

**BYLAWS  
OF  
STAUNTON FARMERS MARKET, INCORPORATED**

**ARTICLE ONE  
Offices, Registered Agent**

1.1. Registered Office. Staunton Farmers Market, Incorporated (hereafter, the "Corporation") shall have and continuously maintain in the Commonwealth of Virginia a registered office, with a registered agent whose business office is identical with such registered office. The address of the registered office may be changed from time to time by the Board of Directors.

1.2. Other Offices. The Corporation may also have an office or offices at such other place or places within or without the Commonwealth of Virginia that the Board of Directors may, from time to time, designate and as the business of the Corporation may require.

**ARTICLE TWO  
Purposes**

2.1. Nature of Corporation. The Corporation is an incorporated and registered non-stock corporation, duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the "Code"). The Corporation is organized to operate exclusively in accordance with the provisions of Section 13.1-823 of the Code of Virginia.

2.2. Mission. The Staunton Farmers Market brings together local farmers, makers and consumers in a vibrant producer-only marketplace that provides fresh locally grown food for all residents, champions small farms and artisans and affirms their place in the social and economic fabric of our community.

2.3. Purpose. To foster and strengthen a centralized organization that supports the viability of local farmers and producers who offer sustainable fresh produce and farm products, thus enhancing the business and nutritional health of the Staunton, Virginia community.

**ARTICLE THREE  
EEOC**

Equal Employment Opportunity Corporation. The Corporation strives to meet all applicable Federal, State and Local EEOC requirements. The Corporation provides equal opportunity and does not discriminate on the basis of race; color; national origin; ancestry; age; gender; disability; veteran status; marital status; and religious, political or sexual orientation. This policy against discrimination extends to any status or condition protected by law and prevails throughout every aspect of the Corporation.

## ARTICLE FOUR

### Members

4.1. Corporation. The Corporation shall have no members.

4.2. Governance. The Corporation shall be governed by its Board of Directors.

## ARTICLE FIVE

### Board Of Directors/Meetings. Etc.

5.1. General Powers of the Board of Directors. The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and the Corporation, except where the Articles of Incorporation requires a greater vote. Unless otherwise provided by resolution of the Board of Directors the directors shall have the sole voting power.

5.2. Number and Qualifications. The Corporation shall have at least five (5) but no more than eleven (11) directors elected by vote of the Board at the annual meeting of the Board or at such other time as the Board may determine. The Market Manager and Market Treasurer shall hold ex officio non-voting appointments to the Board. One or two vendor representatives selected by the Market Advisory Committee from its membership may hold seats on the Board, so long as the number of voting vendors shall not exceed 30% of the voting membership of the Board. The Board may, at its discretion, seek representatives from other community organizations to become voting members of the Board. No community organization may hold more than one seat on the Board at any given time.

5.3. Election of Directors. The directors shall be elected by the voting Directors from nominees submitted by the Governance or Nominations Committee or persons nominated from the floor at the meeting of voting Directors, provided the consent of any such persons has been obtained in advance. If the number of nominees for director exceeds the number of vacancies to be filled, voting shall be by secret ballot, and those nominees receiving the greatest number of votes to the extent of the vacancies to be filled shall be deemed to be elected; provided, however, that if two (2) or more nominees shall receive the same number of votes for the last vacancies to be filled, then one or more new ballots shall be cast among such tying nominees until one of

them shall receive a plurality of votes over those received by such other tying nominee or nominees.

Directors shall be elected at the annual Board of Directors meeting or at such other time as the Board may determine and must, in all cases, be in good standing of the Corporation. Officers shall be elected at the annual Board of Directors meeting or at such other time as the Board may determine.

5.4. Term Limits. Directors, except those representing the Market Advisory Committee, shall be elected to serve a term of three (3) years by a majority vote of a quorum of Directors present at the meeting. Directors may be re-elected for one (1) additional term, and may return to the board after a one year hiatus at the end of the designated term.

Directors representing the Market Advisory Committee shall serve a term of two years to coincide with their Committee membership.

5.5 Resignation and Removal. Directors may resign from the Board of Directors at any time by giving written notice of their resignation addressed to the Chairperson of the Board of Directors, or by presenting a written resignation at a meeting of the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Any Director may be removed from his/her position by a two-thirds (2/3) vote of the Board of Directors present at any properly called meeting for conduct deemed prejudicial to the Corporation, provided, however, that such Director shall first have been given an opportunity to be heard at the meeting at which such vote is taken.

5.6. Vacancies on Board. Any vacancy occurring prior to the expiration of a term shall be filled by the Board of Directors for the unexpired term of the predecessor in office.

5.7. Board Meetings. The Board of Directors shall hold regular meetings at a time and place to be chosen by the Board of Directors. Notice of such meeting shall be given to each Director ten (10) working days in advance of said meeting by mail, email, or some other mutually agreed upon means to which all Directors have access. Notice of any regular meeting may be waived in writing, either before, during, or after a regular meeting, provided that a quorum is present at said meeting. Each Director, by his attendance at the meeting and his participation in the action taken at the meeting, shall be deemed to have waived notice of such meeting.

5.8. Annual Meetings. The annual meeting of the Board of Directors shall be held each year at the time and place as determined by the Board.

5.9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, or by written request from any two Directors. The

person or persons authorized to call special meetings of the Board of Directors may choose any reasonable place to hold the meeting.

Notice of any special meeting of the Board of Directors shall be given at least two (2) working days prior to the meeting by written notice (email or mail). The notice shall set forth the agenda and other items of business requiring a vote. A director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice.

5.10. Place of Meetings. Meetings of the Board of Directors shall be held at such place as the Board of Directors may designate. Meetings may be conducted in person or through virtual means so long as all Directors have access to the virtual means and all Directors can simultaneously communicate with each other.

5.11. Meeting Attendance. Board members must annually attend 2/3 of all Board meetings either in person, by conference call, or by video conferencing. If a Board member does not attend 2/3 of the meetings without a prior excused absence approved by the Chairperson of the Board, their membership on the Board may be terminated by 2/3 vote of the Board of Directors.

5.12. Quorum. The presence of at least fifty percent (50%) of voting Directors shall constitute a quorum.

5.13. Manner of Acting. Unless otherwise specified in these Bylaws, an action may be brought for a vote upon the duly called motion of any Director. The action may be taken during a Board meeting at which a quorum exists with the affirmative vote of a majority of directors present. A written record shall be made of the action taken at such meeting.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Written notice of the proposed action shall be provided to Directors at least two (2) business days in advance of the proposal. The notice shall contain a description of the action to be taken. If any Director objects to the proposed action that Director shall deliver the objection no later than two (2) business days after the notice is given. Any objection shall defer consideration of the action to the next Board meeting. A failure to respond within two business days shall be deemed an abstention. If there is no objection, the action shall take place when the last Director signs the consent, or on the effective date specified in the consent.

5.14. Compensation. No director, except for employees of the Corporation, shall receive compensation other than occasional reimbursement for reasonable expenses incurred on behalf of the Corporation. With prior authorization, fees will be approved by the Chairperson and/or Market Manager.

5.15. Conduct of Meetings. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors. In the absence of the Chairperson, another Board officer may preside. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct a meeting through the use of, any means by which all directors participating may simultaneously communicate with each other during the meeting.

Regular meetings of the Board of Directors, or portions thereof, are open for public attendance. The Board of Directors may also meet in closed session, during which only Directors may be present. From time to time the Board may also meet in Executive Session, during which no employees of the Corporation will be present. A closed session or an executive session may be scheduled by advance notice. A closed session or an executive session may be commenced during any Board meeting through decision by the Board Chairperson or motion from any Board member present. A closed session or an executive session may be called for the purpose of discussing any confidential matter, including personnel matters.

Procedure at all meetings, unless otherwise set forth in these bylaws, shall be governed by the Standard Code of Parliamentary Procedure.

## ARTICLE SIX

### Officers

6.1. Officers. The Officers of the Corporation shall be a Chairperson, Secretary, Treasurer, Market Manager and such other officers as the Board may appoint. No two offices shall be held by the same person.

6.2. Election and Term of Office. Officers shall be elected by and from the Board of Directors at annual meetings of the Board of Directors. If the election of officers shall not be held at such an annual meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for a term of one year and may serve up to one (1) additional year. Officers may return to the board as a Director for one (1) additional term. The Market Manager and Market Treasurer, or such other Executive Employees as the Board shall designate, shall hold office for the terms of their employment. If Board members (other than Ex-officio members) hold office at the expiration of their Board service term, they may remain on the Board to complete the term of office.

6.3. Compensation. No officer excluding the Market Manager and Market Treasurer shall receive compensation other than occasional reimbursement for reasonable expenses incurred on behalf of the Corporation. The Market Manager and Treasurer shall receive a salary and other compensation as determined by the Board from time to time upon such terms and conditions as the Board may determine.

6. 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board upon a two-thirds vote of the Board of Directors, whenever in its

judgment the best interests of the Corporation would be served thereby. Ex-officio Board members will be removed from the Board if they are no longer functioning in the capacity which confers their appointment.

6.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors.

6.6. Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all governing committees. The Chairperson shall perform the duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors. The Chairperson shall be directly responsible to the Board of Directors and shall report to the Board all significant matters pertaining to the welfare of the corporation.

In the case of the Chairperson's inability or refusal to serve, resignation, removal from office or death, the Board of Directors shall appoint another officer to fill the unexpired term of the Chairperson.

Section 8. Treasurer. The Treasurer shall have fiduciary charge and be responsible for funds and securities of the Corporation; and, in general, oversee the performance of all fiscal duties of the Corporation as well as, from time to time, any duties as may be assigned by the Chairperson or by the Board of Directors. The Treasurer shall authorize the payment of monies on such approvals and signatures as the Board may determine; shall be responsible for the maintenance of adequate books of account; shall present to the Board monthly financial statements of receipts and expenditures; and, at the close of the fiscal year, shall present to the Board a financial report for the year accompanied by a balance sheet and an income and expense statement prepared by a certified public accountant. If audited financial statements are deemed necessary by the Board of Directors, or by law, the Treasurer will secure the services of an auditor to accomplish this. The Treasurer may be, but need not be, the same person who serves as the Market Treasurer.

6.9. Secretary. The Secretary shall prepare and maintain custody of the minutes of all meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties from time to time that may be assigned by the Chairperson or by the Board of Directors. The responsibilities of the Secretary may be delegated to any employee as assigned by the Chairperson of the Board of Directors. The Secretary shall keep or cause to be kept true and accurate minutes for each regular or special meeting. The Secretary shall keep a record of proceedings of any executive session, to be made available only to Directors who may participate in executive session.

6.10. Market Manager. The Market Manager shall report directly to the Board of Directors of the Corporation and shall, subject to the control of the Board of Directors, have general supervision and direction of the business and affairs of the Corporation. The Market Manager is authorized to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation, within the limits specified in the Policies of the Corporation. The Market Manager shall serve ex-officio, without vote, on the Board of Directors and on all committees of the Corporation and shall perform such other duties as may be assigned from time to time by the board.

6.11 Transfer of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any Director or employee of the Corporation, by a majority vote of the remaining Directors.

## ARTICLE SEVEN

### Committees

7.1. The Board of Directors may create one or more standing or ad hoc Board committees and appoint members of the Board of Directors, community volunteers, or vendors to serve on them. Committees have no authority to make decisions for the corporation. Any recommendations from Committees must be approved by the entire Board of Directors.

7.2. Meetings. The provisions of these Bylaws which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors shall apply to Board committees and their members as well.

7.3. Governance Committee. The Governance Committee is a standing committee of the Board of Directors and is charged with the oversight and development of the board itself. The Governance Committee is responsible for board recruitment, board orientation, board self-assessment, board continuing education, and board management. Duties of board recruitment and orientation and officer recruitment may be delegated to an ad hoc Nominations Committee.

The governance committee shall consist of at least two (2) and up to five (5) members in good standing and shall be selected at the annual meeting of the Board of Directors. The Chairperson of the Governance Committee shall be selected by the Board of Directors.

The term of the committee shall be from the time of their selection through the conclusion of the following annual meeting.

Unless those duties are delegated to a Nominations Committee, the governance committee shall present at the following annual meeting a slate of candidates for the Board of Director seats whose terms have expired or are expiring or for which there are vacancies, and a slate of new officers.

7.4. Finance Committee. The Finance Committee is a standing committee of the Board of Directors and is chaired by the Board Treasurer. The committee is responsible for reviewing and providing guidance for the Corporation's financial matters. Specifically, the committee assures internal controls, audits as needed, and financial analysis for the Corporation.

7.5. Evaluation Committee. The Evaluation Committee is a standing committee of the Board of Directors and is charged with implementing the annual performance evaluation for the Market Manager and Market Treasurer. The Evaluation Committee may also, at the discretion of the Board, be charged with evaluating Board effectiveness, and may work with the Market Manager to assess Market impact.

7.6. Appointment of Consultants. The Board of Directors may appoint to the Board and to Committees such consultants as are deemed occasionally necessary to carry out the purposes and policies of the Corporation.

7.7. Term of Office. Each member of a committee shall continue as a member thereof until the next annual meeting of the Directors of the Corporation and until the successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. A Director may serve consecutive terms on any committee so long as he/she remains a Director of the Corporation.

7.8. Chair of Committees. The Chairperson of the Board shall appoint one member of each committee to act as Chair thereof, except that the Chairperson of the Governance Committee shall be selected by the Board of Directors.

## ARTICLE EIGHT

### Market Advisory Committee

8.1. Composition. The Market Advisory Committee is chaired by the Market Manager and composed of at least five and no more than seven currently active vendors elected by the group of Market vendors at its annual meeting. Additionally, two community representatives may be appointed by the Market Manager, the process for recruiting and vetting community representatives to be approved by the Board of Directors. Only one representative from a farm/business will be allowed to serve on the Market Advisory Committee at a time.

8.2. Term Limits. Vendors are elected, and Community Representatives appointed, for a two-year term. After a one-year hiatus, the committee member is again eligible for election or appointment. If a Vendor is serving as a Committee representative to the Board at the time that person's Committee membership expires, the vendor may remain on the Committee until the completion of the Board service term.

8.3. Meetings. The Committee will meet at a time and place chosen by the Market Manager. Meetings may be conducted in person or through virtual means so long as all committee members have access to the virtual means and all committee members can simultaneously communicate with each other.

8.4. Liaison with the Board of Directors. One or two vendor members of the Committee, the number to be determined by the Board of Directors, will be elected by the Committee to serve on the Board of Directors for a two-year term to coincide with their Committee membership. The Market Advisory Committee will also meet jointly with the Board of Directors once annually.

8.5. Purpose and Duties. The Market Advisory Committee will review all applications for participation in the regular Market season and the Holiday Winter Market. Applicants will be evaluated based on criteria or guidelines set forth by the Board of Directors. The Market Advisory Committee will propose a list of accepted vendors which will be presented by the Market Manager for final Board approval. The Committee will assist the Market Manager in planning for Customer Appreciation Day, and will help with planning for music, community guests at the Market, and publicity. When requested by the Market Manager, the Committee may address any other issues relating to ongoing Market operations and propose and implement any solutions agreed upon with the Market Manager.

8.6. Meetings. The provisions of these Bylaws which govern meetings, action without meetings, and quorum, voting requirements, and conduct of meetings of the Board of Directors shall apply to the Market Advisory Committee and its members as well.

## ARTICLE NINE

### Limitation of Liability and Indemnification

9.1 Limitation of Liability. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof, or that may hereafter be amended, permits the limitation or elimination of liability of the named and designated directors, officers, committee members and or duly designated agents, said directors, officers, committee members and/or duly designated agents shall not be liable to SFM for damages that may result from the simple negligence of said individuals.

This limitation shall not be applicable in those instances where damages and/or injuries are the result of a criminal act, and/or the actions of an individual that is willful, wanton, and done with reckless disregard for the outcome (willful negligence) and/or that results in the imposition of putative damages against SFM by a court of competent jurisdiction.

9.2. Indemnification. SFM shall indemnify a director or officer, employee or agent of SFM who is or was a party to any proceeding by reason of fact that he or she is or was such a director or officer, or is or was serving at the request of SFM as a director, committee member, partner, trustee, officer, manager, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit

plan or other enterprise, against all liabilities and expenses incurred in the proceeding except such liabilities and expenses are incurred because of his or her willful misconduct or knowing violation of the criminal law.

The Indemnification described herein shall not be applicable in those instances where damages and/or injuries are the result of a criminal act, and/or the actions of any individual that is willful, wanton, and done with reckless disregard for the outcome (willful negligence) and/or that results in the imposition of putative damages against SFM by a court of competent jurisdiction. This includes, but is not limited to, the individuals named and described in Paragraph 9.1 herein.

The Indemnification described herein shall not be applicable to Market vendors, Market customers, and/or the general public, unless specifically described and provided for in Article 9 of these Bylaws.

9.3. Advances and Reimbursement of Expenses. Unless a determination has been made that the indemnification is not permissible, SFM shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that the director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his or her ability to make repayment. Unless a determination has been made that indemnification is not permissible, SFM is hereby empowered to contract in advance to indemnify and advance the expenses of any director or officer.

9.4. Procedure for Indemnification. The determination to make advancements, reimbursements or indemnifications, or to contract in advance to do the same, shall be made by majority vote of a quorum of disinterested directors. If a quorum of disinterested directors cannot be obtained for any reason, then the determination shall be made by a majority vote of a committee designated by the Board, including interested directors, the committee to consist of only disinterested directors, at least two in number, or by special legal counsel selected by a quorum of disinterested directors or by the committee described above. If neither a quorum of disinterested directors nor a committee of at least two disinterested directors can be obtained, then the selection of the special legal counsel shall be made by a majority vote of the entire Board, including interested directors.

9.5. Persons Covered. The Board is hereby empowered, by majority vote of a quorum of disinterested directors, to cause SFM to indemnify or contract in advance to indemnify any person not specified in this Article who was or is a party to any proceeding by reason of the fact that he or she is or was an employee or agent of SFM, or is or was serving at the request of SFM as a director, partner, trustee, officer, manager, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such a person were specified as one to whom indemnification is granted in this Article.

9.6. Insurance. SFM may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board may determine, on behalf of any persons who are or were directors, officers, employees, or agents of SFM, or are or were serving at the request of SFM as a director, partner, trustee, officer, manager, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted or incurred by any such persons in any such capacity or arising from their status as such, whether or not SFM would have power to indemnify them against such liability under the provisions of this Article.

9.7. Changes in Board Composition. In the event there has been a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

9.8. Applicability of this Article. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material aspect on any alleged action or failure to act prior to such amendment, modification or repeal. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

## ARTICLE TEN

### Conflict of Interest

10. 1. Conflict of Interest. No Director or employee of the Corporation shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the Corporation or any of its affiliates and his or her personal interests arises.

Each Director and employee has a duty to place the interest of the Corporation foremost in any dealings with the Corporation, and has a continuing responsibility to comply with the requirements of this policy.

10.2. Conduct of Personal Business. The conduct of personal business between any Director, employee, or committee member of the Corporation and any of its affiliates is prohibited unless first fully disclosed and then only if approved by the board.

10.3. Disclosure of Interest. If a Director, employee, or committee member has an interest in a proposed transaction with the corporation in the form of a significant personal financial interest in the transaction, or in any Corporations involved in the transaction, or holds position as trustee, director, or officer in any such Corporation, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

10.4. Obligation to Disclose. Any Director, employee, or committee member, who is aware of a potential conflict of interest with respect to any matter coming before the board, or any committee, is obligated to disclose such a conflict of interest to the entire board.

10.5. Conflict of Interest Statement. All Board members shall execute annually an agreement to abide by the Corporation's conflict of interest and Confidentiality policies. Such documents shall be retained by the Board Secretary or Chairperson. Any Director who refuses to sign may be dismissed from the Board of Directors by a majority vote of remaining Directors.

## ARTICLE ELEVEN

### Books and Records

11.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors.

## ARTICLE TWELVE

### Fiscal Year

12.1. Fiscal Year. The fiscal year of the Corporation is January 1 through December 31.

## ARTICLE THIRTEEN

### Bylaws

13.1. Bylaws. These Bylaws may be amended or repealed by the Board of Directors at any regular or special meeting by an affirmative vote of two thirds (2/3) of the total number of Directors. Proposed changes to the Bylaws, must be communicated to the Board of Directors at least 10 working days or 14 calendar days in advance of the meeting.

## ARTICLE FOURTEEN

### Dissolution

14. 1. Dissolution. The Corporation may dissolve and wind up its affairs in accordance with the proper procedures as prescribed by law, as long as such dissolution is in accordance with the Articles of Incorporation.

ARTICLE FIFTEEN  
Conflicts with Articles of Incorporation

15.1. Should any provision of these Bylaws or amendments thereto be in conflict with the Articles of Incorporation the Articles of Incorporation shall supersede.

ARTICLE SIXTEEN  
Emergency Provisions

16.1. Emergency Provisions. Notwithstanding any other provisions of the Virginia Non Stock Corporation Law, the Articles or these Bylaws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other disastrous event that causes a majority of the Board to be incapable of acting as such because of death or other physical disability or difficulties of communication or transportation, the other Director or Directors ("Remaining Directors") shall constitute a quorum for the purpose of acting for the Corporation. In the event that no Director is able to act for the Corporation, the Officers or other persons, including employees of the Corporation, designated on a list approved by the Directors, in the order and upon the conditions determined by the Directors prior to the emergency, shall be deemed to be Directors. The Directors so authorized shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by the remaining Directors.

Adopted by unanimous vote of the Board of Directors on December 15, 2025.

  
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Marlena Hobson, Board Secretary

12/15/2025  
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Date