

RESTATED BYLAWS  
OF  
BAINBRIGE ISLAND FARMERS' MARKET ASSOCIATION

(as of 9/14/20)

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# RESTATED BYLAWS OF BAINBRIDGE ISLAND FARMERS MARKET ASSOCIATION

## ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

## ARTICLE 2. MEMBERSHIP

### 2.1 Classes of Members

The corporation shall have four classes of members: Voting, Winter Market, and Friends of the Market. Additional classes of members, the manner of election or appointment of each class of members and the qualifications and rights of each class of members may -be established by amendment to these Bylaws. (4/25/02)

### 2.2 Friends of the Market

The only qualification for membership as a Friend of the Market shall be the payment of membership dues in accordance with a schedule adopted by the Board. Membership as a Friend of the Market will terminate automatically if the membership dues are not paid in accordance with the adopted schedule. Friends of the Market may be invited to meetings of the Voting Members, but shall have no right to vote nor any other privileges as members.

### 2.24 Winter Market Members

Any person or entity desiring to become a Winter Market Member shall complete an application, which application must be approved by at least three Directors or a Committee authorized by the Board. Winter Market Members shall pay membership dues and any other fees in accordance with a schedule adopted by the Board. Members who have a Voting Membership do not have to pay Winter Market membership dues during the same season. A Winter Market member is entitled to sell at the Winter Market throughout the Winter Market duration. Attendance as Winter Market Member counts toward Seniority only as it applies to the Winter Market. Winter Market Members do not have Voting Rights. (4/25/02)

### 2.3 Voting Members; Voting Rights

Any person or entity desiring to become a Voting Member shall complete an application, which application must be approved by at least three Directors. Voting Members shall pay membership dues in accordance with

a schedule adopted by the Board. Voting Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

Each Voting Member shall be entitled to one vote upon the subject matter of each issue submitted to the Voting Members. Each Voting Member may cast one vote for as many persons as there are Directors to be elected and for whose election such Voting Member has a right to vote. Unless otherwise provided, all references in these Bylaws to actions or votes to be taken by members shall be deemed to refer to Voting Members.

#### **2.4 Annual Meeting**

The annual meeting of the Voting Members and Friends of the Market shall be held during the months of January or February on a date chosen by the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

#### **2.5 Special Meetings**

The President, the Board, or not less than one-third of the Voting Members, may call special meetings of the Voting Members for any purpose.

#### **2.6 Place of Meetings**

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, by the Voting Members entitled to call a meeting of Voting Members, or by a waiver of notice signed by all Voting Members.

#### **2.7 Notice of Meetings**

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than one-third of the Voting Members, it shall be the duty of the Secretary to give notice of a special meeting of Voting Members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid.

## **2.8 Waiver of Notice**

Whenever any notice is required to be given to any Voting Member under the provisions of these Bylaws, the Articles of incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **2.9 Quorum**

Half of the Voting Members of the corporation represented in person or by proxy, shall constitute a quorum at a meeting of the Voting Members. If less than a quorum of the Voting Members is represented at a meeting, a majority of the Voting Members so represented may adjourn the meeting from time to time without further notice.

## **2.10 Manner of Acting**

### **2.10.1 Routine Actions**

The vote of a majority of the votes entitled to be cast by the Voting Members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Voting Members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

### **2.10.2 Major Actions**

The vote of a majority of the Voting Members of the corporation shall be required to approve the following major actions by the corporation: (a) change in location of the Saturday market; (b) any financial transaction valued at more than \$2,500.00; (c) indemnification of an officer or director; (d) removal of a Director; or (e) alteration or repeal of a decision made by the Board. This section 2.10.1 may not be amended by the Board to exempt any action listed in it from approval by Voting Members or to increase the number of votes of members required to approve such major actions. (9/14/20)

## **2.11 Proxies**

A Voting Member may vote by proxy executed in writing by the Voting Member or by his, her or its attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

## **2.12 Action by Voting Members Without a Meeting**

Any action which could be taken at a meeting of the Voting Members may be taken without a meeting if a written consent setting forth the action so taken is signed by all Voting Members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Voting Members.

## **2.13 Meetings by Telephone**

Voting Members of the corporation may participate in a meeting of Voting Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Participation by such means shall constitute presence in person at a meeting.

## **2.14 Membership Dues**

The Board shall establish a schedule of membership dues for Friends of the Market and for Voting Members, and rules concerning the manner and time of payment of dues by members and termination of membership for nonpayment of dues.

## **2.15 Termination of Membership**

Membership as a Voting Member or Friend of the Market will terminate automatically if the membership dues are not paid in accordance with the adopted schedule. The membership of a Voting Member may be terminated, by the affirmative vote of at least three Directors.

## **ARTICLE 2A. CONTRACT VENDORS**

### **2A.1 ANNUAL CONTRACT VENDORS**

Any person or entity desiring to become an Annual Contract Vendor (ACV) shall complete an application, which application must be approved by at least three Directors. ACV is entitled to sell at the market only on the days approved by the BIFMA Board. ACVs may be given additional opportunities to sell at the market as Day Contract Vendors, on the sole discretion of the Market Manager.

ACVs shall pay a booth surcharge fee of \$2 per one full booth space per day and may be subject to paying other fees in accordance with a schedule adopted by the Board. ACVs are not Members of the Market, do not pay membership dues, do not accrue

Seniority, do not have Voting Rights, are not assigned permanent

## **2A.2 DAY CONTRACT VENDORS**

Any person or entity desiring to become a Day Contract Vendor (DCV) shall complete an application, which application must be approved by at least three Directors. Approved DCVs are placed on the Waiting List for the year of the application. DCV will be drawn from the Waiting List and may sell at the market on the sole discretion of the Market Manager and subject to any considerations which the Market Manager deems to have adverse material effect on the market, its members or the public. Adverse material effect may include such factors as the effect of oversupply on price or any product, an imbalance in the nature, type or selection of vendors (see Rule of Two in Rules of the Market) or other factors which the Market Manager reasonably believes will harm the Market.

DCVs shall pay a booth surcharge of \$2 per one full booth space per day and may be subject to paying other fees in accordance with a schedule adopted by the Board. DCVs are not Members of the Market, do not pay membership dues, do not accrue Seniority, do not have Voting Rights, are not assigned permanent booth spaces and may not serve on the Board of Directors.

## **ARTICLE 3. BOARD OF DIRECTORS**

### **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors and, subject to the provisions of this Section 3.1, the Board shall make and implement all decisions concerning the affairs of the corporation. The members shall have the authority to alter or repeal decisions made by the Board and may exercise such authority by calling a special meeting of members in accordance with the provisions of Section 2.5. Adoption of a resolution to alter or repeal a decision made by the Board shall require the affirmative vote of a majority of the members of the corporation. **This Section 3.1 may not be amended by the Board in any manner which decreases the authority of members or increases the number of votes required to adopt a resolution.**

### **3.2 Number**

The Board shall consist of not less than three nor more than ten Directors, the specific number to be set by resolution of the Board or members. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3 Qualifications**

Directors shall be members of the corporation. A simple majority of Directors shall be Farmers as defined by the Washington State Farmers<sup>7</sup> Market Association. Directors shall attend 12 regularly scheduled Board meetings, as well as committee and other special meetings averaging a total of 20 meetings per year or term of office. Directors are expected to be familiar with the BIFMA rules and bylaws. Directors shall draw on the expertise of the BIFMA membership and other community resources in order to protect and promote activities of the Farmers' Market. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.4 Election of Directors**

#### **3.4.1 Initial Directors**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

#### **3.4.2 Successor Directors**

Successor Directors shall be elected every two years at the annual meeting of members. The terms of the successor Directors will be staggered so that half of the board continues in office to complete the second year of their term. The election of Directors may also be conducted by mail in such manner as the Board determines. If the election is conducted by mail, at least fifty percent of the members must return ballots for the election to be valid.

### **3.5 Term: of office**

Unless a Director dies, resigns or is removed, he or she shall hold office for a two-year term or until his or her successor is elected, whichever is later.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

### **3.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and

appointed by the Board may be called by or at the written request of the President or any two Directors or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 Meetings By Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.11 Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than five days before the meeting. Notices in writing must be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### **3.12 Waiver of Notice**

#### **3.12.1 In writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **3.12.2 By Attendance**

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 objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.13 Quorum**

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention 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.

### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted the minute book as if it were the minutes of a Board meeting.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the 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.

### **3.18 Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the members of the corporation. But such removal shall be without prejudice to the contract rights, if any, of the person so removed. A removed Director does not forfeit their Voting privileges.

### **3.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though no less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.20 Board Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management the corporation, subject to such limitations as may be prescribed by the Board [and by applicable Washington law, except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) 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; (f) authorize the voluntary dissolution of the corporation or revoke proceedings thereof; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

### **3.21 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation. *Directors and Members who perform other prescribed services for the BIFMA may receive compensation for such service through discounted booth fees only. Booth fee discount schedules shall be approved by an affirmative vote of a majority of Members.*

### **3.22 Advisory Board**

The Board may appoint an Advisory Board of two or more members. The Advisory Board shall provide advice and assistance to the Board and members, may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. An officer may be assigned by the Board any additional title that the Board deems appropriate. Two or more offices may be held by the same person, except the offices of President and Secretary. All officers who are not Directors shall be ex-officio, nonvoting members of the Board.

### **4.2 Election and Term of office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. 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.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. 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.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 President**

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments/ except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general,, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### **4.7 Vice Presidents**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, -except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall in general perform all of the duties incident to the office of Vice President and such other duties as from time to time may be assigned to him or her by the President or the Board. (7/14/20)

#### **4.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

#### **4.9 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the -corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

#### **4.10 Salaries**

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Director of the corporation.

### **ARTICLE 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

#### **5.1 Contracts**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

#### **5.2 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolutions of the Board (and members if such loan exceeds the authority of the Board set forth in Section 3.1). Such authority may be: general or confined to specific instances.

#### **5.3 Loans or Extensions of Credit to officers and Directors**

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

#### **5.4 Checks, Drafts, Etc.**

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

## **5.5 Deposits**

Funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

## **5.6 Books and Records**

The corporation 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. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

## **5.7 Corporate Seal**

The corporation shall not have corporate seal.

## **5.8 Accounting Year**

The accounting year of the corporation shall be the twelve months ending December 31.

## **5.9 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## **ARTICLE 6. AMENDMENTS**

Subject to the provisions of Sections 2.10.2 and 3.1, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors. Amendment of Sections 2.10.2 and 3.1 shall require the affirmative vote of a majority of the members of the corporation.

Updated 2/1/03 by Andrzej Babijski

Updated 9/14/20 by Kuy Hepburn