

BYLAWS
OF
SOUTHERN OREGON
SEED GROWERS ASSOCIATIONS



Date Adopted: 06-25-2013

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Southern Oregon Seed Growers Association (SOSGA) are exclusively those allowed for organizations defined under §501(c)(5) of the Internal Revenue Code. Within these limits, the purposes of SOSGA include the following:

To support the growing of high quality commercial seed crops in the Production Area of Jackson and Josephine counties of Southern Oregon.

To promote the collaboration of vegetable seed growers, seed companies, university researchers, and government agencies for the greater good of the local vegetable seed industry.

To provide education and public outreach.

To preserve seed and plant genetic diversity.

To perform scientific research.

Section 2. SOGSA shall carry out its purpose through:

Seed Quality Management Program (SQMP): Develop, implement, and maintain a specialty seed crop field isolation program using maps of the Production Area. The purpose of the isolation program will be to separate seed production fields of related species, or other crops with contamination potential, by distances adequate to minimize pollen contamination, thus maximizing genetic purity. The distances adhered to in the isolation program shall be based upon the best knowledge available obtained by Board of Directors. Maps of the Production Area will be maintained by the association for the purpose of securing isolations. The rules governing the use of maps and the Isolation Guidelines to be followed for the specialty seed crops grown in the Production Area will be established by the association.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. SOSGA may have NONVOTING MEMBERS at the discretion of the Board of Directors.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters.

Section 3. Homestead Membership. This nonvoting membership category is intended for seed savers and is an inexpensive alternative to Active Membership. It is designed

for non-commercial, single location producers of open-pollinated seed crops in order to encourage them to participate in the SQMP but does not reserve field isolation. Membership dues for this category will be nominal and fees to use the SQMP may be waived, subject to Board review. As a condition of Homestead Membership, the intent to produce a Genetically Modified specialty seed crop must be communicated to the Board.

Section 4. Associate Membership. Representatives of allied agricultural industries, organizations, entities, or individuals interested in the success of specialty seed production may apply for Associate Membership. Annual dues will be established by the Board. Associate Membership is non-voting and may not participate in the SQMP.

Section 5. Honorary Membership. This is available to individuals who bring special knowledge, support, talents, skills, or service to the industry or to the SOSGA. Honorary Members are determined by the Board and are exempt from paying dues.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. The Voting Members will be known as the Stewardship Council. Voting Members have the power to elect and also to remove the members of the Board of Directors of SOSGA, to elect and remove voting members and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Council does not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

The purpose of the Council is to provide an internal system of checks and balances for the organization, so that the power of the Board of Directors is not unlimited, and so that the Board can be held accountable for how well it follows and accomplishes the organization's tax exempt mission. To fulfill this role, the Council acts in a manner similar to the judicial branch of government, and is available to help resolve significant conflicts or controversies that arise within the Board, through the Council's power to elect and remove some or all of the Board members. As with the Board of Directors, a majority of the members of the Council and their related parties must not be involved in any regular or significant conflict of interest transactions with the organization.

Section 2. Voting Membership Qualification. A voting member must be an entity that performs or contracts out the majority of tasks that produce seeds for commercial use, is entitled to one vote each and must participate in pinning. Clarification of qualification and selection of voting members, including representation of certain constituencies or required participation in the activities of SOSGA, may be set by the voting members, as long as they do not contradict the provisions of these bylaws. As with the Board of Directors, a majority of the members of the Council and their related parties must not be involved in any regular or significant conflict of interest transactions with the organization.

Section 3. Dues, Pinning and Other Fees. An annual membership fee for joining SOSGA and other fees will be set by the Board. An annual membership fee entitles a member to pin in one location. Pinning additional locations will be set by the board. Non-payment of dues or fees will exclude the member from voting rights and using the SQMP.

Section 4. Records of Members. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and non-voting members. Each membership must have one contact person and list all representatives.

Section 5. Suspension or Removal of Voting Members. Qualification of members is subject to Board review. A voting member may be expelled by the voting members for serious misconduct which adversely affects the interests or reputation of SOSGA.

Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 8. Quorum for Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, or voting by mail, where that is allowed, of at least two thirds of the voting members.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least two thirds of all of the voting members is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by Mail, Fax or E-mail. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail, as directed by the individual member. The written ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant board position, and for or against each proposed action. Approval by written ballot will be valid only

when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 12.

A. Annual Voting Membership Meeting. There must be an annual meeting of the voting members which will be held to elect members to the Board of Directors. It will be held in February at a time and location determined by resolution of the Voting Members, or by the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, to all voting members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, or e-mail rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

B. Summer Meeting. The summer association meeting shall be held in June. During this meeting the Pinning Chair will review the changing of the Isolation Map according to the "Specialty Seed Production Pinning Rules", section "Securing Isolations".

Section 13. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special Meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of Special Meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be

included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

Section 17. Other Provisions. All members are required to adhere to the SOGSA standards of professional conduct, as established by the Board, and to the rules governing the SQMP including arbitration decisions based on the Seed Production Pinning Rules created by the Board of Directors. Each voting member must maintain a current farm or company profile that includes comprehensive contact information. As a condition of Voting Membership, the intent to produce a Genetically Modified specialty seed crop must be communicated to the Board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. All nominees for positions on the Board of Directors shall be voting members of the unincorporated nonprofit association known as the SOSGA association.

Two thirds of the Board members must live in the Production Area.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than five and no more than eleven members.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve two year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors.

A) Nominations. The initial members of the Board of Directors shall be elected by the voting members at a noticed meeting. Subsequent directors shall be elected by the voting members at an annual meeting of the voting members held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, by voting members, or by nonvoting members.

B) Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

C) Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

D) Annual Meeting of the Voting Members. The election of directors will take place at the annual meeting of the voting members, which will be held in February at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The voting members may, by a majority vote, elect new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the voting members in order to remain a director.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a majority of the number of directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions By Mail or Email. The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all of the directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If it is sent by email then each director must send their vote in an emailed reply, and in that case no signature is necessary. Motion are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director fails to vote, votes "no" or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each director's vote will be stored with the corporate records.

Section 15. Meetings. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year.

Section 16. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 17. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 18. Authority of Directors. No member of the Board of Directors may officially represent the positions of the organization or make agreements on behalf of the organization without specific authorization by the Board of Directors to do so.

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of SOSGA must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers must include a president, secretary, treasurer and a Pinning Chair. The Board may also elect one or more vice-presidents, a chairperson, and other officers as desired. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Officers do not have to serve simultaneously as members of the Board of Directors. Officers who are not members of the Board have no right to vote on Board decisions.

Section 2. Election and Term of Office. The officers of SOSGA will be elected by the Board of Directors. As soon as possible following the election of directors, the Board of Directors will meet to elect new officers of the corporation. Officers will serve one year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an officer may serve.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by

the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining directors still in office, although less than a quorum, may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president will also perform other duties assigned by the Board of Directors. More than one vice-president position may be created and duties clarified, in an ordinary resolution of the Board.

Section 7. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board may elect a chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the executive director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee, the purpose of the committee and must state whether it is a "Board" committee or a "non-Board" committee, as defined below.

Section 2. Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, approve amendments to budgets, set policies, and authorize programs or activities. Such committees must be established by the affirmative vote of at least a majority of all directors then in office. Board Committees must consist of two or more directors, and they must not have any members who are not members of the Board of Directors. Board Committees must follow all of the meeting requirements that the Board of Directors itself must follow, including the requirements for proper notice, for having a quorum to conduct votes, the passage of motions, the writing of minutes, and the subsequent approval and permanent storage of Board Committee minutes. The Board may require further procedures that Board Committees must follow as well. For all Board committees, the Board must pass a resolution that clearly states what powers, authority, and duties have been delegated to the committee, who is the chair of the committee, and who are the members of the committee.

Section 3. Non-Board Committees.

A. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee: There shall be a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must include at least two or more persons with some financial experience or experience with bookkeeping, who are not the organization's check signers or bookkeepers. The committee shall be responsible for overseeing the organization's financial transactions

and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members. The Board will appoint the members of every Board committee. The Board may appoint the members of Non-Board committees, or delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

Section 8. Pinning Chair. The Pinning Chair is responsible for the Isolation Map. The Chair will ensure that the map is available and functional. The Chair will supervise the changing of the map each season, at the direction of the Board, and be the contact person for general issues regarding the maps.

Section 9. Public Relations Chair. This Chair is responsible for representing the interests of the SOSGA in public forums or other events as directed by the Board. The Chair also will inform the Board on issues that affect the association.

Section 10. Membership Chair. This Chair is responsible for member and non-member issues, such as the assimilation of new members, and may introduce non-member compliance issues to the Board.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities. Requests for reimbursement should be submitted in advance of the expenditure and all requests are subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets and that would discover it if those problems or crimes were to occur.

Section 4. Annual Financial Assessment. The Board must require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of some trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization, or signs checks for the organization. This need not be a formal GAAP audit, but must at least involve a

sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire board.

Section 5. Tax Year. The tax year of the corporation is the calendar year.

Section 6. No Discrimination. In the delivery of its services to the public, SOSGA does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 7. Loans and Contracts. No contract may be executed and the organization shall not take out loans or incur debts or encumbrances until the Board has reached a consensus and the Board has had at least three business days to review the contract.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors and entire membership at a properly called meeting is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.



CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Southern Oregon Permaculture Institute, as duly adopted by the Board of Directors on the _____ day of _____, 2013.

Signed this _____ day of _____, 2013.

Secretary of Southern Oregon Seed Growers Association