directors by mail or by any other method permitted by this Section 3.7.

4.8 Quorum. Ten percent (10%) of the members entitled to vote represented at a meeting in person or by proxy (or in the case of election of directors not present but voting by mail) shall be necessary and sufficient to constitute a quorum for the transaction of business.

ARTICLE 5 **Board of Directors**

5.1 Number and Powers. The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors consisting of no fewer than five (5) persons and no more than fifteen (15) persons. The Board of Directors shall be divided into two groups (Group A, and Group B), each consisting, as nearly as possible, of one-half (1/2) of the total number of Directors elected at that time. At each annual meeting, Directors shall be elected for a term of two (2) years to succeed the Directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Corporation.

5.2 Change of Number. The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

5.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

5.4 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, either within or outside the State of Washington, as the Board of Directors may, from time to time, designate. The annual meeting shall be held without notice at the registered office of the Corporation immediately following the Annual Meeting of Members, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.

5.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two Directors. Such meetings shall be held at the registered office of the Corporation or at such other place or places as the Directors may, from time to time, designate.

5.6 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.4) shall be given to each Director by three (3) days prior service of the same which may be delivered orally, by telephone, by email, wire or wireless, by telegram, by letter, or personally. Such notice need not specify the business to be transacted at, or the purpose of the meeting. Notice to directors in an electronic transmission that otherwise complies with the requirements of section is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices and which otherwise comply with Washington law.

5.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

5.8 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

5.9 Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.10 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than one (1) Director. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose with the Board's Secretary. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

5.11 Remuneration. No stated salary shall be paid Directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided that nothing herein contained shall be construed to preclude any Director

from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

5.12 *Loans*. No loans shall be made by the Corporation to any Director.

5.13 *Removal*. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members, in person or by proxy, who have voting rights with regard to the election of any director, at a meeting of members at which a quorum is present.

5.14 *Action by Directors without a Meeting*. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the Directors or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

5.15 *Action by Directors*. Any action to amend the bylaws or that adopts a plan of merger or adopts a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or that adopts a plan for the distribution of the assets of the Corporation shall require a two-thirds vote of the members of the Association present at a meeting of members.

ARTICLE 6 **Officers**

6.1 *Designations*. The officers of the Board of Directors of the Corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected to serve one (1) year terms by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 *President*. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

6.3 *Vice Presidents*. During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her, from time to time, by the Board of Directors.

6.4 *Secretary and Assistant Secretaries*. The Secretary, unless undertaken by the President, shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of Directors. The Secretary shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

6.5 *Treasurer*. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements), and shall render to the Board of Directors, from time to time, as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform

such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

6.6 *Executive Director.* The Board may select an Executive Director, who shall be the sole employee of the Board and shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the Corporation, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine. The Executive Director shall serve at the will of the Board.

6.7 *Delegation.* If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer or any Director or any other person it may select.

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

6.9 *Other Officers.* The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined, from time to time, by the Board of Directors.

6.10 *Loans.* No loan shall be made by the Corporation to any officer without approval of two-thirds vote of the Board of Directors.

6.11 *Term-Removal.* The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.12 *Bonds.* The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the Corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may, from time to time, be required by the Board of Directors.

ARTICLE 7 **Depositories**

The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE 8 **Notices**

Except as may otherwise be required by law, any notice to any Director may be delivered personally, by mail or electronically, including email, as otherwise permitted by law. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid.

ARTICLE 9

Seal

The corporate seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Corporation.

ARTICLE 10

Indemnification of Officers, Directors, Employees, and Agents

The Corporation shall indemnify its officers, Directors, employees, and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE 11

Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving the names and addresses of all Directors.

ARTICLE 12

Conflicts of Interest

12.1 Definitions. For purposes of this Article:

12.1.1 "Conflicting interest" means the interest a Director has respecting a transaction effected or proposed to be effected by the Corporation or any other entity in which the Corporation has a controlling interest if:

(1) The Director knows at the time the Corporation takes action that the Director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the Director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction:

- (A) An entity of which the Director is a Director, general partner, agent, or employee;
- (B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or
- (C) An individual who is a general partner, principal, or employer of the Director.

12.1.2 "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the Corporation or any other entity in which the Corporation has a controlling interest respecting which a Director of the Corporation has a conflicting interest.

12.1.3 "Qualified Director" means any Director who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second Director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first Director's judgment when voting on the transaction.

12.1.4 "Related person" of a Director means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the Director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

(2) A trust, estate, incompetent, conservatee, or minor of which the Director is a fiduciary.

12.1.5 "Required disclosure" means disclosure by the Director who has a conflicting interest of:

(1) The existence and nature of the Director's conflicting interest; and

(2) All facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

12.2 *Directors' Action.*

12.2.1 *Majority Vote.* Directors' action respecting a Director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified Directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

12.2.2 *Director's Disclosure.* If a Director has a conflicting interest respecting a transaction, but neither the Director nor a related person of the Director is a party to the transaction, and if the Director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that Director from making the disclosure described in Paragraph 5.1(f), then disclosure is sufficient if the Director:

(1) Discloses to the Directors voting on the transaction the existence and nature of the Director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

(2) Plays no part, directly or indirectly in their deliberations or vote.

12.2.3 *Quorum.* A majority (but no fewer than two) of the qualified Directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a Director who is not a qualified Director.

ARTICLE 13 **Influence Legislation**

No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 14 **Distributions upon Dissolution**

Upon any dissolution of this Corporation under provisions of the laws of the State of Washington for nonprofit Corporations, all of its assets remaining after payment to creditors shall be distributed to one or more organizations

selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

ARTICLE 15 **Private Foundation**

If the Corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues the following provisions shall apply in the management of its affairs:

15.1. Each year the Corporation shall distribute the income of the Corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;

15.2. The Corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

15.3. The Corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

15.4. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4944 of the Code.

15.5. The Corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE 16 **Amendments**

These Bylaws may be altered or amended by a two-thirds vote of the membership present at the annual meeting whereof the proposed change has been given as an item of agenda for said meeting. Members unable to be present at said meeting may submit in writing their proxy at least one week prior to the meeting. Notice of specific language of proposed amendments to Bylaws must be mailed to the membership at least 17 days prior to the annual meeting.

Adopted and effective October 26, 2010.

Teri Wheeler, *President*