

AMENDED BYLAWS
OF
FRIENDS OF OLYMPIA FARMERS MARKET

ARTICLE I

GENERAL MATTERS

1.1 **Statutory Registered Office and Agent.** The address of the registered office of the corporation shall be 112 4th Avenue East, Olympia, WA 98501 and the registered agent at such address shall be Kevin R. Lyon.

1.2 **Other offices.** The corporation may have such other offices, either within or without the state of incorporation, as the Board of Directors may from time to time designate.

1.3 **Fiscal Year.** The corporation's fiscal year shall end on the date designated by the directors.

1.4 **Corporate Seal.** The corporation may at its option have a seal. The seal shall be as embossed on this page.

ARTICLE II

MEMBERSHIP

2.1 **Number of Members and Qualifications.** There shall be, at all times, a minimum of fifteen (15) members of the Friends of Olympia Farmer's Market. The terms of membership in Friends of Olympia Farmer's Market shall be as follows:

Membership shall be open to any and all persons or entities who support the Friends of Olympia Farmer's Market in their mission statement, and pay any membership fee as may from time to time be determined by the Board of Directors by resolution.

2.2 **Annual Meetings.** Annual membership meetings shall occur on the second Saturday of April of each year.

2.3 **Special Meetings.** Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of fifty-one percent of the members who are entitled to vote.

2.4 **Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days

before such meeting to each member entitled to vote, addressed to the members address last appearing in the books of the association, or supplied by such member to the association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and in case of special meeting, the purpose of the meeting.

2.5 Quorum. In order to transact business at any membership meeting a quorum must be present, or represented by proxy. A quorum shall consist of at least twenty-five percent of the total membership of the association. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

2.6 Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary.

2.7 Action without a Meeting. Any action taken or to be taken at a meeting of the membership may be taken without a meeting if a consent in writing setting forth the action so taken or to be taken shall be signed by all the members. Such consent shall have the same effect as a unanimous vote, and shall be inserted in the minute book as if it were the minutes of a membership meeting.

ARTICLE III

BOARD OF DIRECTORS

3.1 Number, Tenure and Qualifications. The initial number of directors of the corporation shall be as set forth in the Articles of Incorporation; but if the minutes of any meeting of directors should indicate that a larger or lesser number have been elected, then this bylaw shall be considered to have been amended to conform to the number set forth in the minutes. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of directors and until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Washington.

3.2 Election--Term of Office. The directors shall be elected by the membership at each annual membership meeting, to hold office until the next annual membership meeting and until their respective successors are elected and quality. In the event of failure to hold an election of directors at any annual membership meeting, or failure to hold any annual membership meeting, the election of directors may be held at a special meeting of the membership called for that purpose.

3.3 Vacancies. Except as otherwise provided by law, vacancies on the Board, and newly created directorships resulting from any increase in the authorized number of directors, shall be filled by the affirmative vote of a majority of the directors then in office or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the directors.

3.4 Resignation. A director may resign at any time by delivering written notice of his or her resignation to the Secretary of the corporation, or if the Secretary cannot be found, to the President or registered agent of the corporation. The resignation shall be effective upon receipt by the Secretary, President or registered agent as the case may be.

3.5 Powers. The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall exercise all of the powers of the corporation. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the corporation as it may deem proper and which are not inconsistent with statute, the Articles of Incorporation or these Bylaws.

3.6 Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its directors an executive committee and one or more other committees each of which, to the extent provided in such resolution, or the Articles of Incorporation or these Bylaws, shall have and may exercise all the authority of the Board of Directors. Each such committee may consist of one or more of the directors. The Board may designate one or more directors as alternate directors of any committee who may replace any absent or disqualified director at any meeting of the committee.

No committee shall have the authority of the Board of Directors to amend the Articles of Incorporation, adopt a plan of merger or consolidation, or amend the Bylaws of the corporation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3.7 Regular Meetings. The usual place, day and hour for the annual meeting of the directors for the election of directors and for the transaction of such other business as may come before the meeting shall be as stated in paragraph 1.2, or such other place (within or without the state of incorporation), date, and time as may be designated in the notice of the annual meeting; provided, however, that if such day be a legal holiday, the meeting shall

be held at the same time and place on the next succeeding day which is not a legal holiday. No notice of the annual meeting of the Board of Directors shall be necessary.

Other regular meetings of the Board of Directors may be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board, without notice other than such resolution.

3.8 Special Meeting. Special meetings of the Board of Directors may be held at any time whenever called by the Chairman of the Board (if there is one), President, Secretary, or one-third of all the directors of the Association. Special meetings shall be held at such place as may be determined by the Board of Directors, or as shall be stated in the notice of the meeting if the Board has not fixed the place for holding special meetings. No business may be transacted that is not specified in the notice of the meeting. At any meeting at which all of the directors shall be present, though held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

3.9 Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required.

Notice of the time and place of all meetings of the Board of Directors other than the annual meeting shall be given by the Secretary, or by the person calling the meeting, by mail, radio, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the day upon which the meeting is to be held; provided, that no notice of any regular meeting need be given if the time and place thereof shall have been determined by resolution of the Board of Directors and a copy of such resolution has been mailed to every director at least three (3) days before the first meeting held in pursuance thereof. Mailed or telegraphed notices shall be deemed given on the date deposited in the mail, first class postage prepaid, or with a telegraph company, charges prepaid, as the case may be. Notice of a special meeting shall state the purpose for which the meeting is called and what business is proposed to be transacted.

Notice of any meeting of the Board of Directors need not be given to any director if it is waived by him or her in writing or by telegram, whether before or after such meeting is held, or if he or she is present at such meeting. 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 and he or she gives written notice of his or her objection to the Secretary prior to the commencement of the meeting.

3.10 Quorum. A majority of the directors, represented in person, shall constitute a quorum for the transaction of business. Each director shall be entitled to one vote. If a quorum is present, the act of the majority of the directors present shall be the act of the Board. The directors present at a duly organized meeting may continue to transact business until adjournment even though a sufficient number of directors have withdrawn that the remaining directors no longer constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

3.11 Action Without a Meeting. Any action taken or to 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 action so taken or to be taken shall be 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, and shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.12 Compensation. By resolution of the Board the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.13 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the corporation shall be a President, at least one Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors and who shall hold office at the pleasure of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition, the Board of

Directors may elect a Chairman of the Board, such additional vice Presidents, Assistant Secretaries and Assistant Treasurers as it may deem proper. No officer of the corporation need be a director. The officers shall be elected at the annual meeting of the Board of Directors or any special meeting called for such purpose.

4.2 Chairman of the Board. The Chairman of the Board (if there is one) shall preside at all meetings of the Board of Directors and he or she shall have and perform such other duties as from time to time may be assigned to him or her by the Board of Directors or any committee thereof.

4.3 President. The President shall have the usual executive powers pertaining to the office of President, including the general supervision, direction and control of the business of the corporation and the responsibility to carry out the resolutions adopted by the Board of Directors, subject at all times and in all matters to the direction and control of the Board of Directors. The President shall preside at meetings of the Board of Directors if the Chairman of the Board (if there is one) is not present.

4.4 Vice President. In the absence or disability of the President, or in the event that for any reason it is impracticable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their election) shall have the powers and duties of the President. Each Vice President shall have such other powers and duties as shall be assigned to him or her by the Chairman of the Board (if there is one), the President or the Board of Directors.

4.5 Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the directors, and all other notices required by statute, the Articles, or these Bylaws. He or she shall record all of the proceedings of the meetings of the directors in a proper corporation minute book. If the corporation has a seal, the Secretary shall have custody of it and shall affix it to all proper corporation documents and instruments, and when so affixed shall attest the same. He or she shall also perform such other duties as may be assigned to him or her by the President or the Board of Directors.

4.6 Assistant Secretaries. An Assistant Secretary (or in the event there be more than one Assistant Secretary, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall, in the absence or disability of the Secretary, or in the event that for any reason it is impracticable for the Secretary to act, have the powers and duties of the Secretary.

4.7 **Treasurer**. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, the Chairman of the Board (if there is one), or the President, taking proper vouchers for such disbursements. He or she shall render to the Chairman of the Board (if there is one), President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors he or she shall give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe. The Treasurer shall also perform such other duties as may be assigned by him or her by the Chairman of the Board (if there is one), President or the Board of Directors.

4.8 **Assistant Treasurers**. An Assistant Treasurer (or in the event there be more than one Assistant Treasurer, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall in the absence of the Treasurer, or in the event that for any reason it is impracticable for the Treasurer to act, have the powers and the duties of the Treasurer. If required by the Board of Directors he or she shall give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

4.9 **Vacancies**. Vacancies in any office arising from any cause may be filled by majority vote of the Board of Directors at any meeting of the directors.

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

4.11 **Salaries**. The salaries of all officers of the corporation shall be fixed by the Board of Directors. The directors may authorize the Chairman of the Board (if there is one) or the President to fix the salaries of one or more of the other officers.

4.12 **Removal**. Any officer, employee or agent of the corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served

thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.13 Fidelity Bonds. The Board may require some or all of the directors, officers, employees, and agents of the corporation to furnish adequate fidelity bonds in such amount and with such surety as the Board shall prescribe. The premiums on such bonds (including those required to be furnished by the Treasurer and Assistant Treasurer) shall be paid by the corporation.

ARTICLE V

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

5.1 To the fullest extent permitted by the Washington Nonprofit Corporation Act, RCW 24.03, the personal liability of a director to the corporation shall be eliminated and the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by him or her, in connection with such action, suit or proceeding, to the full extent allowed by applicable law.

5.2 Reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding:

A. Upon receipt by the corporation of a written undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person has not met the standard of conduct necessary for indemnification by the corporation as authorized by this section; and

B. Either:

(1) After a determination that the information then known to those making the determination (without undertaking further investigation for the purposes thereof) does not establish that indemnification would not be permissible under applicable law; or

(2) Upon receipt by the corporation of a written affirmation by the director, officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation as authorized in this Article; and

The undertaking required by paragraph 1 of this subsection shall be an unlimited general obligation of the director, officer, employee or agent, but need not be secured and may be accepted without reference to financial ability to make the repayment.

5.3 The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

5.4 Any indemnification of a director in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the Board of Directors with the notice of the next directors' meeting or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature of such indemnification.

ARTICLE VI

MULTIPLE INTERESTS OF DIRECTORS OR OFFICERS

6.1 Multiple Interests of Directors Or Officers. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest therein, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her vote is counted for such purpose, nor shall the director or officer be required to account to the corporation for any profit or benefit derived by him or her from such contract or transaction if:

A. The fact of his or her interest is disclosed or is known to the Board of Directors or the committee, and the Board

or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

B. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, or a committee thereof.

6.2 Quorum at Directors' Meeting. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorized the contract or transaction.

ARTICLE VII

AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed or new Bylaws adopted by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board, if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the Board of Directors shall not amend, alter, repeal or adopt any Bylaw in such a manner as to affect the qualifications, classifications, term of office or compensation of the Directors in any way.

ARTICLE VIII

MISCELLANEOUS

8.1 Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of directors where those rules are not inconsistent with statute, the Articles of Incorporation, these Bylaws or special rules of order of the corporation.

8.2 Books and Records.

A. Records of corporation meetings. The corporation shall cause to be kept complete records of all the proceedings of the Board of Directors.

B. Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when certified by the President or Secretary.

C. Books of Account. The corporation shall keep appropriate and complete books of account.

8.3 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made to directors or officers of the corporation.

8.4 Deposits. All 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 elect.

8.5 Checks. 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 officers or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

CERTIFICATE OF ADOPTION

The foregoing were duly adopted as the Bylaws of the corporation by the Board of Directors on the _____ day of _____, 199_.

_____, Secretary