



**PROVENDER**  
**ALLIANCE**  
NOURISH • EDUCATE • INSPIRE

## **Bylaws of Provender Alliance**

*Last Revised: February 2015*

### **Article 1**

#### **Organization**

Section 1.1 - **Name.** The name of the corporation is Provender Alliance, a 501(c) (6), mutual benefit corporation.

### **Article 2**

#### **Purpose and Goals**

Section 2.1 - **Purpose.** Provender Alliance exists to educate and inspire our natural foods business community.

**Section 2.2 – Goals.** The goals of this organization are to inspire our community to:

- make positive change
- cultivate new ideas
- make new connections
- educate and inspire others
- be present and appreciate and create a sharing, nourishing and celebratory environment.

And educate our community in:

- current industry trends and topics
- economic, social and cultural change
- ensuring a vibrant natural products industry
- environmental issues
- activism
- models for sustainable ethical business practices and environmental stewardship
- integrity

### **Article 3**

#### **Membership**

**Section 3.1 - Membership.** Membership is open to any organizations and individuals in the natural products trade, and organizations and individuals with shared values. All members will strive to run their business with integrity and environmental stewardship.

**Section 3.2 - Application.** Upon payment of initial dues, a qualified organization or Individual becomes a member.

**Section 3.3 - Rights.** All members shall have access to all services and benefits provided by Provender Alliance.

**Section 3.4 - Powers.** Each member shall be entitled to vote for the Board of Directors and to participate in an advisory vote on any proposed amendment to the Articles of Incorporation or to these bylaws. Each member shall have one vote. The voting shall be

conducted in accordance with the rules set out by the Board of Directors or these bylaws.

**Section 3.5 - Meetings.** There shall be at least one meeting per year of the General Membership. Membership meetings may be called by the Board of Directors or by 10% of the membership. Members will be made aware of the time and location of these meetings at least 30 days prior to the meeting. A quorum shall consist of those members present.

**Section 3.6 - Dues.** A scale of dues and fees will be fixed by the Board of Directors. Failure to pay dues within 90 days from the due date, without having made prior arrangements with the organization, shall result in loss of membership.

**Section 3.7 - Removal of a Member.** Membership can be revoked if a member has failed to abide by these bylaws or other rules of the organization. The board may act to revoke Membership.

The expelled Member has the right of appeal to the membership, where a two-thirds vote (of voting members) is necessary to sustain the board's action. A member withdrawing from the organization or whose membership has been revoked shall surrender all rights in and all assets and property of Provender Alliance and shall lose all rights and privileges of membership.

### **Article 4**

#### **Board of Directors**

**Section 4.1 - Composition.** There shall be five to seven (5 to 7) members of the Board of Directors. Each director shall be a representative of a member organization when elected. No more than one (1) paid staff person of Provender Alliance may be elected to the board. All laws and practices of conflict of interest shall be observed.

**Section 4.2 - Election.** The Board of Directors shall be elected by the General Membership by ballot and/or at the annual meeting where all ballots will be counted. Directors shall serve for two-year terms. Election of Directors should be staggered to minimize board turnover.

**Section 4.3 - Duties.** The duties of the Board of Directors shall be to attend to the general business of the organization and to formulate policy of the organization.

**Section 4.4 - Resignation.** Any director may resign at any time by giving written notice thereof to the President and/or Executive Director of the organization.

**Section 4.5 - Removal.** A board member may be removed when absent for three consecutive conference call meetings of the board or two in-person meetings without valid reason as determined by the board. Following a declaration of removal, the board member so removed shall be given written notice of the action. Any change in the relationship between a board member and the member organization that board member represents, shall not in itself be cause for removal as long as the board member becomes an individual member.

**Section 4.6 - Vacancies and Unfilled Seats.** Vacancies and unfilled seats occurring in elective positions may be filled by the board by consensus for the unfinished term of office. The board may choose to leave the seat vacant.

**Section 4.7 - Indemnification.** To the full extent permitted by the Oregon Nonprofit Corporation Law, and under the terms and conditions stated therein, Provender Alliance shall, in respect to amounts actually and reasonably paid or incurred, indemnify any director or officer who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that the person is or was a director or officer of the organization, or is or was serving at the request of the organization as a director, officer, employee or agent of another organization. The Board of Directors may, at any time, approve indemnification of any other person which the organization has the power to indemnify. The foregoing shall not be exclusive of any other right to which such persons may be lawfully entitled.

#### **Article 5**

##### **Board Meetings**

**Section 5.1 - Regular Meetings.** Regular meetings of the Board of Directors shall be held at times to be determined by the board but are to occur at least once per year. Meetings shall be open to all members.

**Section 5.2 - Special Meetings.** Special meetings of the Board of Directors may be called by any two directors or by the Executive Director.

**Section 5.3 - Closed Meetings.** The Board of Directors shall reserve the right to go into closed session by consensus of the directors present when privacy is needed to protect the rights of individuals or organizations.

**Section 5.4 - Notice of Meetings.** All members of the Board of Directors and all members of Provender Alliance shall be informed of each board meeting at least seven (7) days previous thereto.

**Section 5.5 - Quorum.** A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the board.

**Section 5.6 - Voting.** In the absence of other procedures established by the Board of Directors or contained within these bylaws, the board will use consensus minus one decision making.

A majority of the directors present at a meeting may agree to require polling of each member of the board on any issues before the board. Such polling shall be completed within fourteen (14) days of the resolution to poll. A consensus minus one shall be the act of the board, provided that a quorum has been achieved.

**Section 5.7 - Decisions.** All decisions of the board shall be made public to the membership.

#### **Article 6**

##### **Officers of the Corporation**

**Section 6.1 - Officers.** The Board of Directors shall select officers of the organization from among themselves. The officers shall be President, Secretary and Treasurer.

#### **Article 7**

##### **Fiscal Regulations**

**Section 7.1 - Contracts.** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of or on behalf of the organization, and such authority may be general or confirmed to specific instances.

**Section 7.2 - Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the organization shall be signed by such officers or agents of the organization and in such a manner as shall be determined by the board.

**Section 7.3 - Assets.** Upon dissolution or final liquidation of the organization, the assets of the organization shall be distributed in accordance with a plan of distribution adopted by the Board of Directors in accordance with state law.

#### **Article 8**

##### **Amendments**

**Section 8.1 - Amendments.** The power to adopt, alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The board retains the option to poll the members for an advisory vote.

#### **Article 9**

##### **Rules of Order**

**Section 9.1 - Rules of Order.** In the absence of other procedures established by the Board of Directors or contained within these bylaws, all membership meetings and Board of Directors meetings shall be conducted according to Robert's Rules of Order.