

**PARKROSE FARMERS' MARKET
A NONPROFIT CORPORATION
BYLAWS**

ARTICLE I – NAME

The name of the corporation shall be the Parkrose Farmers' Market. The principal office of the corporation shall be in Oregon.

ARTICLE II – INCORPORATION

This Association is an Oregon nonprofit corporation evidenced by the Articles of Incorporation issued October 10, 2007, by the Office of the Secretary of State of Oregon.

ARTICLE III – OFFICES

The Registered Agent will be appointed by the Board, and mailing address of the corporation will be P.O. Box 20007, Portland, Oregon 97294.

ARTICLE IV – PURPOSE

The specific purpose of this corporation shall be:

1. Provide a location for local farmers to sell their products;
 2. Help improve the local agricultural economy while providing a needed service for the community;
 3. To recognize local farmers for their unique and local significance;
 4. To introduce community members to the neighborhood and school, and fill a missing void in East Portland, which has limited access to a farmers' market;
 5. Promote the Parkrose area as a resource for food and community, which is currently absent;
 6. To demonstrate the need for saving farm land, forests, and open spaces in the face of growing density;
 7. To serve as a place to form new bonds with outreach programs and Neighborhood Associations, building a closer, tighter community for years to come;
 8. To provide a safe place for families to gather in a friendly atmosphere;
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9. To help other not-for-profit organizations, such as land use, Portland Parks and Recreation, and other planning ideas to the community.

ARTICLE V – MEMBERS

Section 1. Classes and Voting.

There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

Section 2. Qualifications.

A person shall become a member of the corporation by paying the annual membership fee, and upon approval by the Board of Directors.

Section 3. Termination of Membership.

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally, or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting.

The annual meeting of the members shall be held during the month of November or December.

Section 5. Special Meetings.

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6. Notice of Meeting.

Notice of all meetings of the members shall be given to each member by posting on a public site at least 7 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

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Section 7. Quorum and Voting.

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently.

Section 8. Proxy Voting.

There shall be no voting by proxy.

Section 9. Action by Consent.

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be approved by all the members.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Duties.

The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications.

The number of Directors may vary between a minimum of three and a maximum of seven.

Section 3. Term and Election.

The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms she or he may serve. The Board shall be elected by the members at the annual meeting of the members by a majority vote of the members represented and voting.

Section 4. Removal.

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5. Vacancies.

Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action.

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of

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directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone, mail, or e-mail communication, not less than two days prior to the special meeting.

Section 9. Alternative Meeting Venue.

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 10. No Salary.

Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service. A member of the Board may serve as Market Master for a fee or service separate from service to the Board.

Section 11. Action by Consent.

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be approved by all the Directors.

ARTICLE VII – OFFICERS

Section 1. Titles.

The officers of this corporation shall be the President, Secretary, and Treasurer.

Section 2. Election.

The Board of Directors shall elect a President and Treasurer to serve two-year terms, based on even years, and the Secretary and Vice-President (if there is a vice-president, although one is not required) based on odd-year terms. An officer may be reelected without limitation on the number of terms the officer may serve. Only members of the Board of

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Directors can be officers of this corporation. The difference in terms is so that there are always experienced members on the Board of Directors.

Section 3. Vacancy.

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers.

The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President.

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Secretary.

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have overall responsibility for the financial records of the corporation. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) maintaining current and accurate membership lists; and (f) any other duties as may be prescribed by the Board of Directors.

ARTICLE VIII – CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No

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amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Association shall be as determined by the Board of Directors.

ARTICLE X – CONFLICTS

In the event of any irreconcilable conflict between these bylaws and either the Association's Articles of Incorporation or applicable law, the latter shall control.

ARTICLE XI – AMENDMENTS TO BYLAWS

Both the Board of Directors and the members must vote to amend or repeal these Bylaws or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. The members must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ADOPTED this 11th day of January, 2014.

Signature of Corporate Officer: _____

Print Name: _____

Title: _____