

BYLAWS
Idaho Independent Food, Agriculture, Restaurant, & Beverage
Establishment Alliance, Inc. (FARE Idaho)
June 2020

ARTICLE I: NAME AND LOCATION

Section 1.1: Name. The name of this Idaho nonprofit corporation is Idaho Independent Food, Agriculture, Restaurant, & Beverage Establishment Alliance, Inc. (the “Corporation”). The Corporation may be referred to in these bylaws by its assumed business name, “FARE Idaho”.

Section 1.2: Location. The registered office of the Corporation is located at 920 N. Clover Dr., Boise, ID, 83703, and may be changed from time to time by the Board of Directors. The principal office of the Corporation is 246 N. 8th St., Boise, Idaho, 83702, PO Box 902, Boise, Idaho 83701 and may be changed from time to time by the Board of Directors.

ARTICLE II: OBJECTIVES

Section 2.1: Mission. The mission of FARE Idaho is: “Connect, align and promote the shared interests of Idaho’s small independent farm, food & beverage businesses, and improve the conditions of those who work in our industry. Our goal is to facilitate solutions to advance our industry’s growth and financial success.”

Section 2.2: Purpose & Values. The purposes for which the Corporation is organized and will be operated are as follows. FARE Idaho is an alliance of small independent food and beverage interests - small farm businesses, food producers, beverage producers, farmers markets, grocers, retailers, cafes, restaurants, bars and nightclubs that collectively represent Idaho’s unique food and beverage identity. FARE Idaho values and works to support:

- (a) Small independent food and beverage interests in Idaho
- (b) Building connection within our small business sectors and across our sectors
- (c) Bringing voice to our shared small independent business interests
- (d) Facilitating solutions to our shared small independent business problems
- (e) Improving the conditions of those working in food and beverage industries in Idaho

The Corporation is empowered to exercise all powers granted by law necessary and proper to carry out these purposes, including, but not limited to, the power to accept donations of money, real or personal property,, or any other things of value.

The Corporation works in accordance with Section 501(c)(6) of the Internal Revenue Code 1986, as amended from time to time. Nothing in these bylaws authorizes or permits the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho

Nonprofit Corporation Act may not at that time lawfully carry on or do.

Section 2.3: Governance. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors, except when authority is vested in the membership by these bylaws. The Board of Directors shall develop and maintain policies and guidelines that provide guidance on the implementation of these bylaws. The affairs of the Corporation shall not be inconsistent with the Idaho Code, Title 30, Chapter 30, The Idaho Nonprofit Corporation Act (the “Act”), or the Articles of Incorporation (the “Articles”).

Section 2.4: Nondiscrimination. FARE Idaho shall not discriminate in hiring, membership, or provision of services on the basis of race, nationality, religion, age, gender, sexual orientation, disability, political affiliation, or otherwise.

ARTICLE III: MEMBERSHIP

Section 3.1: Membership Requirements. Members of the Corporation shall generally be limited to two types: Business Members and Individual Members. Specific requirements for membership shall be developed and enforced by the Board of Directors to ensure that the membership composition supports the mission, purpose, and values of the Corporation (“Membership Requirements”). The Board of Directors must review and approve Membership Requirements annually.

Section 3.2: Admission to Membership. The Board of Directors may admit any person or entity that satisfies the Membership Requirements. Membership is renewed each year. Membership renewal may be denied if the member no longer complies with the Membership Requirements.

Section 3.3: Annual Dues. The Board of Directors will set annual dues as part of the Membership Requirements.

Section 3.4: Removal of Members. The Board of Directors may remove a member at any time for failure to comply with the Membership Requirements.

Section 3.5: Voting. Business Members in compliance with the Membership Requirements at the time of the vote each have one vote for the following decisions: (1) to elect Directors; (2) to override a decision of the Board of Directors as provided in Section 3.6 below; and (3) when a vote is requested by the Board of Directors. If the Business Member is an entity, that entity shall designate one person to be the voting member. Individual Members do not have voting rights, unless the Board of Directors requests a vote of the Individual Members.

Section 3.6: Overriding a Decision of the Board of Directors. Business Members eligible to vote may override a decision of the Board of Directors by a majority vote of Business Members present at a Special Meeting called for that purpose in accordance with Article IV.

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

Section 4.1: Annual and Regular Meetings. Business Members and Individual Members may attend Annual and Regular Meetings. The Board of Directors shall fix the date, time, location, and agenda for the Annual Meeting of the Members. The Board of Directors may fix the date, time, location, and agenda for Regular Meetings of the Members as deemed necessary by the Board of Directors.

Section 4.2: Special Meetings. A Special Meeting is any meeting that is not an Annual or Regular Meeting. Business Members and Individual Members may attend Special Meetings. Special Meetings may be called by a $\frac{2}{3}$ vote of the Board of Directors for any purpose. Special Meetings may be called by Business Members to remove one or more Directors in accordance with the Act or to override a decision of the Board of Directors, if at least 25% of the Board Members entitled to vote submit a petition to the Board of Directors. A Special Meeting resulting from a petition of the Business Members shall be held within thirty (30) days of submission of the petition. Special Meetings may only address the issues for which they were called. Notice for a Special Meeting shall contain the purpose of the Special Meeting and the issues to be considered and shall be sent to all Members as provided in Section 4.5 below.

Section 4.3: Place of Meetings. Meetings of the Members shall be held at the principal office of the Corporation, via an internet-based service that allows for participation and moderation of multiple parties, or as otherwise directed by the Board of Directors.

Section 4.4: Notice of Meeting. The Board of Directors shall give proper notice to the membership of the date, time, location, and purpose of all member meetings called by the Board of Directors. Proper notice is considered to be at least ten (10) days prior to the date of the meeting by email or United States first class mail. Such notice shall be deemed given when deposited in the United States mail addressed to the member at the member's address as it appears in the records of the Corporation, with proper postage attached, or when sent from the Corporation's email account to the member's email address as it appears in the records of the Corporation. Notice of regularly scheduled member meetings must be given when the regularly scheduled meetings first begin, but need not be repeatedly given unless the time, date or location has been changed from the original notice. To change the date or location, three (3) days' notice is required before such a meeting is to take place.

Section 4.5: Waiver of Notice. Whenever any notice is required to be given, a waiver of notice in writing signed by the person entitled to such notice shall be deemed equivalent to the giving of such notice. A member who attends a meeting is deemed to have received or waived notice unless the member attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 4.6: Officers of the Members' Meeting. The presiding officer at members' meetings shall be the President of the Board of Directors, or the Vice President if the President is absent. If both the President and Vice President are absent, a majority of the voting members present at the meeting shall elect a chairperson. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as Secretary of a members' meeting.

Section 4.7: Quorum and Voting Requirements. Unless the Act, Articles, or bylaws require a greater vote, 35% of the membership eligible to vote at the meeting, represented in person, by proxy, or written

ballot (paper or electronic), shall constitute a quorum at a member meeting. If a quorum is present, the affirmative vote of the majority of the voting members shall be an act of the members. To encourage voter turnout, the Board of Directors may allow for a voting period that extends before and beyond the date of the meeting.

Section 4.8: Proxies. A member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

Section 4.9: Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken is signed by 80% of the members entitled to vote. Such written consent shall be an act of the members, and may be stated as such in any articles or documents filed with the Idaho Secretary of State under the Act.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1: Standard of Care. A Director shall discharge the duties of a Director, including the duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Director reasonably believes to be in the best interests of the Corporation.

In discharging these duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (a) one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (c) a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. Provided, however, that a Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted above unwarranted.

Section 5.2: Presumption of Assent. A Director who is present at a meeting of the Board of Directors is presumed to have assented to any action taken unless such Director's dissent is made known at the meeting and captured in the minutes or filed with the Secretary of the meeting within three days of the meeting. The right to file a dissent shall not apply to a Director who voted in favor of such action.

Section 5.3: Eligibility and Number of Directors. Any Business Member or Individual Member in compliance with the Membership Requirements is eligible to seek election to the Board of Directors. The Board of Directors must consist of between 12 and 30 directors elected by the Business Members as provided below (Elected Directors). The Elected Directors shall be composed of at least 1 director representing each of the following regions: north Idaho, central Idaho, eastern Idaho, and southwestern Idaho, as well as at least one director representing each of the following interests: independent restaurants, independent bars, farm/ranch interests, beverage producers, food producers, independent

grocers, coffee roasters/shops, and workforce.

No more than one (1) person affiliated with a business by ownership, employment, or family may serve on the Board of Directors at a time.

Section 5.4: Elections. The terms of the Elected Directors shall be staggered. Elected Directors shall be divided into two (2) classes and Elected Directors in each class shall be elected accordingly by a majority of the Business Members eligible to vote.

All Initial Directors shall serve until the second Annual Meeting, at which time they may choose to run for re-election in their appropriate class. Class 1 includes all regional Elected Directors. Class 2 includes all other Elected Directors.

At each Annual Meeting of members, the number of Elected Directors equal to the number of vacancies and the number in the class whose term expires at the time of such a meeting shall be elected to hold office until their term expires. Directors whose terms have expired may continue to serve until the successor is elected or appointed, unless the Board of Directors decides the seat should be vacant or eliminated.

Votes may be submitted in person at the meeting, by proxy, by mail/email so long as the mailed/emailed vote is received by the meeting, or by online voting software as determined by the Board of Directors.

Section 5.5: Appointed Directors. The Elected Directors may appoint community members as "Appointed Directors" to serve in an advisory role. Appointed Directors may participate in Board activities but have no right to vote or hold office. Appointed Directors need not be members of the Corporation and will serve a term of one (1) year with no term limit.

Section 5.6: Nominations. The Board of Directors shall notify the membership, at least thirty (30) days prior to an election of Directors, of any vacancies on the board and shall request nominations to fill the vacancies. Any member may nominate in writing themselves or another member in good standing to fill a vacant position. Nominees must provide a brief summary of why they would like to serve on the Board of Directors. The nominees and their summaries shall be included in the notice for the meeting. Write-in candidates will be allowed at the time of voting.

Section 5.7: Tenure. Elected Directors shall take office immediately following the close of the annual meeting at which they are elected. Elected Directors serve a 3 year term.

Elected Directors may not serve more than two (2) consecutive terms, and after their second term is over, one (1) year must pass before that person or any other person affiliated with that Director's business by ownership, employment or family may run for election to the Board of Directors. The Initial Directors' initial term does not count towards their term limit.

If an Elected Director ceases to be a member in good standing of the Corporation according to the Membership Requirements in effect at the time the Elected Director was elected, the Elected Director will

be considered to have resigned effective the date that the Elected Director no longer qualifies for membership.

Section 5.8: Vacancies. Any vacancy occurring on the Board of Directors, except those of Appointed Directors, may be filled by majority vote of the Board of Directors to serve until the next annual meeting of the members, at which time the Business Members shall elect a new Elected Director to serve the remainder of that seat's term. In lieu of filling a vacancy, the Board of Directors may eliminate the board seat provided the minimum number of board members required by section 5.3 are met.

Section 5.9: Removal of Directors. To the extent not inconsistent with the Act, Elected Directors may be removed: (1) by a majority vote of the Board of Directors if the Elected Director misses more than 3 board meetings in any year; or (2) by a majority vote of the voting members at a Special Meeting of the members called expressly for that purpose, with or without cause.

Any Director removed pursuant to this section or any other person affiliated with that Director's business by ownership, employment or family, will not be eligible to serve on the Board of Directors for one year starting on the date of the recall vote. Any Director removed shall turn over to the board all records belonging to the Corporation in their possession within twenty-four (24) hours.

Section 5.10: Directors and Committee Meetings. Meetings of the Board of Directors and of any committee of the Board shall be held at the principal office of the Corporation, via online meeting software, or as otherwise specified in the notice for such meeting.

A regular meeting of the Board of Directors shall be held immediately after and at the same location as the Annual Meeting of the Members; this bylaw serves as proper notice of that meeting. The Board of Directors or any board committee may decide by majority vote to hold additional regular meetings. The date and time of such regular meetings shall be determined when the vote is taken and such vote shall serve as proper notice of the regular meetings. Special meetings of the Board of Directors or any committee may be called by or at the request of the President or a chair of that committee upon written notice given to all other Directors or committee members at least three days before the meeting.

Any Director or committee member may participate in a meeting of the Board of Directors or such committee by conference telephone, web conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting.

Any member of the Corporation may attend any meeting of the Board of Directors or any committee designated thereby, provided that if the Board breaks into executive session pursuant to Section 5.14, no member other than specifically-invited members shall be permitted to attend the executive session. The Board of Directors shall ensure that the date, time, and locations of all board and committee meetings are posted in a manner that will allow the members of the Corporation to know about upcoming meetings, but direct notice to the membership is not required.

Section 5.11: Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles, or these Bylaws, 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 equivalent to the giving of such notice. Attending a meeting without notice is the same as waiving notice except where a member attends or participates for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 5.12: Quorum and Voting Requirements. A majority of the number of Elected Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of 70% of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of 70% of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Directors and committee members that attend meetings by proxy will count towards quorum. Votes may be submitted by proxy or by email/mail so long as the emailed/mailed vote is received by the time of the meeting.

Section 5.13: Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions to take, is signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 5.14: Executive Sessions. During any meeting of the Board of Directors, the Board of Directors may break into an executive session upon majority vote of the directors in attendance and only for the strict purposes of discussing issues concerning disciplinary or personnel matters of directors, members, or employees to guard their privacy, to communicate with legal counsel about pending or potential litigation, or to communicate with insurance providers regarding claims. The executive session shall be attended by only the Board of Directors and those invited by the board. The minutes for the meeting must reflect that the Board went into executive session but need not provide specific details of the discussion in executive session. No final action may be taken while in executive session.

Section 5.15: Compensation. There shall be no salaries or monetary compensation to any persons serving on the Board of Directors or on committees of the Corporation, provided that the Board of Directors shall reimburse Directors and committee members for actual expenses incurred in the performance of such service so long as the amount is approved by the Board of Directors and reviewed annually. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefor.

Section 5.16: Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which a Director of the Corporation is financially interested or in which one of more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent in which vote or consent such interested Directors may participate to the extent that they are also members; or

(c) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, that authorizes, approves, or ratifies such contract or transaction.

Section 5.17: Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

Section 5.18: Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations, and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligation, and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be of their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts reviewed by them respectively.

ARTICLE VI: OFFICERS

Section 6.1: Number and Title. The officers of the Corporation shall consist of a President, Vice

President, Secretary, and two Co-Treasurers, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The same person may not serve as both President and Secretary.

Section 6.2: Election and Term of Office. The term for officers is one year and rotation between officer positions is desired and encouraged. Officers shall be elected annually at the first Board of Directors meeting held after the Annual Meeting of the Members, or as soon as practicable thereafter.

Section 6.3: Resignation or Removal. Any officer may resign. Any officer may be removed by the Board of Directors at any time with or without cause.

Section 6.4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII: DUTIES OF OFFICERS

Section 7.1: President. The President is the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors and the membership, and may not cast a vote except for the purpose of breaking a tie. The President may sign any promissory notes, deeds, mortgages, leases, contracts, or another instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution is expressly delegated to some other officer or agent of the Corporation. The President shall perform such other duties as assigned by the Board of Directors.

Section 7.2: Vice President . In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President 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. The Vice President is expected to run for election to replace an outgoing President and to use the term as Vice President to prepare for that role. The Vice President is responsible for leading board recruitment and shall perform such other duties as assigned by the President or by the Board of Directors.

Section 7.3: Secretary. The Secretary shall prepare and maintain proper minutes of all regular and special meetings of the Board of Directors. Any recordings of all regular and special meetings shall be kept at least until the approval of the minutes by the Board of Directors. All voting conducted by the Board of Directors shall be recorded in writing noting the name of the Director and their vote of yea, nay or abstain. Minutes and voting records for all meetings must be accessible to the membership by the seventh day after their approval by the Board of Directors and shall be kept as such for the duration of the Corporation.

The Secretary shall maintain at the registered office, principal place of business, or electronic records of the Corporation, a register of members of the Corporation, showing names and addresses of the members, and their preferred method of contact. The Secretary shall have custody of and properly

protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform such other duties as assigned to the Secretary by the President or the Board of Directors. If the Secretary is unable to attend any meeting the President shall appoint another Director to perform such duties for that meeting.

Section 7.4: Co-Treasurers. The Co-Treasurers shall share the duties and responsibilities as the principal financial officers of the Corporation and shall have custody of and be responsible for all funds and securities of the Corporation. The Co-Treasurers, with the assistance of the Board of Directors, shall install an accounting system which shall be adequate to the requirements of the business and keeping proper records of all business transactions. The Co-Treasurers shall 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 such banks, trust companies, or other depositories as selected by the Board of Directors. The Co-Treasurers shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Co-Treasurers shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Co-Treasurers shall in general perform such other duties as assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VIII: COMMITTEES

Section 8.1: Formation of Committees. The Board of Directors may appoint standing committees and other such committees as the Board of Directors may deem appropriate and may create guidelines for membership, standards of operations, and decision making for committees.

Section 8.2: Authority. Committees will serve the Board of Directors and Corporation as advisory or informational groups, or as otherwise appointed. No committee shall have the authority of the Board of Directors to: (i) authorize distributions, (ii) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws.

ARTICLE IX: PROFESSIONAL STAFF

Section 9.1: Employment and Contracting. The Board of Directors may employ or contract with an Executive Director, an Administrative Manager, and/or other professional staff and determine the duties and compensation of such staff. Subject to Board approval, the Executive Director has the authority to hire and terminate subordinate operational staff.

Section 9.2: Terms of Employment and Contracting. The terms and conditions of employment and contracting of the professional staff shall be set forth in a written job description, handbook and/or

contract approved by the Board of Directors and signed by the Corporation and the professional staff person.

Section 9.3: Removal. A professional staff person hired by the Board of Directors may be terminated only (i) by the Board of Directors at a special board meeting called for such purpose, and (ii) in accordance with applicable law and the terms of the written job description, handbook and/or contract.

ARTICLE X: MISCELLANEOUS

Section 10.1: Indemnification of Officers, Directors, Employees and Agents. The Corporation may indemnify members, directors, officers, employees and agents of the Corporation to the extent permitted by and in accordance with the Act. The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

Section 10.2: Books and Records. At its registered office or principal place of business or in electronic records, the Corporation shall keep (i) correct and complete books and records of account; (ii) minutes of the proceedings of its members and Board of Directors; and (iii) a record of the names, addresses and contact information of all members. Any books, records and minutes may be in written form or in any other form capable of being converted into hard-copy form within a reasonable time. All books and records of the Corporation may be inspected by any member, or such member's agent or attorney, for any proper purpose at any reasonable time.

Section 10.3: 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 a 70% vote of the board of directors. Such authority may be general or confined to specific instances.

Section 10.4: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 10.5: 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 any of the following people: President, one or both Co-Treasurers, Executive Director, or as appointed by the board.

Section 11.6: Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 11.7: Gifts. The Board of Directors may accept on behalf of the Corporation any contribution,

gift, request or devise for the general purposes or for any special purpose of the Corporation.

Section 11.8: Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the members at the regular Annual Meeting of the Members. Any fiscal reviews or audits required by the board of directors shall follow best industry practices.

Section 10.9: Fiscal Year. The fiscal year shall begin on the first day of January and end on the last day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

Section 10.10: Regulation of Internal Affairs. The internal affairs of the Corporation shall be regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provision of the Act shall be controlling so long as such provisions of the Act are not inconsistent with the lawful provision of these Bylaws.

Section 10.11: Amendments. These bylaws may be amended, altered, or repealed and new bylaws adopted only by a majority of the vote of the Business Members in attendance at an annual meeting of the members or at a Special Meeting of Business Members called for that purpose.

Section 10.12 Dissolution. The dissolution of the Corporation shall only occur by a majority of the vote of the Business Members in attendance at a Special Meeting of Business Members called for that purpose.

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I, the duly elected President of the Corporation, do hereby certify that the foregoing revised Bylaws were duly adopted as the official Bylaws of the Corporation.

~, President

Date