

**BYLAWS OF THE
SAN JUAN ISLANDS AGRICULTURAL GUILD**

ARTICLE 1. THE CORPORATION

Section 1.1. Purpose. The primary purpose of the San Juan Islands Agricultural Guild is to foster sustainable agriculture in San Juan County, Washington. The Guild will support agriculture, agricultural production, food systems, and agriculture related education and economic development in the San Juan Islands. The Guild will coordinate its education and business development programs with other county and regional entities with similar goals. The 501(c)(3) may also pursue any reasonable activity related to the production, manufacturing, processing or sale of agricultural products, which may be lawfully undertaken by a nonprofit charitable corporation in the State of Washington.

Section 1.2. Nonprofit Corporation. The Guild is structured as a nonprofit organization under the provisions of Chapter 24.03 of the Revised Code of Washington and shall at all times be operated on a nonprofit basis, and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any Director.

ARTICLE 2. OFFICES

Section 2.1. Offices. The principal office of GUILD shall be located at its principal place of business or such other place as the Board of Directors (Board) may designate.

ARTICLE 3. MEMBERSHIP

Section 3.1. No Members. The GUILD shall initially have no members.

ARTICLE 4. DIRECTORS

Section 4.1. General Powers. The general powers, business and property of GUILD shall be exercised, conducted, and controlled by a Board of Directors. Each voting Director shall be entitled to one vote, and all questions, except as otherwise provided by law or these Bylaws shall be controlled by a majority vote of those present at a duly constituted Directors meeting.

Section 4.2. Number, Election and Term of Office. The Board of Directors shall consist of a minimum of nine (9) voting members and two (2) ex-officio, non-voting members, and a maximum of fifteen (15) voting members and three (3) ex-officio, non-voting members.

The following organizations shall be represented as follows:

1. San Juan Island Farmers Market Association – 3 members
2. Agricultural Resources Committee – 1 member
3. Economic Development Council – 1 member
4. San Juan County Fair Board – 1 member
5. WSU San Juan County Extension Office – 1 member
6. Orcas Island Farmers Market – 1 member
7. Lopez Island Farmers Market – 1 member

8. San Juan Islands Conservation District – 1 member
9. Island Grown Farmers Cooperative – 1 member
10. Restaurateur – 1 member
11. At Large
12. At Large
13. At Large

In addition to the twelve (12) specified above, there shall be three (3) at-large members who shall be broadly representative of a range of county agencies, farmers, local advocates and complementary skills. The first three at-large members may be nominated by any interested member of the community.

In addition, the Board shall have the following as ex-officio, non-voting members:

- Northwest Agriculture Business Center liaison
- Port of Friday Harbor liaison
- Skagit Valley College – San Juan Center liaison

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 or reducing the number of voting Directors to less than nine (9).

Election Procedure: The Nominating and Board Development Committee shall make known at the October meeting of the Board its proposed slate of candidates for the open directors positions. The Board will vote on the slate of Director candidates during its November Annual meeting.

Each Director shall hold office for a term of four (4) years, except that upon the initial election of the Directors, that half of the seats shall be elected for two-year terms. The term of office of each Director shall begin immediately upon election, and shall continue until the expiration of the term of office. If a Director's successor is not elected on the day designated for that purpose, then the incumbent Director shall serve until a successor has been elected. A Director may not hold more than one office.

Section 4.3. Removal of Directors. Any Director elected may be removed by a super-majority (67%) vote of the Board of Directors, whenever in their judgment the best interests of the corporation are not being served by the Director and that Director's removal would be in the best interest of the corporation. Any Director that misses three consecutive meetings without an approved reason for being absent shall be automatically removed.

Section 4.4. Resignation and Vacancies. Any Director may resign at any time by giving notice in writing to the Chair and to the Board of Directors. Resignation shall be effective upon receipt thereof. A vacancy in office because of death, resignation, removal, disqualification, or any other cause may be appointed by the Board of Directors for the unexpired portion of the term and confirmed by a majority vote of the Board of Directors. Such appointment should be in accordance to the guidelines in Section 4.2 of the Bylaws.

Section 4.5. Compensation. Neither Directors nor Officers shall receive any salary or other compensation for their services as Officers or Directors. The Board may, however, elect to reimburse Directors or Officers for actual expenses incurred on behalf of the corporation as long as the reimbursement complies with all regulations of the Internal Revenue Service for Nonprofit Corporations.

Section 4.6. Loans to Directors or Officers. The corporation may make no loans to its Directors or Officers or to any business concern owned by this corporation's Directors or Officers.

Section 4.7. Conflict of Interest. Any Board member through any company owned substantially by that Board member, or with a company in which a Board member has an operating management role that potentially will enter into business dealings with the GUILD shall disclose his/her interest in the subject company to the Board and shall not vote on any matter related to it.

ARTICLE 5. MEETINGS OF DIRECTORS

Section 5.1. Annual Meeting. The regular annual meeting of the Board of Directors for the purpose of electing Directors and Officers and transacting other business shall be held in November of each year.

Section 5.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once in every quarter to make management decisions relating to the business of the corporation. Regular meetings shall be called by the Chair, who shall also fix the time and place for holding of this meeting.

Section 5.3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board of Directors, and it shall thereupon be the duty of the Chair to fix the time and place for holding of the meeting.

Section 5.4 Meetings conducted by Roberts Rules of Order. Meetings shall be conducted pursuant to the then current version of Roberts Rules of Order. The Chair or other presiding officer may suggest the use of alternative procedures at their discretion in particular circumstances, and such alternative procedures may be utilized if approved by a majority of the Directors present and voting at the meeting in question.

Section 5.5. Notice of Directors' Meetings. Notice of the time, place and purpose of any regular or special meeting of the Board of Directors shall be delivered or given to each Director not less than three days previous thereto either personally, by email, telephone, or by mail. If notice of a meeting is mailed, such notice shall be deemed delivered three days after being deposited in the United States mail, postage fully prepaid, addressed to the Director as it appears on the records of the corporation.

Section 5.6. Waiver of Notice. Any Director may waive in writing any notice of a meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except in case a Director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been properly called or convened.

Section 5.7. Quorum. A majority of the Directors shall constitute a quorum at any properly called meeting of the Board of Directors.

Section 5.8. 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 or applicable Washington law. In the event of a tie vote, the motion shall fail.

Section 5.9. 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 a majority of the directors, unless the vote of greater number is required by these Bylaws or applicable Washington law. Such written consents may be 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 Board meeting.

Section 5.10. Proxy. A Director may vote either in person or by proxy. The proxy must be in writing and executed by the non-present Director and may be effective for not more than 45 days from the date of execution. A Director may give a proxy vote only to another voting Director.

ARTICLE 6. OFFICERS

Section 6.1. Number and Qualifications. The Officers of the corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other Officers as shall be elected by the Board of Directors, each of whom shall perform such duties as may be designated by the Board of Directors. The officers, as described, compose the Executive Committee. The Officers must be members of the Board of Directors.

Section 6.2. Election and Term of Office. The Officers shall be elected by the Directors at their annual meeting in November of each year. If the election of Officers is not held at such meeting, the election of Officers shall be held as soon thereafter as convenient. Each Officer shall hold office for a term of one (1) year or until a successor shall have been elected. A vacancy in any office shall be appointed by the Board of Directors for the unexpired portion of the term.

Section 6.3. Chair. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary and Treasurer. The Chair shall be the principal Executive Officer of the organization. The Chair may sign any deeds, mortgages, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in Bylaws of the San Juan Islands Agricultural Guild

cases in which the signing and execution shall be expressly delegated by the Board of Directors or these Bylaws to some other Officer or agent of the organization, or shall be required by law to be otherwise signed or executed. In general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.4. Vice Chair. In the absence of the Chair or when directed by the Board of Directors, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6.5. Secretary. The Secretary shall keep the minutes of meetings of the Board of Directors, and shall see that all notices are duly given in accordance with these Bylaws. The Secretary shall assure that all of the organization records are duly maintained. At the request of the Secretary, the Board of Directors may, by resolution, expressly delegate any or all of these duties.

Section 6.6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, and shall be responsible for the receipt of monies by the corporation and the issuance of receipts for all monies due and payable to the corporation in such deposition as shall be selected by the Board of Directors. At the request of the Treasurer, the Board of Directors may, by resolution, expressly delegate any or all of these duties.

Section 6.7. Past Chair. The Past Chair shall serve in an advisory capacity to the Chair and Officers and shall enjoy the same rights and privileges of other Executive Committee Members.

Section 6.8. Staff. The Board of Directors may employ an Executive/Project Director who shall employ other staff as budgeted and necessary.

Section 6.9. Removal of Officers. Any Officer elected may be removed by a majority vote of the Board of Directors, whenever in their judgment, the officer is not serving the best interests of the corporation and that Officer's removal would be in the best interest of the corporation.

Section 6.10. Resignation and Vacancies. Any Officer may resign at any time by giving notice in writing to the Chair and to the Board of Directors. Resignation shall be effective upon receipt thereof. A vacancy in office because of death, resignation, removal, disqualification, or any other cause may be appointed from the Board of Directors for the unexpired portion of one term and approved by a majority vote of the Board of Directors.

ARTICLE 7. COMMITTEES

Section 7.1 Standing and Special Committees.

Section 7.1.1. Standing Committees. The following shall be standing committees of the corporation and shall consist of those members noted below.

Executive Committee

The Executive Committee shall consist of the Officers of the corporation as provided for in Article 6 of these Bylaws and the immediate Past Chair, with the Chair of the GUILD serving as chairperson of the Executive Committee. The duties of the Executive Committee shall be to oversee the search and selection of the Executive/Project Director of GUILD. The final candidate shall be submitted to the full Board of Directors for approval. The purpose of this committee shall include preparing a strategic plan for review by the Board, conducting the annual performance evaluation and compensation of the staff members of the GUILD to be reviewed on a minimum of an annual basis and make recommended adjustments as needed, conducting the annual review of any service contracts, and other duties as assigned by the Board. The Executive Committee shall have the authority to act on behalf of the Board on matters of importance between regularly scheduled board meetings when time is of the essence and it is therefore impractical to delay a decision until the regular Board meeting

Nominating and Board Development Committee

The Committee shall be chaired by the Vice Chair and consist of four additional members appointed by the Chair. The purpose of this committee is to develop a slate of candidates consistent with the guidelines outlined in Section 4.2 of the Bylaws for Board of Director approval at the Annual meeting. Also, to regularly evaluate and enact strategies to enhance and improve the quality of the Board.

Finance Committee

The Committee shall consist of three members appointed by the Chair. The Committee members shall select the Committee Chair at the first meeting of the Committee. The purpose of this committee is to work with the Executive/Project Director each year to develop an operating budget for the organization.

Section 7.1.2. Special Committees. Special committees may be formed from time to time for such purpose as determined by the Chair.

Section 7.2. Quorum and Manner of Acting. A majority of the whole committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 8. PROFESSIONAL STAFF

Section 8.1. Executive/Project Director. The Executive/Project Director is hired by the Board. The Executive/Project Director has day-to-day responsibility for the GUILD, including carrying out the GUILD's goals and Board's policies. The Executive/Project Director will attend all Board meetings, report on the progress of the GUILD, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE 9. ACCOUNTING AND FINANCE

Section 9.1. Fiscal year. The fiscal year of the GUILD shall begin on January 1 of each year and shall end on December 31 of each year.

Section 9.2. Accounting System and Reports. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles, an appropriate accounting system.

Section 9.3. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the GUILD.

Section 9.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of monies, and all notes, bonds, or other evidence of indebtedness issued in the name of the GUILD shall be signed by such Officer or Officers, agent or agents, employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Checks of \$501 or more require the signature of the Executive/Project Director and one Officer or two signatures of the Officers.

Section 9.5. Deposits. All funds of the GUILD shall be deposited from time to time to the credit of the GUILD in such depositories as the Board of Directors may select.

Section 9.6. Audits. The Board of Directors shall determine the level of audit required (a. compilation, b. review, c. full audit) for the calendar year and appoint a Certified Public Accountant (CPA) firm subject to the approval of the Board of Directors. It is the responsibility of the Executive/Project Director to furnish the firm with the books within forty-five (45) days of the close of the calendar year. It shall be the duty of the firm to examine at the level determined by the Board of Directors the books and accounts of the Organization within ninety (90) days after the end of the calendar year and report its findings to the Board of Directors.

Section 9.7. Budget. The Executive/Project Director shall prepare the budget of the corporation, including receipts and disbursements, annually. The Budget shall be presented to the Finance Committee for review during the month of October, and shall be recommended to the Board for its approval during the November meeting with an effective date being the 1st of January of the following fiscal year. Copies of the proposed budget must be mailed by U.S. Postal Services, e-mailed or otherwise hand delivered to the members of the Board prior to the December meeting.

ARTICLE 10. INDEMNIFICATION

Section 10.1. Indemnification. Except to the extent limited by law, each person who is or was a Director or Officer of the corporation, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by the Washington Non-Profit Corporation Act and all applicable State of Washington and Federal law, against any liability, cost or expense actually and reasonably incurred by him/her in his/her capacity as a Director or Officer, or arising out of his/her status as a Director or Officer.

Section 10.2. Indemnification of Employees and Agents. The corporation, by adoption of a resolution of the Board of Director, may, but shall not be obligated to, indemnify and advance expenses to an employee or agent of the corporation, provided that any such indemnification or advances shall be of no greater extent nor subject to fewer conditions than those applicable to indemnifying and advancing expenses to Directors and Officer under these Bylaws.

ARTICLE 11. AMENDMENTS

These Bylaws and the Articles may be altered, amended or repealed by the affirmative vote of two-thirds of the Directors, present or by proxy, at any regular or special meeting. Written notice of the proposed amendment shall be sent to each member as provided in Article 5.5, and such notice will advise the Directors that the proposed amendment will be considered at the Board meeting specified in the notice.

The foregoing Bylaws are true, accurate, and complete and were adopted by resolution of the members of the Board of Directors on _____.

, Chair

, Secretary