

EXHIBIT A2

**RESTATED BYLAWS
OF
OREGON TILTH INC.**

July 19, 2016

TABLE OF CONTENTS

ARTICLE 1	<u>PURPOSES</u>	1
ARTICLE 2	<u>MEMBERS</u>	1
Section 1.	<u>MEMBER CLASSES</u>	1
Section 2.	<u>QUALIFICATIONS</u>	1
Section 3.	<u>DUES</u>	2
Section 4.	<u>TERM</u>	2
Section 5.	<u>VOLUNTARY RESIGNATION AND REVOCATION</u>	2
Section 6.	<u>EFFECT OF TERMINATION OF MEMBERSHIP</u>	2
Section 7.	<u>MEETINGS OF THE MEMBERS</u>	2
Section 8.	<u>NOTICE</u>	3
Section 9.	<u>MEMBER VOTING AT MEETINGS</u>	3
Section 10.	<u>PROXY VOTING</u>	3
Section 11.	<u>NO LIABILITY FOR SERVICES</u>	3
Section 12.	<u>ACTION BY WRITTEN BALLOT WITHOUT A MEETING</u>	4
ARTICLE 3	<u>DIRECTORS: MANAGEMENT</u>	4
Section 1.	<u>POWERS</u>	4
Section 2.	<u>NUMBER AND QUALIFICATIONS</u>	4
Section 3.	<u>ELECTION; TERM OF OFFICE</u>	5
Section 4.	<u>VACANCIES</u>	5
Section 5.	<u>RESIGNATION OF DIRECTORS</u>	5
Section 6.	<u>REMOVAL</u>	5
Section 7.	<u>MEETINGS</u>	6
Section 8.	<u>NOTICE OF SPECIAL MEETINGS</u>	6
Section 9.	<u>QUORUM AND VOTE</u>	6
Section 10.	<u>COMPENSATION</u>	7

ARTICLE 4	<u>COMMITTEES</u>	7
Section 1.	<u>APPOINTMENT</u>	7
Section 2.	<u>ACTIONS OF COMMITTEE: GOVERNING PROCEDURES</u>	7
Section 3.	<u>EXECUTIVE COMMITTEE</u>	8
ARTICLE 5	<u>OFFICERS</u>	8
Section 1.	<u>DESIGNATION; ELECTION; QUALIFICATION</u>	8
Section 2.	<u>COMPENSATION AND TERM OF OFFICE</u>	8
Section 3.	<u>PRESIDENT</u>	9
Section 4.	<u>SECRETARY</u>	9
Section 5.	<u>TREASURER</u>	9
ARTICLE 6	<u>EXECUTIVE DIRECTOR</u>	10
ARTICLE 7	<u>CORPORATE RECORDS AND REPORTS - INSPECTION</u>	10
Section 1.	<u>RECORDS</u>	10
Section 2.	<u>INSPECTION OF RECORDS</u>	10
Section 3.	<u>CHECKS, DRAFTS, ETC.</u>	10
Section 4.	<u>EXECUTION OF DOCUMENTS</u>	10
ARTICLE 8	<u>GENERAL PROVISIONS</u>	11
Section 1.	<u>AMENDMENT OF BYLAWS</u>	11
Section 2.	<u>ACTION WITHOUT A MEETING</u>	11
Section 3.	<u>TELEPHONE OR INTERNET MEETINGS</u>	11
Section 4.	<u>FISCAL YEAR</u>	11
ARTICLE 9	<u>INDEMNIFICATION</u>	12
Section 1.	<u>DIRECTORS AND OFFICERS</u>	12
Section 2.	<u>EMPLOYEES AND OTHER AGENTS</u>	12
Section 3.	<u>ADVANCES OF EXPENSES</u>	12
Section 4.	<u>NONEXCLUSIVITY OF RIGHTS: SURVIVAL OF RIGHTS</u>	13

Section 5.	<u>AMENDMENTS</u>	13
ARTICLE 10	<u>LIMITATION OF DIRECTOR LIABILITY</u>	13
ARTICLE 11	<u>TRANSACTIONS BETWEEN CORPORATION AND INTERESTED DIRECTORS AND OFFICERS</u>	13
Section 1.	<u>VALIDITY OF TRANSACTION</u>	13
Section 2.	<u>INDIRECT INTEREST</u>	14
Section 3.	<u>AUTHORIZATION BY BOARD</u>	14
Section 4.	<u>CONFLICT OF INTEREST POLICY</u>	14
ARTICLE 12	<u>DISSOLUTION</u>	14

RESTATED BYLAWS OF OREGON TILTH INC.

ARTICLE 1 PURPOSES

Oregon Tilth Inc. (the "Corporation"), an Oregon nonprofit public benefit corporation, is organized and shall at all times be operated for exclusively for educational and research purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code). References to Sections of the Code shall be construed to include corresponding Sections of any future federal tax code.

The Corporation's specific purposes include, but are not limited to, supporting and promoting biologically sound and socially-equitable agriculture.

In furtherance of the foregoing purposes, and subject to the restrictions set forth in these Bylaws, the Corporation shall have and may exercise all of the rights and powers of nonprofit corporations organized under the Act.

ARTICLE 2 MEMBERS

Section 1. MEMBER CLASSES

The Corporation will have one class of Members. The Members shall vote only on the following issues: (i) the election of directors; (ii) any amendment to these Articles or Bylaws that changes the rights of Members; (iii) a transfer of substantially all of the corporate assets; (iv) a merger; and (v) a dissolution.

Section 2. QUALIFICATIONS

Membership shall be granted to an individual or entity that: (i) is certified by the Corporation and elects to be a Member by notifying the Corporation that it intends to be a Member, while such individual or entity remains certified as determined by the certification policies and procedures established by the Board of Directors; (ii) contributes annual dues to the Corporation and elects to be a Member; or (iii) contributes a one-time substantial contribution to the Corporation, elects to be a Member, and the Corporation's Board of Directors elects to grant lifetime membership without the contribution of additional annual dues (members in this last category shall be deemed Lifetime Members). No individual or entity may hold more than one

membership in the Corporation. No membership may be transferred without the prior written approval of the Executive Director.

Section 3. DUES

There will be Membership dues for any Members who are not certified by the Corporation or Lifetime Members. The Board of Directors may establish different types of Membership (for example, individual, household, nonprofit) and a different level of dues for each type, though each Membership type shall be afforded only one vote. The dues schedule shall be developed by the Board of Directors.

Section 4. TERM

Certified Members and Lifetime Members shall remain members until they notify the Corporation that they do not want to be Members, or, in the event of certified Members, their certification terminates. In addition, all Members will remain Members until death (for a member who is a natural person), dissolution (for a Member who is an entity), resignation, suspension, and/or revocation. All rights of a Member shall cease upon death, dissolution, resignation, suspension or revocation, each of which shall result in termination of that Member's membership.

Section 5. VOLUNTARY RESIGNATION AND REVOCATION

A Member may resign by providing notice to the Corporation's Executive Director. If a Member, who is not a Lifetime Member or who is not certified by the Corporation, fails to pay its dues, or if such a Member fails to advise the Corporation's secretary of the Member's current email or physical address, then the Member's membership automatically is revoked. For a Member who is certified by the Corporation, the Member will remain a Member as long as the Member is certified by the Corporation, unless the Member voluntarily resigns. For a Member who is a Lifetime Member, the Member will remain a Member unless the Member voluntarily resigns.

Section 6. EFFECT OF TERMINATION OF MEMBERSHIP

If a membership is terminated for any reason, the Corporation shall not be responsible for the payment of any amount. Membership in the Corporation does not constitute an ownership interest in the Corporation or any of its assets. No membership interest shall be deemed to have any real or intrinsic value, and membership interests are not transferable.

Section 7. MEETINGS OF THE MEMBERS

(a) The annual meeting of the Members shall be held each year at a date, time, and location to be determined by the Board of Directors, for the express purpose of reviewing the affairs of the Corporation for the past year, hearing reports from the Board of Directors and any committees, and voting upon any issues presented for membership vote.

(b) Special meetings of the Members shall be held at the call of the Board of Directors, or upon written petition to the President or Secretary of the Corporation, or their designate(s), of at least ten percent of the Members in good standing. The record date for determining the percentage of Members in good standing is the date the first Member signs the demand for a Special Meeting.

Section 8. NOTICE

Written or printed notice, or notice in the form of an electronic transmission, stating the place, day, and hour of the annual meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting. If notice is provided in a tangible medium, it may be transmitted by mail, private carrier or personal delivery, telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed delivered when deposited in the United States mail, first class, addressed to the Member at its address as it appears on the records of the Corporation. Other forms of notice in a tangible medium described in this subsection are effective when received

Section 9. MEMBER VOTING AT MEETINGS

Those votes presented at a meeting of the members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently. Members of record fifteen days before a notice of meeting is sent or provided to a third-party vendor for mailing shall be the only members entitled to vote at such meeting.

Section 10. PROXY VOTING

Members may vote by proxy by completing and signing a form that will be made available by the Corporation's Secretary. The appointment of a proxy shall be valid for the time period specified in the proxy form. If a member who has appointed a proxy dies or becomes incapacitated, the Corporation may continue to accept the proxy's authority until the Secretary of the Corporation receives actual notice of the death or incapacity of the applicable member. A member may revoke a proxy by appearing in person to vote at a meeting, or by delivering a signed revocation of proxy, or a proxy form appointing a new proxy, to the Secretary. Proxy voting shall only be available for votes that occur in person, as opposed to by ballot.

Section 11. NO LIABILITY FOR SERVICES

Since the Corporation provides information and services for members on a nonprofit basis, every member agrees as a condition of membership not to assert any claim or file any action against the Corporation arising out of or relating to information or services offered by the Corporation.

Section 12. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

The election of directors shall occur by written ballot by complying with the following procedures. In addition, any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedures.

The procedures for a written ballot shall be that the Executive Director or Secretary of the Corporation shall cause to be distributed one written ballot to each voting member. Such ballots shall be mailed or delivered in the manner required by Section 8 of this Article 2. All solicitations of votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirement (which shall be the number of ballots cast), (ii) state the percentage of approvals necessary to pass the action or actions, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the voting members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Corporation. Approval of a matter presented by written ballot shall be valid when the number of approvals is at least a majority of the votes cast. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three years.

**ARTICLE 3
DIRECTORS: MANAGEMENT**

Section 1. POWERS

The Corporation will have a Board of Directors. All corporate powers will be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation and Bylaws.

Section 2. NUMBER AND QUALIFICATIONS

(a) The Board of Directors will consist of not less than three nor more than nine directors. The exact number shall be fixed from time to time by a resolution of the Board of Directors until the number be changed by amendment to these bylaws. No reduction of the number of directors shall have the effect of removing any director from office prior to the expiration of his or her term of office.

(b) Directors need not be residents of the state of Oregon, but shall be Members in good standing of the Corporation, except that the following may not be directors:

- i. Members holding a commercial interest in the production or handling operation certified by the Oregon Tilth Certified Organic Program within the previous 12 months;
- ii. Members who either individually or through a family member (which shall be defined to include only parents, siblings, and children) have a

financial interest in an operation certified by the Oregon Tilth Certified Organic Program within the previous 12 months;

- iii. Members having provided consulting services to a production or handling operation certified by the Oregon Tilth Certified Organic Program within the previous 12 months; and
- iv. Current employees or independent contractors, and any individuals who have been employees or independent contractors of the Corporation in the previous 12 months.

Section 3. ELECTION; TERM OF OFFICE

Each director shall serve an elected three-year term, and may serve for no more than two consecutive elected terms, in addition to any partial unexpired terms such director may fill. A director who has served the maximum number of elected terms may serve again after not serving on the board for three years.

Section 4. VACANCIES

A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any director prior to the expiration of his or her term. The Board of Directors may appoint a director to fill a vacancy for the unexpired term of the director's predecessor in office. A vacancy that will occur at a specific later date, by reason of a resignation or removal effective at the later date or otherwise, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 5. RESIGNATION OF DIRECTORS

A director may resign at any time by delivering written notice to the Board of Directors, its Chairperson or the Corporation. Unless the notice specifies a later effective date, a resignation is effective at the earliest of the following: (a) when received; (b) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postage prepaid and correctly addressed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors and the Member.

Section 6. REMOVAL

A director may be removed by two-thirds vote of the other directors then in office.

Section 7. MEETINGS

(a) The Board of Directors may hold regular or special meetings in or out of the state of Oregon.

(b) The annual meeting of the directors shall be held at the time as may be prescribed by the Board of Directors and specified in the notice of the meeting. At least three additional regular meetings shall be held each year.

(c) Unless the Articles of Incorporation provide otherwise, regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The Board of Directors may fix, by resolution, the time and place for the holding of regular meetings.

(d) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by a majority of the directors. The person or persons who call a special meeting of the Board of Directors may fix the time and place of the special meeting.

Section 8. NOTICE OF SPECIAL MEETINGS

(a) Special meetings of the Board of Directors must be preceded by at least fourteen days' notice of the date, time and place of the meeting. The notice must describe the purpose of the special meeting. The notice will be delivered in writing either personally, by mail or by electronic mail. Such notice is effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if it is mailed postage prepaid and is correctly addressed to the director's address shown in the Corporation's records; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(c) A director may at any time waive any notice required by law, the Articles of Incorporation or these Bylaws. Except as otherwise provided in paragraph (b) of Section 8 of this Article 2, the waiver shall be in writing, shall be signed by the director entitled to the notice, shall specify the meeting for which notice is waived and shall be filed with the minutes or appropriate records.

Section 9. QUORUM AND VOTE

(a) A majority of the directors in office will constitute a quorum for the transaction of business.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, except as to removal of any director, which would require a 2/3 affirmative vote.

(c) If there is a tie vote, the motion fails.

(d) A director of the Corporation who is present at a meeting of the Board of Directors, or is present at a meeting of a committee of the Board of Directors, when corporate action is taken, is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting, (ii) the director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (iii) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 10. COMPENSATION

The Board of Directors may, by resolution, provide that the directors be reimbursed for out-of-pocket expenses, if any, of attendance at each meeting of the Board of Directors or any other meeting as allowed by the Board of Directors. Directors will receive no compensation for serving as such; provided, however, that any director may serve the Corporation in any other capacity and receive compensation for that service as approved by the Board of Directors.

ARTICLE 4 **COMMITTEES**

Section 1. APPOINTMENT

Subject to law, the provisions of the Articles of Incorporation and these Bylaws, the Board of Directors may appoint such committees as may be necessary from time to time, consisting of such number of its members and having such powers as it may designate. Each such committee will have two or more members, who will serve at the pleasure of the Board of Directors. Committees may also have as members individuals who are not members of the Board of Directors, except as otherwise expressly provided in these Bylaws. All Committee members will have the right to vote on motions at Committee meetings.

Section 2. ACTIONS OF COMMITTEE: GOVERNING PROCEDURES

All actions of a committee will be reflected in minutes to be kept of such meetings and reported to the Board of Directors at the next succeeding meeting thereof. The provisions of Article 3 of these Bylaws governing meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees and their members as well.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President and Secretary, and any other directors appointed by the Board of Directors. The Executive Committee will have the power to exercise all authority of the Board of Directors when it is expressly authorized by the Board or in the case of an emergency. Notwithstanding the foregoing, neither the Executive Committee nor any other committee may not, unless specifically authorized by the Board:

- (a) Authorize distributions of the Corporation's assets;
- (b) Approve or recommend dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or
- (d) Adopt, amend or repeal the Articles of Incorporation or Bylaws of the Corporation.
- (e) Reverse/countermand any major policy or budget decisions previously approved by the Board of Directors.

ARTICLE 5
OFFICERS

Section 1. DESIGNATION; ELECTION; QUALIFICATION

- (a) The officers of the Corporation will be a President, a Secretary, a Treasurer and such other officers as the Board of Directors will from time to time appoint. All officers shall be directors of the Corporation. The officers will be elected by, and hold office at the pleasure of, the Board of Directors. No individual may hold more than one office at the same time.
- (b) A vacancy in any office because of death, resignation, removal or any other cause will be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 2. COMPENSATION AND TERM OF OFFICE

- (a) There will be no compensation for officers of the Corporation.
- (b) Officers will be elected for one-year terms.
- (c) The Board of Directors may remove any officer at any time, either with or without cause.
- (d) Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation via mail or email. Unless the notice specifies a

later effective date, a resignation is effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postage prepaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

(e) This section will not affect the rights of the Corporation or any officer under any express contract of employment.

Section 3. PRESIDENT

The President will preside at all meetings of the Board of Directors, and shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. SECRETARY

(a) The Secretary will keep or cause to be kept at the principal office, or such other place as the Board of Directors may order, a book of minutes of all meetings of directors showing the time and place of the meeting, whether it was regular or special and, if special, how authorized, the notice given and the names of those present at directors meetings.

(b) The Secretary will give or cause to be given such notice of the meetings of the Board of Directors as is required by these Bylaws. The Secretary will have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(c) The Secretary will produce and file, or cause to be produced and filed, required Corporation business documents and reports and will oversee communication processes and networks among Members.

Section 5. TREASURER

The Treasurer shall be the chief financial and accounting officer of the Corporation, shall be responsible for the funds of the Corporation, and shall invest them and pay them out or cause them to be invested and paid out in the manner authorized by the Board of Directors. The Treasurer shall maintain or cause to be maintained the Corporation's banking accounts and shall produce, or cause to be produced, the annual financial statements of the organization, along with the audit, review or compilation reports in any year when those activities are undertaken. The Treasurer shall ensure reporting on the financial condition of the Corporation at each meeting of the Board of Directors. The Treasurer shall see that internal controls are maintained to ensure the integrity of the Corporations' fiscal system and shall have such other duties as may be prescribed by the Board of Directors.

ARTICLE 6
EXECUTIVE DIRECTOR

The Board of Directors shall have the authority to hire at-will an Executive Director, who shall, subject to the control of the Board of Directors, have such duties, powers, and authority as the Board of Directors shall determine. The Executive Director may be paid a salary or other compensation as established by the Board.

ARTICLE 7
CORPORATE RECORDS AND REPORTS – INSPECTION

Section 1. RECORDS

The Corporation will maintain all records required by law. All such records will be kept at its principal office, registered office or at any other place designated by the Chairperson of the Board of the Corporation, or as otherwise provided by law.

Section 2. INSPECTION OF RECORDS

All records of the Corporation shall be subject to the inspection right of the directors. All records of the Corporation subject to the inspection right under Oregon law will be open to inspection by any Member five days after the Member gives written notice to the Secretary of the Corporation of the Member's demand to inspect. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a Member. The charge may not exceed the estimated cost of production or reproduction of the records.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, will be signed or endorsed by such person or persons and in such manner as will be determined from time to time by resolution of the Board of Directors.

Section 4. EXECUTION OF DOCUMENTS

The Board of Directors may, except as otherwise provided in these Bylaws, authorize any officer or agent of the Corporation to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee of the Corporation will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE 8
GENERAL PROVISIONS

Section 1. AMENDMENT OF BYLAWS

(a) The Board of Directors may amend or repeal these Bylaws; provided, however, that no such amendment or repeal may be made if such action causes the Corporation to take any action, or grants the Corporation the power to take any action, that is not permitted to be carried on by a corporation: (i) exempt from federal income tax under Section 501(c)(3) of the Code; and (b) contributions to which are deductible under Section 170(c)(2) of the Code.

(b) All changes to the Bylaws, as well as the date such changes are adopted, shall be kept in the corporate records. Whenever an amendment or new Bylaw is adopted, it will be copied in the minute book with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in such book and place.

Section 2. ACTION WITHOUT A MEETING

Action required or permitted by law to be taken at a meeting of the Board of Directors, or at a meeting of a committee of the Board of Directors, may be taken without a meeting if the action is taken by all members of the Board of Directors or committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature of any director. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3. TELEPHONE OR INTERNET MEETINGS

Unless the Articles of Incorporation provide otherwise, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4. FISCAL YEAR

The fiscal year of the Corporation shall end December 31.

ARTICLE 9
INDEMNIFICATION

Section 1. DIRECTORS AND OFFICERS

The Corporation will indemnify, to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the Corporation) by reason of the fact that:

(a) the person is or was a director or officer of the Corporation or any of its subsidiaries;

(b) the person is or was serving as a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or any of its subsidiaries; or

(c) the person is or was serving, at the request of the Corporation or any of its subsidiaries, as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

This provision, however, shall not eliminate or limit the liability of a director or officer for: (i) any breach of the director or officer's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or which involve intentional or knowing violation of law; (iii) any unlawful distribution; (iv) any transaction from which the director or officer derived an improper personal benefit; and (v) any act or omission in violation of the Oregon Revised Statutes Sections 65.361 to 65.367.

Section 2. EMPLOYEES AND OTHER AGENTS

The Corporation may indemnify its employees and other agents to the fullest extent permitted by law.

Section 3. ADVANCES OF EXPENSES

The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, will be paid by the Corporation in advance at the written request of the director or officer, if the director or officer:

(a) furnishes the Corporation a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the Corporation; and

(b) furnishes the Corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the Corporation. Such advances will be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

Section 4. NONEXCLUSIVITY OF RIGHTS: SURVIVAL OF RIGHTS

The rights of indemnification provided in this Article 9 will be in addition to any rights to which a person may otherwise be entitled under any articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or Board of Directors, or otherwise: will continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation; and will inure to the benefit of the heirs, executors and administrators of such person.

Section 5. AMENDMENTS

Any repeal of this Article 9 will be prospective only and no repeal or modification of this Article 10 will adversely affect any right or protection that is based upon this Article 10 and pertains to an act or omission that occurred prior to the time of such repeal or modification.

**ARTICLE 10
LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a director. For example, without limiting the generality of the foregoing, if the Oregon Revised Statutes are amended, after this Article 10 becomes effective, to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Article 10, nor the adoption of any provision of these Bylaws inconsistent with this Article 10, nor a change in the law, shall adversely affect any right or protection that is based upon this Article 10 and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections set forth in this Article 10 unless the change in the law specifically requires such reduction or elimination.

**ARTICLE 11
TRANSACTIONS BETWEEN
CORPORATION AND INTERESTED DIRECTORS AND OFFICERS**

Section 1. VALIDITY OF TRANSACTION

(a) No transaction will be voidable by the Corporation solely because of director's or officer's interest in the transaction if both of the following are true:

(i) The material facts of the transaction and the director's or officer's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, and the Board of Directors or committee authorized, approved or ratified the transaction; and

(ii) The transaction was fair to the Corporation.

(b) This Article 11 shall not invalidate any contract, transaction or determination that would otherwise be valid under applicable law.

Section 2. INDIRECT INTEREST

For purposes of this Article 11 a director or officer of the Corporation has an indirect interest in a transaction if:

(a) Another entity in which the director or officer has a material financial interest or in which the director or officer is a general partner is a party to the transaction; or

(b) Another entity of which the director or officer is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors.

Section 3. AUTHORIZATION BY BOARD

For purposes of Section 1 of this Article 11, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors, or on the committee, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Article 11 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Article 11. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 1 of this Article 11 if the transaction is otherwise authorized, approved or ratified as provided in Section 1 of this Article 11.

Section 4. CONFLICT OF INTEREST POLICY


The Corporation shall adopt and maintain a Conflicts of Interest Policy.

ARTICLE 12
DISSOLUTION

The Corporation may be dissolved upon the vote of affirmative vote of two-thirds of the directors then in office and the affirmative vote of the membership. Upon the dissolution or final liquidation of the Corporation, after the payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more tax exempt organizations described in Section 501(c)(3) of the Code selected by the Board of Directors. Any assets not disposed of in

that manner shall be disposed of by the court that has general jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to one or more organizations as such court shall determine, which are at such time exempt organizations under Section 501(c)(3) of the Code.

Adopted effective July 19,
2016.


Susan Schechter, Secretary

6803732v3