

BYLAWS OF NORTHWEST VEG

Article 1. Purpose

Section 1.1 Purpose: Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

Section 1.2 Mission: The mission of this corporation shall be to educate and encourage people to make vegan choices for a healthy, sustainable, and compassionate world.

Article 2. Membership and Membership Meetings

Section 2.1 Classes and voting: There shall be one class of members in this corporation. Each membership¹ 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 2.2 Qualifications: Membership is open to all persons. Members are those who have paid annual membership dues, or other non-monetary compensation such as volunteer time, as determined by the Board of Directors. A member may resign at any time.

Section 2.3 Termination of Membership: Membership may be terminated by the Board 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 5 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 2.4 Annual Meeting: An annual meeting of the membership shall be held at least once in the calendar year, normally in the month of June², at a place to be determined by the Board of Directors. Members may propose and vote on any matter allowed under Section 2.1, provided that notice of the proposal and vote is included in the meeting notice. Such notice shall be included if requested by at least 2 members at least 35 days prior to the meeting date.

Section 2.5 Special Meetings: Special meetings of the members may be called by the Board of Directors or by written request of a number of members exceeding the square root of the total number of paid-up memberships, delivered to the corporation's Secretary or Registered Agent³. Such request by the members shall describe the purpose of the meeting.

Section 2.6 Notice of Meeting: Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 10 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purpose of the meeting. Special meetings will be called within 60 days of legitimate requests from the membership. The accidental omission to give notice of a meeting to any member, or the non-receipt of notice of a meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the corporation or any committee thereof.

Section 2.7 Quorum and Voting: A quorum shall consist of the square root of the number of paid-up members of the corporation. A majority voting is an act of the members, unless these Bylaws or the law provide differently. There shall be no voting by proxy.

Section 2.8 Use of Members' Data: The corporation will utilize member lists and other member data

¹ Footnotes are for explanatory purposes only and are not part of the official bylaws. Family memberships and above are considered a single membership for the purpose of voting and quorum determination, but members of the same family may choose to join as independent individual members.

² Annual meetings are held on the third Sunday in June, unless otherwise announced by Northwest VEG.

³ The Registered Agent name and contact information is available through Oregon Secretary of State's Business Registry website

for board-authorized purposes in pursuance of the stated mission (Section 1.2). Access to members' data is limited to those serving as agents in carrying out the official business of the corporation, as prescribed by the Board of Directors.

Article 3. Board of Directors

Section 3.1 Duties: The affairs of the corporation shall be managed by the Board of Directors.

Section 3.2 Number: The Board shall consist of five to fifteen members and these members shall be referred to as directors.

Section 3.3 Term and Election: The term of office for directors shall be two years, beginning on July 1 and ending on June 30 two years later, except that the Board may make provisions to stagger the terms of Directors by designating terms of one year or three years so that each year the terms of fifty percent or fewer Directors shall expire. A director may be reelected without limitation. Election may be held at the annual meeting or by written ballot, as determined by the Board. Ballots may be cast by email, postal mail, electronic voting, or other means, or a combination thereof, as designated by the Board and allowed by law. Information provided with the ballot must indicate the number of votes required to meet quorum requirements and the date that the ballot must be received by Northwest VEG in order to be counted. The Board shall be elected by a majority vote of ballots cast, provided that the number of votes cast equals or exceeds the quorum requirements in Section 2.7.

Section 3.4 Qualifications: All directors shall be members of the corporation.

Section 3.5 Vacancies: Vacancies on the Board of Directors and newly created Board positions may be filled by a majority vote of the Directors then on the Board of Directors. The term of a director chosen in this manner to fill a vacancy shall end the following June 30 unless he/she is elected to serve beyond that date.

Section 3.6 Removals: A director may be removed, with or without cause, by a vote of two-thirds of the members present at a meeting called for that purpose. If a director is absent and unexcused by the President from any three regularly called Board meetings in any consecutive 12-month period, said director's seat shall immediately be declared vacant.

Section 3.7 Board Meetings: Regular meetings of the Board shall be held at least quarterly and shall be open to all members. Notice of the date, time, place, and purpose of the meeting shall be provided as directed by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these bylaws. Special meetings may be called anytime by the President by giving at least 3 days notice to the directors, or by written request to the President by 50% of the directors.

Section 3.8 Quorum and Conduct of Board Meetings: Each meeting shall include the President, or another officer delegated to preside, in order to constitute a quorum. A quorum at a Board meeting shall be at least 60% of the number of Directors in office immediately before the meeting begins. A majority vote of Directors in office, provided that a quorum is present, is required to establish committees that exercise Board functions, to fill Board vacancies, to amend the Articles of Incorporation, to amend these Bylaws, to sell or dispose of assets not in the regular course of business, to merge, to dissolve, or for other matters where such action is taken by that majority as required by law. An affirmative vote of at least 70% of Directors in attendance and voting (excluding abstentions, but not less than the majority of Directors in attendance), or a majority of Directors in office, whichever is less, is required to approve any other motion or action. Proxy voting shall not be allowed. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 3.9 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 written consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or

adopted by a Director with the intent to sign.

Section 3.10 Compensation and Reimbursement: Directors and committee members serve as unpaid volunteers.

Article 4. Committees

Section 4.1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 4.2 Finance Committee: A Finance Committee, consisting of the Treasurer and at least two other directors, shall oversee the preparation of records and data specified in Section 5.2 under Treasurer.

Section 4.3 Other Committees: The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 4.4 Composition of Committees Exercising Board Functions: Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time.

Section 4.5 Quorum and Action: A quorum at a Committee meeting exercising Board authority shall be at least 60% of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a 70% majority vote of Directors present, or by a majority of Directors who are members of the committee, whichever is less.

Section 4.6 Limitations on the Authority of Committees: No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article 5. Officers and Duties

Section 5.1 Officers: The corporation shall have four officers: President, Vice President, Secretary, and Treasurer, each of whom shall also be a member of the Board of Directors. The duties of these four offices, found in Section 5.2, may be further delineated to assist in the effectiveness and efficiency of governance. In the interest of efficiency, the duties of each of these four positions may be divided between two directors.

Section 5.2 Duties:

President: It shall be the duty of the President to preside at all meetings of the Board and the membership, and arrange for a written agenda for such meetings. The President shall be an ex-officio member of all standing and ad hoc committees. The President shall have general supervision over the business of the corporation and shall have additional powers as conferred by the Board.

Vice President: The Vice President shall assist the President in all matters pertaining to the office of President. In the absence of the President, the Vice President shall discharge all the duties of that office.

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) maintenance of current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

Treasurer: The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance 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) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; (e) prepare and file any financial records required by any governmental jurisdiction in order for the corporation to maintain a legal nonprofit status; and (f) any other duties as may be prescribed by the Board of Directors.

Section 5.3 Election of Officers: The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms she or he may serve..

Section 5.4 Installation: The newly elected officers shall assume their duties immediately following election by the Board of Directors.

Section 5.5 Vacancies: A vacancy of any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 5.6 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.

Article 6. Corporate Records

Section 6.1 Rights To Inspection and Copying of Documents: Every director and paid up member shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation unless otherwise proscribed by the Articles of Incorporation or these bylaws as in section 2.8 for the Use of Members' Data.

Article 7. Liability, Indemnification, and Insurance

Section 7.1 Indemnification By Corporation Of Directors, Officer, Employees and Other Agents: 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, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No 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 8. Amendments to Bylaws

Section 8.1 Amendments to Bylaws: The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors currently in office, if a quorum is present. Any amendment to the Bylaws to increase the quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment, each Director shall be given at least seven 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. If the proposed amendment would not be subject to a vote by the membership, members shall be notified of the proposal and provided an opportunity to comment or attend a meeting prior to adoption of the amendment by the Board.

Section 8.2 Limit on Changes: Any changes to these bylaws shall not contain any provisions for the regulation and management of this corporation inconsistent with chapter 65 of the Oregon Revised Statutes, Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions), or the Articles of Incorporation of this corporation.