

**BYLAWS
OF THE
BROWNSMEAD FARMERS' CLUB**

**ARTICLE 1.
OFFICES**

1.1. Registered Office and Registered Agent. The registered office of the Corporation shall be located in the State of Oregon at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2. Other Offices. The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

**ARTICLE 2.
MEMBERS**

The Corporation shall not have members.

**ARTICLE 3.
BOARD OF DIRECTORS**

3.1. Number and Powers. The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors consisting not less than three (3) nor more than seven (7) persons. At each annual meeting after the initial annual meeting, directors shall be elected for a term of one (1) year to succeed the directors whose terms expire at such meeting.

3.2. Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.3. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.4. Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held without notice at the registered office of the Corporation, in **April** of each year, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.