

BY-LAWS

OF THE

~~YAKIMA~~YAKIMA-KLICKITAT COUNTY FARM BUREAU

AS AMENDED ~~OCTOBER 26, 2022~~ [Date]

ARTICLE I

NAME AND OBJECT

Section 1. Name. The name of this organization, previously known as “Yakima County Farm Bureau”, shall hereafter be the ~~Yakima~~Yakima-Klickitat County Farm Bureau.

Section 2. Object. The purpose for which this organization is formed are: to develop and correlate the activities of the members in their efforts to promote the most profitable and permanent system of agriculture; to engage in any activity in connection with the production, marketing, manufacturing, buying, selling or supplying of livestock, grains, fruit and vegetables and any other related activities on a cooperative basis to or for its members;~~;~~ to affiliate with other county Farm Bureaus and ~~and to unite with and to unite with other county Farm Bureau Federation~~agricultural entities; to further the study and enactment of a constructive legislative program.

This is organized under Title 24; Chapter ~~24.04~~24.03A of the Laws of the State of Washington relating to Non-Profit Corporations and Associations and shall have the rights with regard to dealing in the products of members and non-members and rendering its services to members and non-members provided for in the law.

ARTICLE II

MEMBERS AND ASSOCIATE MEMBERS

Section 1. Regular Voting Members. Only persons and partnerships, unincorporated associations and corporations, organized for agricultural purposes, actively engaged in the business of producing agricultural products, including lessees and tenants of land used for such production, lessors and landlords who receive as rent, either in kind or in cash, all or part of the crop raised on the leased or rented premises, or persons retired from same or employed by same are eligible for membership in this County Farm Bureau, may make an application to become a member. Any individual receiving or having the potential to receive more than \$2500 in gross farm income is included in this category. ~~and, These individuals, - if~~ accepted by the Board of Directors, shall upon execution of the membership agreement, be entitled to the rights and privileges of membership.

Section 2. Non-Voting Members.

a) Associate Members. Other persons, partnerships, unincorporated associations and corporations interested in agriculture, or young minor farmers including minor students actively involved in 4-H or FFA may make an~~d~~ application to become an associate member, and if accepted shall, upon

execution of the membership agreement, be entitled to all the rights and privileges of associate membership. Associate Members shall not have the right to vote or hold office.

- b) Business Associate Members. Business engaged in allied trades, such as dealers in farm supplies, implements, financial institutions, etc., who are interested in supporting agriculture and the Yakima-Klickitat County Farm Bureau. Business Associate Members shall not have the right to vote or hold office.

Section 3. New Categories and/or Classes of Membership. The Board of Directors is authorized to create new categories and/or classes of membership for people associated with agriculture. The authority granted under Section 3 of these bylaws includes determining and implementing dues for the new category or class, subject to membership approval at the next annual or special meeting. No new Category and/or Class of Membership shall be created without the approval of the majority of the Board of Directors and any Class or Category of membership created under this section shall be beholden to these Bylaws.

Section 43. Membership Rights. The membership rights of members and associate members are as follows:

- (a) Rights and privileges of membership in the case of partnerships, unincorporated associations, or corporations and not to any individual who is a member shareholder, officer, employee, or agent thereof.
- (b) Any partnership or unincorporated association not a member of this Association shall be entitled to the rights and privileges of membership, except the right to vote, if all the individual members of such partnerships or unincorporated associations are members or associate members of this Association in good standing in the individual capacities.
- (c) Members of the family household of a natural person, member, or associate member of the Association, may be defined from time to time by the Board of Directors of this Association as "Family members" who shall be entitled to the rights and privileges of membership. Such family members, as defined by the Board of Directors, shall include the spouse of the ~~ember~~member and unmarried children of the member who are under 25 years of age. No person shall be defined as a family member unless domiciled in the home of the member, attending school, or on active duty in the Armed Services of the United States. A family membership may be defined from time to time by the Board of directors of the Association.

Section 54. Joint Membership. Two or more partnerships, unincorporated associations or corporations, or any combination thereof, shall not be accepted as members of this Association upon a single membership agreement.

Section 65. Relations with Washington State Farm Bureau Federation. This Association ~~shall~~may, but is not required to, enter into a uniform cooperative agreement with the Washington State Farm Bureau Federation for the purposes of coordinating and strengthening the activities of said State and County organizations.

This Association ~~shall~~may, but is not required to, unite with the Washington State Farm Bureau Federation in a joint membership arrangement for its members, wherein each member of this Association shall also become a member of the Washington State Farm Bureau with the obligations attached thereto and the rights and privileges of membership therein.

Section 76. Dues.

- a) If this Association is a member of the Washington State Farm Bureau, and has entered into a uniform cooperative agreement with the Washington State Farm Bureau, the annual dues of the

~~Yakima~~Yakima-Klickitat County Farm Bureau shall be \$25.~~00~~ more than the combined annual dues of the Washington State Farm Bureau Federation and the American Farm Bureau Federation.

- b) Refer to Article II, Section 3 for initial dues of a new membership category or class.
- c) Associate member dues shall be an amount set by the Washington State Farm Bureau Federation only if the Association is a member of the Washington State Farm Bureau and has entered into a uniform cooperative agreement with the Washington Sate Farm Bureau.
- d) Dues paid to the Yakima-Klickitat County Farm Bureau are non-refundable.

Section 87. Membership In Good Standing. A member of this Association shall be deemed in good standing if the membership fee has been paid for the current membership year, the qualifications for the appropriate membership class have been met, and the membership has been approved by the Board of Directors. ~~and he has complied with other requirements of this section.~~

~~The definition of membership in good standing duly adopted and promulgated at any annual meeting of the Voting Delegates of the Washington State Farm Bureau Federations shall become the definition of membership in good standing of this County Farm Bureau.~~

The foregoing rule shall also prevail where the matter of membership in good standing is the basis for fixing a right to or a privilege of membership in any associated, affiliated, or subsidiary organization of the Association or the ~~Yakima~~Yakima-Klickitat County Farm Bureau.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Meetings. The annual meeting of members shall be held at a time and place and in a manner to be determined by the Board of Directors. Special meetings of members may be called by the President, by ~~t~~Two-thirds (2/3) vote of the duly elected Board of Directors, or by a written request signed by at least 10% of the membership.

Section 2. Notice. Notice of meetings of members and of all matters concerning this Association shall be deemed to have been duly given if notice thereof in writing has been placed in the mail, postage prepaid, addressed to the last known post office address of the member, or if notice thereof has been printed in the official publication of this Association. Notice of meetings of member shall be given not less than ten or more than forty days previous to such meetings.

Section 3. Quorum. Ten percent (10%) of ~~25~~ by number of the voting members in good standing shall constitute a quorum for the transaction of any and all business at any annual or special meeting, and the favorable vote of a majority of such members present in quorum shall be necessary for the determination of any matter.

Section 4. Voting. The privilege of voting shall be at any special or regular ~~meeting~~meetings of the membership. Voting privileges shall be extended to both the husband, wifespouses. In the absence of a spouse, -and any other lawful member of the family between the age of 16 and 22 who may be domiciled in the home under a “family membership” may vote. Voting privileges for a family membership shall not exceed two votes.

Section 5. Privileges Of the Floor. Members in good standing shall be entitled to the privileges of the floor, subject to the rules governing the meeting.

Section 6. Presiding Officer. The President shall preside at all meetings of the members of this Association; In his or her absence the next officer in due order who ~~M~~ay be present shall preside and for such purpose the order of the officers shall be as follows: President, Vice-Presidents, Secretary and Treasurer.

Section 7. Election of Directors. At the first meeting of members, and at each annual meeting thereafter, a Board of Directors shall be elected to serve until their successors are duly elected and qualified. The Directors terms shall be for two years and are eligible for re-election by the membership. All elections for Directors shall be by ballot, unless this rule is waived by ~~a~~ unanimous consent of all members present.

Section 8. Nomination. The President of this Association, with approval of the Board, shall appoint a nomination committee of members in good standing for the purpose of making the required nomination to the Board of Directors. Such nominations shall be presented to the members of this Association at the annual meeting. Nominations may also be made from the floor at annual meetings and shall be called for by the presiding office.

Section 9. Washington State Farm Bureau Federations Delegates. If this Association is a member of the Washington State Farm Bureau and has entered into a uniform cooperative agreement with the Washington Sate Farm Bureau, ~~t~~The members of the Association shall be represented at all meetings of the Washington State Farm Bureau Federation by Voting Delegates as provided in the By-Laws of the Washington State Farm Bureau Federation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Authority. The business and property of this corporation shall be managed and controlled by a Board of Directors. The Board of Directors shall consist of the President and three (3) Vice-Presidents, and not less than ~~nt five~~ three (3) and not to exceed fifteen (15) elected members.

The Board of Directors shall determine the exact district boundaries. There shall be three (3) districts, and the board shall delineate them on a map of the county. A copy of which will be maintained in the ~~Yakima~~ Yakima-Klickitat County Farm Bureau office for reference.

Such districts must have a minimum of fifteen (15) members ~~in order~~ to be eligible to nominate candidates for Director. If a district does not qualify with the minimum membership requirements, no Director shall be elected from said district.

Each District that qualifies shall be entitled to have four (4) persons elected to the Board of Directors for two (2) year terms, some terms elected in even years and some in odd years.

The Nominating Committee heretofore provided shall select nominees. In addition, the nominating committee shall select three (3) members-at-large. The member-at-large positions ~~s~~ may be from anywhere in ~~the~~ Yakima or Klickitat County, until such time as Klickitat County forms a County Farm Bureau.

In addition, if there is a County Women's Committee and/or Young Farmer or Rancher Committee, the ~~chairman~~ chairperson of each shall be a member of the Board of Directors with voting power.

Section 2. Qualifications. The members of the Board of Directors must be voting members of this Association in good standing.

Section 3. Meetings. The Board of Directors shall meet as soon as practicable after the annual meeting of this Association at times and places fixed by the Board. Meetings of the Board shall be held in person or by remote communication methods that permit all officers and directors to participate electronically simultaneously and in accordance with RCW 24.03A.550 means, including, but not limited to, videoconferencing or teleconference. Any ~~electronic meeting~~ remote communication method shall be conducted via technology reasonably available to all Directors.

Section 4. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Voting. The ~~Majority of the~~ Board of Directors shall be allowed to vote on business matters/transactions in person or by remote communication methods described in Article IV, Section 3, electronic means, including, but not limited to, videoconferencing, email or teleconference. ~~Any electronic voting shall be conducted via technology reasonably available to all Directors.~~

Section 6. Removal from Office. The following shall constitute sufficient grounds for the removal from office of any officer or director without the necessity of a vote of the Board of ~~of~~ Directors.

1. Death
2. Removal of legal residence from county
3. Filing papers for candidacy to any national, state or county political elective or appointive office for which there is remuneration.
4. Being or becoming a fulltime employee of the Association
5. Being or becoming a full or part time employee of agent of any service affiliated with either the State Farm Bureau Federation or ~~f~~ the County Farm Bureau
6. Non-Attendance at three successive ~~Board~~ Board of Directors meetings for causes other than sickness.
7. Formal or written resignation

On the happening of any of the grounds above set out, the same shall be reported to the Board at its next meeting and noted in the minutes of said meeting.

Section 7. Vacancy. In case of a vacancy on the Board of Directors or Officers, the remaining members of the Board may elect a successor, having the necessary qualifications therein prescribed, to fill the unexpired term of office, if any.

Section 8. Authorization for Participation in Stakeholder, Community Organizations or other Groups. For the purpose of local organization, stakeholder groups and representation, the Board of Directors shall have authority to duly designate a representative.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Appointment. All elected officers together with one other person from the Board may be designated by the Board of Directors from among its number shall constitute an executive committee. The

term of office of the designated member shall be one year or until his successor has been appointed and accepted.

Section 2. Authority. The Executive Committee shall exercise such powers as may be delegated to it by the Board of Directors in the intervals between meetings of the Board and shall report its actions at each meeting of the Board. Full minutes of all meetings of the Executive Committee shall be kept and submitted to the Board.

Section 3. Quorum and Procedure. Subject to any regulation prescribed by the Board of Directors, the Executive Committee shall constitute a quorum.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the County Farm Bureau shall be a President, three (3) Vice-Presidents, Secretary and Treasurer. The President and Vice-Presidents shall be elected for a term of one year by the members at an annual or special meeting. The Secretary and Treasurer shall be elected annually by the Board of Directors. The offices of Secretary and Treasurer may be combined.

Section 2. Qualifications. The officers shall be voting members of the Association in good standing.

Section 3. President. The President shall be Chief Executive Officer of this Association. He or she shall preside atover all meetings of the members, the Board of Directors and the Executive Committee. He or she shall have general charge of the business of this Association, subject to the approval and control of the Board of Directors.

Section 4. Vice-Presidents. One Vice-President shall, in the absence of the President, exercise the powers and perform the duties of the President; otherwise, he or she shall have such powers and perform such duties as may be assigned to him or her by the President of the Board of Directors.

Section 5. Secretary. The Secretary shall keep minutes of the meetings of the members, the Board of Directors, and the Executive Committee. He or she shall attend to the giving of all required notices. In addition, he or she shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 6. Treasurer. The Treasurer shall keep a full and accurate account of the receipts and disbursements; deposit all money, checks and other obligations to the credit of this Association in such depository or depositories as may be designated by the Board of Directors; Disburse the funds of the Association as ordered by the Board of Directors, taking proper vouchers for such disbursements; render a statement of account and transactions whenever required by the Board of Directors. Make a complete annual statement before each annual meeting which shall be verified by audit as directed by the Board of Directors; and generally, perform all duties incident to the position of treasurer, under the control of the Board of Directors.

The Treasurer may furnish a bond conditioned for the faithful accounting for the dues and property in his or her custody in such amount as may be fixed by the Board of Directors. The premium on such bond shall be paid by this Association.

ARTICLE VII

FINANCE AND COMMERCIAL ACTIVITIES

Section 1. Investment of Funds. Investments of funds of this Association, over and above its cash requirement in its operation, may be made by the Treasurer on its behalf and in its name, in United States Treasury Bonds and United States Treasury Certificates and Notes. Investments in stock and evidence of indebtedness of corporations whose activities will directly or indirectly promote agriculture or interests of those engaged therein may be made on behalf of this Association and in its name, upon consent of a majority of members present at any regular or special meetings of members called for the purpose.

Section 2. Borrowing Funds. The Board of Directors may, upon consent of the Association expressed by a majority vote of members present at any regular or special meeting called for that purpose, borrow money to be used solely for the purpose of this Association and may pledge its property; therefore, ~~p~~Provided, always, that a quorum be present at such meeting.

ARTICLE VIII

SUNDRY PROVISIONS

Section 1. Fiscal Year. The ~~f~~iscal year of the Association shall begin on the first day of October and terminate on the last day of September in each year.

Section 2. Order of Business. The order of business at all meetings, ~~insofar as as much as practicable possible~~, shall be as follows:

- | | |
|-------------------------|-------------------------------|
| (a) Call to order | (e) Report of Committees |
| (b) Roll Call | (f) Unfinished Business |
| (c) Reading of minutes | (g) New Business |
| (d) Report of Secretary | (h) Election and Appointments |
| | (j) Adjournment |

Section 3. Committees. The president with the advice and approval of the Board of Directors, shall appoint all standing and special committee ~~chairmen~~chairpersons. The President and Secretary shall be members, ex-officio, thereof.

Section 4. Contributions. This Association may receive, at the discretion of its Board of Directors, ~~v~~Voluntary contributions in the support of its program of work and activities, and for special purposes.

Section 5. Remuneration. Members of the Board of Directors, Executive Committee and Officers shall serve without remuneration, as such, ~~but~~y may be reimbursed at the discretion of the Board of Directors to cover necessary expense of travel and subsistence when serving this Association, except that special remuneration for services rendered by the Secretary and Treasurer may be paid at the discretion of the Board.

ARTICLE IX

INDEMNIFICATION

Section 1. The Association shall indemnify each Director, Officer or Employee (or former Director, Officer or Employee), his or her heirs, executors and administrators, against any and all liability and

reasonable expenses that may be incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being, or having been, a Director, Officer or Employee of the Association, or, at its request, of any other corporation affiliated with it or of which it is a stockholder or creditor and from which he or she is not entitled to be indemnified, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

Section 2. The foregoing right to indemnification shall be in addition to, and not exclusive of, any other rights to which such Director, Officer or Employee may be entitled.

ARTICLE IX

AMENDMENT OF BY-LAWS

Section 1. Amendment of By-Laws. These By-Laws may be amended, replaced~~s~~ or altered at any regular meeting of the members of this Association, or at any special meeting of such members called for that purpose, by the affirmative– vote of a majority of the members present in quorum, due notice of such meetings having been given, provided that the purpose to amend such By-Laws and a brief statement of the proposed amendment shall be included in the notice of any such special meeting. Any member may request the full text of the by-laws with the proposed changes before the meeting, to be sent electronically or by mail.

Section 2. Proposed By-Laws Amendments. Any changes shall be preceded by a 30-day written notice from the Board of Directors to the voting membership. Such notice shall state the time, date and place of the meeting to consider the amendments.

ARTICLE XI

DISSOLUTION OF THE ORGANIZATION AND MISCELLANEOUS PROVISIONS

Section 1. Dissolution. In the event of the dissolution of this organization, the assets of the Yakima-Klickitat County Farm Bureau shall be distributed to benefit agricultural advocacy organization(s) in the state of Washington, with preference given to organizations in Yakima and/or Klickitat County. The distribution shall be consistent with the goals of this organization and in keeping with the exempt purposes specified in Section 501(c)(5) of the Internal Revenue Code, and as approved by a vote of the Board of Directors.

Section 2. Electronic Notice. Notwithstanding any provision in these Bylaws or any applicable statute requiring notice to be provided in writing, any notice required or permitted to be given to any party under these Bylaws or pursuant to applicable law may be given via electronic transmission, including but not limited to email. Notice provided electronically shall be deemed effective upon transmission, provided no delivery failure message or similar notification is received by the sender. The electronic notice shall contain all information and/or accompanying documents that would otherwise be required if the notice were provided by mail or other method of delivery. This clause applies to any notice required under these Bylaws, the Association’s Articles of Incorporation, or any applicable statute.