

AMENDED AND RESTATED
BYLAWS
OF
EVERYONE'S HARVEST
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

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ARTICLE I OFFICES

Section 1.1 Principal Office. The principal office of this corporation shall be located at 31 Upper Ragsdale Road, Monterey, California 93940, or at such other address as the board of directors shall from time to time determine. The board of directors is granted full power and authority to change the principal office from one location to another. The corporation may establish or maintain additional offices at such other places as the board of directors may determine.

ARTICLE II PURPOSES

Section 2.1 General and Specific Purposes; Limitations. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This corporation is organized under the California Nonprofit Public Benefit Corporation Law exclusively for charitable or educational purposes within the meaning of Internal Revenue Code §501(c)(3) (or the corresponding section of any future federal internal revenue law). The specific purposes of the corporation are to support sustainable agriculture and local economic development and to promote community building through the creation and operation of certified farmers' markets and any other activities that are similar and supportive of these enumerated purposes.

Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) (or the corresponding provision of any future federal internal revenue law).

Section 2.2 Dedication of Assets. The corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, literary or educational purposes which has (or have) established its (or their) tax exempt status under Internal Revenue Code section 501(c)(3) (or the corresponding provisions of any future federal internal revenue law).

ARTICLE III MEMBERSHIP

Section 3.1 Members. This corporation shall have no members within the meaning of §5056 of the California Nonprofit Corporation Law as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the board of directors. All rights which otherwise would vest

in the members including, without limitation, the right to elect directors, shall vest in the board of directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Power of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors may delegate the management of the activities of the corporation to any person or persons, or committee or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors.

Section 4.2 Number of Directors. The number of directors of the corporation shall be no less than three (3) nor more than fifteen (15) unless and until changed by a resolution duly adopted by the board of directors. The exact number of authorized directors shall be five (5) until changed, within the limits specified above, by a resolution amending such exact number duly adopted by the board of directors.

Section 4.3 Restriction on Interested Persons. No more than 49 percent of the persons serving on the board of directors may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director, and (b) any brother, sister, ancestor or descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of this paragraph shall not affect the validity or enforceability of any contract or transaction entered into by the corporation.

Section 4.4 Nominations, Election and Term of Office.

(a) Nominations. At least fifteen (15) days before the date of any election of a director or directors, a nominating committee (the “Nominating Committee”) comprised of not less than two (2) nor more than five (5) persons shall be appointed by the board of directors to nominate qualified candidates for election to the board. The Nominating Committee shall make its report at least five (5) days before the date of election, or at such other time as the board of directors may set, and the Secretary of the corporation shall forward to each member of the board of directors, with the notice of the meeting required by these Bylaws, a list of all candidates nominated by the Nominating Committee.

The nominations duly made by the Nominating Committee shall be placed on a ballot in alphabetical order and shall be voted for at the annual meeting of the board of directors (or at any regular or special meeting at which a vacancy on the board of directors is filled). At a board of directors meeting at which directors are to be elected, each director shall be entitled to vote to either accept or reject a candidate. The candidates receiving the highest number of affirmative votes shall be elected; votes against any candidate and votes withheld shall have no effect.

(b) Election. Directors shall be elected at each annual meeting of the board of directors at which there is a vacancy on the Board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until his or her successor is elected and qualified.

(c) Term of Office. The directors' terms of office shall be staggered. The total number of directors shall be divided into three (3) groups of approximately equal size, with the initial term of office for each group of directors expiring in one, two or three (3) years. Thereafter all directors shall be elected to three-year terms, commencing on the April 1st following election (or such other date as of which he or she is elected if elected other than at the annual meeting to fill a vacancy on the board of directors) and shall expire on March 31st. There shall be no limitation on the number of consecutive three-year terms served by any member of the board of directors. As long as the maximum authorized number of directors is fifteen, not more than ten (10) directors shall be elected, either at an annual meeting or mid-term, so that their terms will all expire at the same annual meeting of the Board.

Section 4.5 Removal Without Cause. Any director may be removed from office without cause by the affirmative vote of a majority of the directors then in office at any regular or special meeting of the board of directors provided notice of the meeting is given in accordance with § 5211 of the California Nonprofit Public Benefit Corporation Law (the "Law"). Any director may also be removed for cause in accordance with the provision of Section 4.7 below.

Section 4.6 Resignation and Vacancies. Any director may resign effective upon giving written notice to the President, the Secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the California Attorney General, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 4.7 Vacancies on Board of Directors; Removal for Cause. A vacancy on the board of directors shall occur in the event of the death, resignation or removal of any director, or if the authorized number of directors is increased. The board of directors may by resolution declare vacant the office of any director who (a) has been declared of unsound mind by a final order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law, or (b) fails to attend three (3) consecutive meetings of the board of directors. Vacancies in the board of directors shall be filled in the same manner prescribed in these Bylaws for the election of the director whose office is vacant, provided that such vacancy shall be filled as it occurs and not on an annual basis. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of that director's term of office. A director elected to fill a vacancy on the board of directors shall hold office until the expiration of the term of office of the director whose departure created the vacancy filled unless the board of directors shall otherwise determine.

Section 4.8 Place of Meetings. Meetings of the board of directors may be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the corporation.

Section 4.9 Annual Meetings. The board of directors shall hold an annual meeting for the purpose of electing the directors and officers of the corporation, and to transact all other business as may properly come before the board of directors. Annual meetings of the board of directors shall be held on a date selected by the President within the first three months of the calendar year, at the principal office of the corporation or at such other place as shall be designated by the board of directors and included in the notice of the meeting. A notice shall be required for this meeting.

Section 4.10 Regular Meetings. Regular meetings of the board of directors shall be held as directed by the President, upon proper notice, at the principal office of the corporation, or at such other place as the board of directors shall determine. Any member of the board of directors who is unable to attend a regular meeting of the board of directors shall notify the Secretary of the corporation of his or her unavailability prior to the meeting.

Section 4.11 Special Meetings; Notice of Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time by the President, or any two directors. Notice of the time and place of annual, regular or special meetings shall be delivered personally or by telephone (including a voice messaging or other system designed to record and communicate messages) or sent by first-class mail, telegraph, charges prepaid, or by facsimile, email or other electronic means addressed to each director at that director's address as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by telephone or by facsimile, telegram, email or other electronic means it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. In the oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice, or waiver of notice, need not specify the purpose of the meeting.

Section 4.12 Quorum and Action of the Board. A majority of directors then in office constitutes a quorum of the board of directors for the transaction of business, except that a quorum is not required for purposes of adjournment as described in Section 4.15 of these Bylaws. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of directors present at a duly held meeting at which quorum is present shall be an act of the board of directors, subject to the more stringent provisions of the Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. Except as otherwise provided in these Bylaws or under the Law, a meeting at which quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.13 Participation in Meetings by Conference Telephone. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are

able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply: (a) each director participating in the meeting can communicate with all of the other directors concurrently, (b) each director is provided the means of participating in all matters before the board of directors, including the capacity to propose or to interpose an objection to a specific action to be taken by the corporation, and (c) the corporation adopts and implements some means of verifying both that (i) a person communicating by telephone, electronic video screen, or other communications equipment is a director or other person entitled to participate in the board meeting, and (ii) all actions of, or votes by, the board of directors are taken or cast only by the director and not by any other person not permitted to participate as a director.

Section 4.14 Waiver of Notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.15 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.16 Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors consent in writing to such action. Such action by written consent shall have the same force and effect as any other action taken by the board at a duly called meeting at which a quorum is present. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

Section 4.17 Committees. The board of directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board of directors. Appointments to such committees shall be by a majority vote of the number of directors then in office, provided quorum is present. The board of directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee shall have all the authority of the board to the extent provided in the board resolution or resolutions creating and empowering the committee; provided that, no committee may do any of the following:

(a) Take any final action on any matter that, under the Law requires the approval of the members or approval of a majority of members of a nonprofit public benefit corporation (notwithstanding that this corporation has no members);

(b) Elect directors or fill vacancies on the board;

- (c) Fix compensation of the directors for serving on the board or any committee of the board;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution or action taken by the board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the board or appoint the members of committees of the board, including any appointments to fill vacancies on committees of the board;
- (g) Expend corporate funds to support a nominee for director; or,
- (h) Approval of any contract or transaction in which one or more directors has a direct or indirect material financial interest, except as special approval is provided for in § 5233(d)(3).

Section 4.18 Meetings and Actions of Committees. Meetings and actions of committees of the board of directors shall be governed by, held and taken under the provisions of this Article IV applicable to meetings and actions of the board of directors; except that the time and place for meetings of such committees and the calling of special meetings of committee can be set either by board resolution or the resolution of the committee. The board may adopt rules for the governance of any committee as are consistent with these Bylaws. If the board had not adopted rules, the committee may do so.

Section 4.19 Fees and Compensation. The corporation shall not pay any compensation to directors for services rendered to the corporation as a director, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the board of directors.

ARTICLE V OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer/Chief Financial Officer. The corporation also may have, at the discretion of the board of directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 5.3 of this Article V. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as President.

Section 5.2 Election. The officers of the corporation (except such officers as may be elected or appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article V), shall be chosen annually by, and shall serve at the pleasure of the board of directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are elected and qualify.

Section 5.3 Subordinate Officers. The board of directors may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the board of directors from time to time may determine.

Section 5.4 Removal and Resignation. Officers serve at the pleasure of the board of directors. Any officer may be removed with or without cause by the board of directors at any time or, in the case of an officer not chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.6 President. The President shall preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be assigned from time to time by the board of directors. The President is the general manager and chief executive officer of the corporation and, subject to the control of the board of directors, shall be responsible for the general supervision, direction, and control of the business and officers of the corporation.

Section 5.7 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any are appointed, in order of their rank as fixed by the board of directors, or, if not ranked, the Vice President designated by the board of directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors.

Section 5.8 Secretary. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the board of directors may order, a book of minutes of all meetings of the board of directors and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the board of directors and its committees required by law or by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors.

Section 5.9 Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The Chief Financial Officer shall cause to be given to the directors such financial statements and reports as are required to be given by law, these Bylaws or by the board. The books of account shall be open at all reasonable times to inspection by any director. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the President and the board, whenever requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors.

Section 5.10 Contracts with Directors. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 5.11 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

ARTICLE VI INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY

Section 6.1 Definitions. For the purposes of this Article VI, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic

corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 6.4 or 6.5(b) of these Bylaws.

Section 6.2 Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.3 Indemnification in Actions by or in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 6.4 Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.2 or 6.3 of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.5 Required Determinations. Except as provided in Section 6.4 of these Bylaws, any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.2 or 6.3 of these Bylaws, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 6.7 Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 6.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VI, except as provided in Sections 6.4 or 6.5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.9 Personal Liability of Volunteer Directors or Executive Officers. To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of the corporation, caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, provided that the person's act or omission was (a) within the scope of the director's or executive officer's duties, performed in good faith and was not reckless, wanton, intentional or grossly negligent, and (b) the damages are covered pursuant to a liability insurance policy issued to the corporation (either in the form of general liability policy or a director's and officer's liability policy) or personally to the director or executive officer. In the event the damages are not covered by insurance, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors and the person have made all reasonable efforts in good faith to obtain available liability insurance. "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this Section. "Executive Officer" means the President, Vice President, Secretary, or Chief Financial Officer of the corporation, or other individuals serving in like capacity, who assist in establishing the policy of the corporation. Nothing in this paragraph shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

Section 6.10 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of § 5233 of the California Nonprofit Public Benefit Corporation Law (or any successor provision thereto).

Section 6.11 Non-Applicability to Fiduciaries of Employee Benefit Plans. This Article VI does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 6.1 of these Bylaws. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of §5140 of the Law.

If any part of this Article VI shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VII MAINTENANCE AND INSPECTION OF BOOKS AND RECORDS; ANNUAL REPORTS

Section 7.1 Maintenance of Corporate Records. The corporation shall keep the following:

- (a) Adequate and correct books and records of account: and
- (b) Written minutes of the proceedings of its board and committees of the board.

Minutes shall be kept in written form. Other books and records shall be kept in either written or in any other form capable of being converted into written form.

Section 7.2 Director's Right of Inspection. Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 7.3 Annual Report. The board of directors shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 7.4 of these Bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than Twenty-Five Thousand Dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

Section 7.4 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation or any subsidiary was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (c) which involved more than Fifty Thousand Dollars (\$50,000) or was one of several transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). For this purpose, an “interested person” is any director or officer of the corporation or any or subsidiary of it (but mere common directorship shall not be considered such an interest). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation under Sections 6.2 and 6.3 of these Bylaws unless the indemnification has already been approved by the directors.

ARTICLE VIII FINANCIAL MATTERS

Section 8.1 Authorized Signatories. Expenditures in excess of the limit adopted in the board of directors’ fiscal policy shall be approved by the written authority of two or three authorized signatories before a disbursement is made.

(a) The board of directors shall determine who shall be authorized from time to time on the corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

(b) The board of directors by a majority vote will maintain at all times two to three authorized signatories.

(c) No authorized signatory can co-sign disbursements to themselves.

Section 8.2 Procedure to Approve Corporation's 990 Or 990-EZ. The Executive Director or her/his designee auditor/accountant must provide to the board of directors the corporation's 990 or 990-EZ forms filled out and profit/loss statements for review. The board of directors shall compare the 990 or 990-EZ forms with the corporation's profit/loss statements to make sure the 990 or 990-EZ forms are filled out correctly. A member of the board of directors shall sign the 990 or 990-EZ forms after the board of directors reviews the 990 or 990-EZ forms which shall thereafter be sent to the Internal Revenue Service (IRS).

ARTICLE IX ADVISORY BOARD

Section 9.1 Non-Voting Members. The corporation may establish an Advisory Board. The

members of the Advisory Board shall be nominated and elected by the corporation's board of directors by a majority vote of the directors at a meeting at which a quorum is present or by a Unanimous Written Consent signed by all members of the board of directors. The members of the Advisory Board shall provide advice to the board of directors on any matter relevant to the corporation.

Section 9.2 Terms of Office. Each member of the Advisory Board shall hold office until the next annual meeting for election of the board of directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

Section 9.3 Removal and Resignation. Any member of the Advisory Board may be removed, either with or without cause, by a vote of the board of directors, at any time. Any advisory member may resign at any time by giving written notice to the board of directors or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to a member of the Advisory Board.

Section 9.4 Duties of Advisory Board Members. It shall be the duty of the advisory board member to:

- (a) Provide advice to the board of directors on specific topics of expertise.
- (b) Meet at such times and places as required by board of directors.
- (c) Register their addresses with the Secretary of the corporation and agree that notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

ARTICLE X EMPLOYEES

Section 10.1 Executive Director. The board of directors may hire an employee as an Executive Director who shall carry out the policies, directives and other duties for the corporation assigned by the board of directors.

Section 10.2 Market Manager. The board of directors may also select an employee as a Market Manager who shall carry out the policies, directives and other duties for the Certified Farmers' Markets run by the corporation.

ARTICLE XI MISCELLANEOUS

Section 11.1 Fiscal Year. The fiscal year of the corporation shall be the twelve (12) month period from January 1 through December 31, or such other period as may be fixed by the board of directors and approved by the Internal Revenue Service, if necessary.

Section 11.2 Corporate Seal. The corporate seal shall be circular in form, shall have the name of the corporation inscribed thereon and shall contain the words “Corporate Seal” and “California” and the year the corporation was formed in the center, or shall be in such form as may be approved from time to time by the board of directors.

Section 11.3 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the corporation may be adopted, amended or repealed in whole or in part upon the approval thereof by the board of directors; provided that, if any provision of these Bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

ARTICLE XII

RULES AND REGULATIONS FOR OPERATION OF THE CERTIFIED FARMERS' MARKETS

The board of directors shall adopt Rules and Regulations for the operation of the corporation's Certified Markets, including but not limited to issuing permits, assigning spaces for selling at the markets and collecting reasonable fees from sellers, and shall take any other action reasonably necessary for the efficient management and operations of the Certified Farmer's Markets.

ARTICLE XIII

TERMINATIONS OF VENDORS AND PARTICIPANTS

Section 13.1 Procedure for Termination or Suspension

If grounds appear for termination or suspension of a Vendor and/or Participant, the procedure set forth below shall be followed:

(a) The Vendor and/or Participant shall be given fifteen (15) days prior notice of the termination or suspension and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Vendor's and/or Participant's last address as shown on Everyone's Harvest records. Notice shall be deemed given on date of physical presentation or within three (3) days of mailing.

(b) The Vendor and/or Participant shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the termination or suspension by a person or body authorized by the board of directors itself ("Hearing Body") to decide whether the proposed termination or suspension should not take place.

(c) The decision to suspend or terminate may include the imposition of fines and charges for costs incurred as a result of the conduct leading to the suspension or termination, subject to the discretion of the Hearing Body. Suspension may include loss of privileges, seniority, and/or fines and charges for costs incurred as a result of Vendor's and/or Participant's conduct, also subject to the discretion of the Hearing Body.

Section 13.2. Immediate Exclusion

(a) Any Vendor and/or Participant may be immediately excluded from the premises of any Farmers' Market operated by Everyone's Harvest on the basis of a good faith determination by the board of directors or on-site manager when the Vendor and/or Participant has failed in serious degree to observe the Everyone's Harvest Rules and Regulations or otherwise acted in a manner causing immediate threat or harm to any person including a Board of Director, manager, fellow Vendor and/or Participant including employees, or the general public.

(b) At the time of the immediate exclusion, the Vendor and/or Participant shall be advised that a committee of the board of directors will convene within fifteen (15) days to consider suspension or termination of the Vendor's and/or Participant's approval status from Farmers' Markets operated by Everyone's Harvest. The Vendor and/or Participant shall be given five (5) days prior notice of the date, time, and location of the Hearing Body as specified in Section 13.1 of these Bylaws. The Vendor and/or Participant shall be given an opportunity to be heard, either orally or in writing, at that meeting. At the date, time, and location noticed, a hearing shall be held by the Hearing Body, or the written statement considered by the Hearing Body, and a decision made whether to suspend or terminate the Vendor's and/or Participant approval status and whether to impose other sanctions specified in section 13.1 of these Bylaws.

(c) Vendor's and/or Participant's exclusion from any Farmers' Market operated by Everyone's Harvest shall remain effective pending the meeting of the Hearing Body as specified immediately above.

Section 13.3 Effect of Termination, Suspension, or Expulsion

A Vendor and/or Participant who is expelled or suspended or whose approval status is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, fees, assessments, or penalties incurred before the expulsion, suspension or termination or arising from contract or otherwise as determined by the Hearing Body.

CERTIFICATE OF SECRETARY

OF

EVERYONE'S HARVEST

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

The undersigned hereby certifies as follows:

1. I am the duly elected, qualified and acting Secretary of Everyone's Harvest, a California nonprofit public benefit corporation (the "Corporation"); and,

2. The foregoing Bylaws consisting of sixteen (16) pages (not including the cover page and table of contents) were adopted as the Bylaws of the corporation by the board of directors of the corporation (the "Board") by a unanimous vote taken at a meeting of the Board on July 24, 2021, at which all directors were present.

Dated: 7/30/2021



Annie Holdren, Secretary