

Bylaws of Washington Tilth Association Sno-Valley Tilth Chapter

Article I Name and Address

- 1.1 The name of the organization shall be Sno-Valley Tilth Chapter. The mailing address shall be P.O. Box 48, Carnation, WA 98014.

Article II Purpose

- 2.1 The purpose of the Chapter is to provide a support network for farmers in the Snoqualmie, Snohomish, and Sammamish Valleys and to educate the public on sustainable and organic growing practices, as well as the value of local farming and the issues that are important to sustaining local farms.

Article III Membership

- 3.1 Qualifications. Any individual, family, or business in support of organic and sustainable farming practices shall, upon application and payment of dues, be admitted to membership in the association.
- 3.2 Vote. Each membership constitutes one vote at the annual meeting or at a special vote as called by the Board of Directors. Ballots will be distributed to members in good standing at any voting meeting. Voting shall be by secret ballot.
- 3.3 Annual Meeting. The annual meeting of the membership will be held in the fourth quarter of the calendar year and will include the election of the Board of Directors.
- 3.4 Quorum. At the annual meeting of the membership or any special voting meeting called by the Board of Directors, 10% of the members of the organization entitled to vote, represented in attendance either in person or by means of remote communication. A majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.
- 3.5 Proxies. A member may appoint a proxy to vote or otherwise act for the member by executing an appointment form in the form of a record. An appointment form must contain the member's full name and signature, and the appointment of the proxy. The appointment form must be submitted to the officer or agent of SnoValley Tilth authorized to tabulate votes, or the secretary.

Article IV

Board of Directors

- 4.1 Number, Qualifications, Quorum, and Term. The Board of Directors shall consist of a minimum of five and a maximum of nine members. The Board will be comprised of at least 50% producers. All members of the Board must be members in good standing of the organization. A quorum of directors for a meeting will be a majority of the Board. The term of office is three (3) years. Terms shall be staggered.
 - 4.1(a) Term limit. Board members may serve up to two consecutive full terms. Former board members are eligible for re-election to the Board after a one (1) year absence from the Board.
- 4.2 Elections. Open Board of Director positions will be elected at the annual membership meeting. At the next meeting of the Board, Board members will elect officers who will serve on the Executive Committee, with consideration of continuity in leadership. When possible, members of the Executive Committee will be selected from Board members who are commencing at least their second year on the Board.
- 4.3 Authority. The Board of Directors shall be vested with the management of this organization.
- 4.4 Officers and their Duties. Four of the directors will be officers, consisting of President, Vice-President, Secretary, and Treasurer. Each officer shall hold office for one year or until his or her successor has been duly elected. Officers' powers and duties will be as follows:
 - 4.4(a) President: The President shall oversee the business and activities of the Chapter and shall oversee any employees as guided by the Board of Directors. The President will serve as one of two chapter representatives to Washington Tilth.
 - 4.4(b) Vice President: The Vice-President shall, in the absence of the President, exercise the powers and perform the duties of the President. The Vice-President will serve as one of two chapter representatives to Washington Tilth.
 - 4.4(c) Secretary: The Secretary shall keep and report minutes of the annual membership meeting, Executive Committee, and Board of Director meetings, and perform all duties incident to the office, such as correspondence and recording.
 - 4.4(d) Treasurer: The Treasurer shall have general responsibility for all financial matters of the Chapter and shall report the financial condition of the Chapter at each Board of Directors meeting.
- 4.5 Meetings. Notice of any regular or special meeting of the Board shall be given at least 14 days before the meeting in writing to each Director, stating the business to be transacted at that meeting. The business of a special meeting shall be limited to such a stated business agenda.
- 4.6 Standing/Special Committees. The Board of Directors shall establish all standing and special committees. Chairpersons of said committee shall be members in good standing. NO committee shall have authority to take final action on any matter without approval of

the Board of Directors. A member of a committee may be removed by a majority of the Board, when in their judgment the best interests of the organization shall be served by such removal.

- 4.7 Vacancies. The Board of Directors shall appoint an individual to fill the vacancy for the remainder of the term of office or shall opt to leave the vacancy unfilled, as appropriate.
- 4.8 Resignation. Any Board member may resign by giving oral or written notice to the Board of Directors.
- 4.9 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 two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person at a meeting of members at which a quorum is present.
- 4.10 Compensation. No Director shall receive compensation directly or indirectly for his or her services as Director. The Board of Directors may authorize reimbursement for expenses incurred any Officer or member or for their employment in a capacity other than as a member of the Board of Directors.

Article V

Executive Committee

- 5.1 Members and Quorum. The Executive Committee will consist of the four officers plus a Director-at-Large. A quorum for the executive committee will be four of the five members. The Executive Committee will strive for consensus, but will decide by majority vote as necessary.
- 5.2 Scope of Authority. The Executive Committee will make decisions regarding day-to-day functioning of the Chapter and will make recommendations to the Board of Directors regarding long-term and policy issues. The Executive Committee shall have the authority to act for the organization in all matters, except that the committee shall not 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 therefore; (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.
- 5.3 Minutes. Minutes of Executive Committee meetings shall be sent to all Directors.
- 5.4 Employees/ Contracts. The Executive Committee shall have the authority to hire and fire any employees and/or contract with individuals or groups to provide staff management, financial and administrative functions of the organization's operation.

Article VI Bylaws

- 6.1 Changes. The articles and bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority the board of directors at any regular or special meeting provided that a quorum is present and provided that at least 14 days written notice is given. The board will disclose any changes to the bylaws at the next membership meeting, and subsequently may be further amended, modified or repealed at the annual or special meeting of the members.

Article VII Indemnification

- 7.1 Indemnification. Sno-Valley Tilth shall indemnify to the fullest extent permitted by law any person who has been made, or is threatened to be made, a party to legal action, whether civil, criminal administrative, investigative, or otherwise, including any action or proceeding by or in the right of the organization, by reason of the fact that the person is or was a Director or Officer of Sno-Valley Tilth, or serves or served as an agent of Sno-Valley Tilth.

Article VIII Records

- 8.1 Records. The organization shall keep complete books and records of account and minutes of the proceeding of all its meetings. All books and records of the organization may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article IX Dissolution

- 9.1 Dissolution. This organization may be dissolved by a two-thirds vote of the membership at any regular or special meeting. At least 14 days written notice must be given of the meeting and a quorum must be present. Upon dissolution, after all outstanding debts have been paid, any remaining funds shall be distributed by the Board of Directors to another 501 c 3 organization and who are in accordance with the purpose of Sno-Valley Tilth.