



# Tri-Cities Food Foundation Bylaws

---

## Table of Contents

---

Article I. Name and Office .....	2
Article II. Purpose.....	2
Article III. Membership .....	2
Article IV. Board of Directors .....	2
Article V. Officers .....	4
Article VII. Administrative Provisions.....	5
Article VIII. Inurement and Conflict of Interest.....	6
Article IX. Indemnification .....	7
Article X. Dissolution .....	7
Article X1. Amendments .....	7

## Article I. Name and Office

---

The principal office of the Corporation, known as the Tri-Cities Food Foundation (hereinafter referred to as the "Foundation") shall be located at 1420 Jadwin Avenue, Richland WA 99354 . The Foundation may have other offices within the State of Washington, as the Board of Directors (hereinafter referred to as the "Board") may designate or as the business of the Corporation may require from time to time.

## Article II. Purpose

---

The Foundation is organized as a non-profit organization exclusively for charitable, scientific, and educational purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986. The Foundation's purpose shall be to provide opportunities for growth and sustainment to the Tri-Cities Food Co-Op, its members, and the associated community. We advocate and provide food education and need-based outreach within our community, support grower transition to fully organic, and maintain the Tri-Cities Food Co-Op's viability. The funds will be tied to Tri-Cities Food Co-Op in perpetuity.

## Article III. Membership

---

The Foundation shall have no members as defined in Section 24.03A.010(45) of the Washington Nonprofit Corporation Act.

## Article IV. Board of Directors

---

**Section 1. General Powers and Duties.** The Foundation business and affairs shall be managed by a Board of Directors. The Board shall be composed of no less than five and no more than eleven Directors, the specific number to be set by resolution of the Board. The Board, at all times, shall conform to all provisions of the United States Internal Revenue Services Code 501(c)(3), the Foundation's Articles of Incorporation, and these Bylaws.

**Section 2. Qualifications** Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws. The Foundation's preference is to extend Director roles to those serving on the Tri-Cities Food Co-Op Board of Directors with the individual Director's choice to opt out if so desired. This arrangement ensures consistency and focus on supporting our Purpose as defined above and in our Articles of Incorporation.

**Section 3. Elections and Terms of Office.** The Initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board. Successor Directors shall be elected at the annual meeting of the Board. Elections shall occur annually, in a manner prescribed by the Board. Directors shall serve a term of three (3) years, or until the successor is elected, whichever is later. The Board shall serve staggered Director terms so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than three (3) consecutive terms. After one year off, the individual is eligible to serve again.

**Section 4. Meetings.** The Board shall hold regular meetings at such time and place to be determined by the Board. Attendance at any meeting constitutes waiver of notice of that meeting. Meetings shall be open to visitors and committee members unless the Board decides to go into executive session regarding confidential or proprietary matters such as: personnel issues; negotiation of a contract; discussion of strategic goals or business plans, the disclosure of which would adversely impact Foundation; and/or discussions of a matter

that may, by law or contract, be considered confidential. Regular meetings shall be held at a minimum of once a quarter.

The annual meeting of the Board of Directors shall be held each year at a time and place to be determined by the Board. The annual meeting may be combined with a regular meeting of the Board of Directors. The purpose shall be to elect Board members, elect officers, receive reports of officers and committees, and for any other business that may arise.

Special meetings of the Board of Directors may be called by the President or by a majority of the members then serving on the Board. The purpose of the meeting shall be stated in the call for the meeting.

Members of the Board or any committee may participate in a meeting through the use of a conference telephone or similar communication equipment, so long as all members participating in the meeting can clearly hear one another. Participation in a meeting pursuant to this provision shall be noted in the minutes and shall constitute presence in person at the meeting.

Written notice of the time and place of the regular and annual meetings shall be sent to the last known place of business, residence, or contact address of the Director at least five days in advance, unless the Board agrees to a shorter notice, but no more than twenty-one days. Written notice may be sent by electronic mail (Email) or first class mail. Notice of special meetings, except in the case of an emergency, shall be at least forty-eight hours in advance. Notice may be made by means of Email, texting, voice mail or similar answering device, or by message left with a responsible person at either home or office of the Director.

**Section 5. Quorum.** A majority of the current Directors shall constitute a quorum. No decisions shall be made without a quorum.

**Section 6. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken by written action affirmed by all of the Directors. The action is effective when affirmed by all of the Directors, unless a different effective time is provided in the action. Any such written consent shall be inserted in the minutes of the following regular meeting.

**Section 7. Resignation or Removal.** Resignations can occur at any time by delivering written notice to the Foundation's President or Secretary, or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Director may be removed, with or without cause, by decision of 2/3 of the remaining Directors.

Directors who are absent from three consecutive meetings without excuse are subject to removal.

**Section 8. Vacancies.** A vacancy may be filled by appointment by a majority vote of the remaining Directors. A Director so appointed shall serve until the end of the vacant director's unexpired term.

**Section 9. Compensation.** The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

**Section 10. Personal Liability.** No Foundation Director or any uncompensated officer shall be personally liable to the Foundation for monetary damages for conduct as a Director or uncompensated officer for any act or omission occurring prior to the dates when this Article become effective and for any act or omission for which elimination of liability is not permitted under the Washington Nonprofit Corporation Act. Any Trustee or uncompensated officer shall be entitled to indemnification for any expenses or liability incurred in his or

her capacity as a Director or uncompensated officer as provided by the Washington Nonprofit Corporation Act.

**Section 11. Honorary Director or Director Emeritus.** The Board may designate, from time to time, Honorary Director or Director Emeritus by majority vote of the Directors then serving in office. These Honorary roles shall have none of the obligations of the Board, but shall be entitled to all of the privileges except those of making motions, voting, and of holding office.

The terms of such appointment shall be determined by a majority vote of the Directors then serving. All appointments may have their title and privileges removed for taking any action, or causing any action to be taken, that is contrary to the mission and/or overall successful operation of the Foundation, by a two-thirds majority vote of the Trustees serving in office.

## Article V. Officers

---

**Section 1. Principal Officers.** The principal officers of the Foundation shall be the Chair, Vice Chair, Secretary, and Treasurer.

**Section 2. General Powers and Duties.** Each officer shall perform the duties and exercise the powers usually attendant to their respective offices, including those duties stated in these Bylaws, and such additional powers and duties as may be prescribed by the Board of Directors from time to time.

- The Chair shall preside at the Foundation meetings and to perform other duties as ordinarily pertain to the office of Chair.
- The Vice Chair shall preside at the Foundation meetings in absence of the Chair, to perform such other duties as may be prescribed by the Chair, the Board, or other duties as ordinarily pertain to this office.
- The Secretary shall send out notices of Foundation meetings, record and preserve the minutes from these meetings, keep Foundation records, and perform other duties as ordinarily pertain to this office.
- The Treasurer shall have custody of all funds of the Foundation, accounting for same to the Directors monthly and annually and at other times upon demand by the board, pay all bills promptly, and perform such other duties as ordinarily pertain to this office. The Treasurer shall lead and take responsibility of all Finances:
  - Prior to the beginning of each fiscal year, the Board, lead by the Treasurer, shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.
  - A thorough review of all financial transactions by a qualified person shall be made once each year.

All officers, upon retirement from their role, shall turn over to the incoming officer all information and files to the incoming officer or to the Chair.

**Section 2. Elections and Terms of Office.** The Foundation's officers shall normally be elected for a one-year term at the annual meeting, after the election of Board of Directors, from among the total Directors then serving. Officers may also be elected at any meeting of the Board at which a quorum is present, by vote of the majority of the Directors in person at the meeting.

The Nominating Committee shall prepare a list of nominations for officer positions, and such list shall be mailed to each Director then serving, along with the notice of said meeting. Foundation's preference is to extend the Officer roles to those serving on the Tri-Cities Food Co-Op Board of Directors, with the exception of the Treasurer, with the individual Officer's choice to opt out if so desired. This arrangement ensures consistency and focus on supporting our Purpose as defined above and in our Articles of Incorporation.

An officer shall hold office until the successor shall have been elected, except in the case of death, resignation, removal as provided in these Bylaws, or the special provision provided for in the following section. Election to an office shall not be used to extend the eligible period of service on the Board for any Director.

**Section 3. Officer Holding Limitations.** No Director may serve in one office for more than three consecutive terms. However, in the event that no person is qualified, or willing, to assume an officer position at the end of the term of a current officer, the person currently serving in that officer position may continue to serve for the good of the Foundation by a two-thirds majority vote to suspend the term limits, provided they are willing to continue serving. Should this special provision be enacted, it will be the responsibility of the Directors to assure that another of their Directors becomes qualified and is willing to serve as quickly as possible, but in no event shall this take more than one year.

The same Director can not serve as both the Chair and the Secretary. The Foundation Treasurer can not be held by the same individual as the Tri-Cities Food Co-Op Treasurer.

**Section 4. Officer Removal.** Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Directors then serving in office.

**Section 6. Officer Vacancies.** A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board..

## Article VII. Administrative Provisions

---

**Section 1. Fiscal Year.** The Foundation fiscal year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 2. Contracts, Checks, Bank Accounts, etc.** The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the Foundation funds noting that the funds will be maintained separately from the Tri-Cities Food Co-Op funds. The Board shall determine who, if anyone, in addition to the Chair and the Treasurer, shall be authorized from time to time on the Foundation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. All bills shall be paid only by checks signed by two authorized officers – the Treasurer and another officer with board designated signature authority.

**Section 2. Policies and Procedures.** The Board shall establish policies and procedures to govern the management of its finances and shall submit required filings to appropriate government authorities. These policies shall include conflict of interest, whistleblower, records retention and destruction, and others as deemed appropriate by the Board.

**Section 3. Committees.** The Foundation may identify, from time to time, standing, ad hoc, or special committees. Example standing committees include a Fundraising Committee and a Governance/Nominating Committee. The Chair shall appoint the members and chair of each committee, subject to the approval of the

Board of Directors. Each committee shall consist of at least three members, at least one of whom shall be a Director on the Board. Each committee shall have power to the extent delegated to it by the Board of Directors and in accordance with the State of Washington laws. The committees will perform duties in support of the Board but shall not have the power to act on behalf of the Foundation without explicit Board approval. A majority of the current committee members shall constitute a quorum. Committee actions or decisions shall only be made by a majority vote of those present at the meeting with a quorum. Each committee shall determine and schedule the date, time, place and number of meetings it will hold to perform its duties. All committee appointments expire at the end of the year.

**Section 4. Rules of Procedure.** The rules of procedure at meetings of the Board and its committees shall be rules contained in *Roberts' Rules of Order Newly Revised, 12<sup>th</sup> Edition*, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any Board resolution.

**Section 5. Tax Exempt Status.** The Foundation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Foundation shall be empowered, and it is hereby empowered to do any and all other acts or things authorized by Washington State Nonprofit Corporation Act defining the general power for nonprofit corporations; provided that this Foundation shall have a solely charitable purpose as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No provisions of these Bylaws shall be construed to vest any power or authority in Board of Directors, or any individual, Director, Officer, employee or agent that is not allowed a nonprofit corporation exempt from tax by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## Article VIII. Inurement and Conflict of Interest

---

**Section 1.** No Foundation officer, director, committee member, or authorized representative shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment of actual and reasonable expenses incurred by an officer, director, committee member, or authorized representative regarding attendance at Board meetings and other approved activities.

**Section 2.** The Foundation may engage in contracts or transactions with officers, directors, committee members, or authorized representatives and any corporation, partnership, association or other organization in which one or more of the Foundation's officers, directors, committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
- B. The Board in good faith authorizes the contract or transaction by a majority vote of the Board who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to the Foundation and complies with the laws and regulations of the applicable jurisdiction in which the Foundation is incorporated or registered at the time the contract or transaction is authorized, approved, or ratified by Board.

Section 4. All Foundation officers, directors, committee members, and authorized representatives shall act in an independent manner consistent with their Foundation obligations and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Foundation officers, directors, committee members, and authorized representatives shall disclose (verbally, electronically or in writing) any interest or affiliation they may have with any entity or individual with which the Foundation has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

## Article IX. Indemnification

---

The Foundation may indemnify any current or former Director or Officer, his or her heirs or assigns for any and all judgements, settlements amounts, attorney’s fees and litigation expenses incurred by him or her by reason of their having been made a party to litigation due to their capacity as a Director or Officer of the Foundation. The Foundation may advance expenses where appropriate. Payment of indemnification must be reported at the next regular meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these Bylaws also. The rights of indemnification set forth herein are not exclusive.

A Director or Officer is not entitled to indemnification if the cause of action is brought by the Foundation itself against a Director or Officer, or if it is determined in judgement that the Director or Officer was derelict in the performance of his or her duties or had reason to believe their action was unlawful.

## Article X. Dissolution

---

Should the Foundation dissolve for any reason, its assets shall be dispersed to a charitable organization, in accordance with the Articles of Incorporation, designated by the Board of Directors after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

## Article X1. Amendments

---

These Bylaws are adopted by a majority of the Board then in office at a meeting held on October 22, 2025, at which a quorum was present. It may be altered, amended or repealed and new Bylaws may be adopted by a majority Board vote at a meeting where a quorum is present.

The revision history is provided below with updates made with each revision.

### Revision History

*Best practices indicate reviewing your Bylaws every 3 to 5 years.*

<b>Rev. #</b>	<b>Effective Date</b>	<b>Summarize Changes Made</b>
0	2025-10-22	Initial Issuance.