Taproot, A Lopez Kitchen

BYLAWS

ARTICLE 1 – THE CORPORATION

Section 1.1. NAME.
The name of the organization is Taproot, A Lopez Kitchen, hereinafter referred to as Taproot.

Section 1.2. LOCATION.
The location of the principal office of Taproot shall be at its principal place of operations or such other place as the Board of Directors (Board) may designate on Lopez Island, Washington.

Section 1.3. PURPOSE.
Taproot's primary purpose is to serve the Lopez Island and San Juan County communities by creating jobs by

1) providing facilities for commercial food processing, particularly for adding value to locally-grown agricultural products,
2) providing a shared infrastructure to permit small entrepreneurs to develop ideas at a minimal cost, and to encourage cooperation, creativity, and collaboration among food producers,
3) offering a certified commercial kitchen to intermittent users such as Farmer's Market vendors, food truck vendors, and caterers,
4) providing access to commercial equipment for individuals, families, and non-profits to efficiently process foods for their own use, and
5) teaching safe food handling and processing practices, facilitating small business start-ups with resources and information, and generally helping to provide nourishment and livelihoods to the Lopez Island and larger San Juan County communities.

Section 1.4. NONPROFIT CORPORATION.
Taproot is structured as a nonprofit organization under the provisions of Chapter 24.03 of the Revised Code of Washington and shall at all times be operated on a nonprofit basis, and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any Director.

ARTICLE 2 – MEMBERSHIP

Taproot shall initially have no members.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.1. GENERAL POWERS.
The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation, including oversight of all policies and procedures.

Section 3.2. NUMBER, ELECTION, TERM OF OFFICE.

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no fewer than three (3) nor more than nine (9) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the board members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 4.7 of this Article.

Each member of the Board of Directors shall be a member of the Corporation and shall hold office for up to a three-year term and may be elected for more than one term.

Section 3.3. REMOVAL OF DIRECTORS.
Any Director elected may be removed by a super-majority (67%) vote of the Board of Directors, whenever in their judgment the best interests of the corporation are not being served by the Director and that Director's removal would be in the best interest of the corporation. Any Director who misses three consecutive meetings without an approved reason for being absent shall be automatically removed.

Section 3.4. RESIGNATION AND VACANCIES.
Any Director may resign at any time by giving notice in writing to the Chair and to the Board of Directors. Resignation shall be effective upon receipt thereof. A vacancy in office because of death, resignation, removal, disqualification, or any other cause may be appointed by the Board of Directors for the unexpired portion of the term and confirmed by a majority vote of the Board of Directors. Such appointment should be in accordance to the guidelines in Section 3.2 of the Bylaws.

Section 3.5. COMPENSATION.
Members of the Board who are not salaried may receive such fixed sum per meeting attended or such fixed annual sum as shall be determined, from time to time, by resolution of the Board of Directors. All directors may, at the discretion of the Board, receive their expenses, if any, of attendance at meetings of the Board of Directors or any committee thereof. Nothing in these Bylaws shall be construed to preclude any director from serving this Board in any other capacity and receiving proper compensation for the service.

Section 3.6. LOANS TO DIRECTORS OR OFFICERS.
The corporation may make no loans to its Directors or Officers or to any business concern owned by this corporation's Directors or Officers.

Section 3.7. CONFLICT OF INTEREST.
Any Member through any company owned substantially by that member, or with a company in which a member has an operating management role that potentially will enter into business dealings with Taproot shall disclose his/her interest in the subject company to the Board and, if a Director, shall not vote on any matter related to it.

Section 3.8. INITIAL BOARD.
The organizational and governance structure of Taproot as laid out in these Bylaws becomes effective at Milestone 1, the first October following such time as Taproot begins full operations as a community kitchen.
During the Taproot 'start-up phase', the period between nonprofit incorporation and Milestone 1, these Bylaws are enacted as governance for Taproot <u>except</u> for "Article 4 – MEETINGS OF DIRECTORS", which due to the increased need for governance and frequent decision-making during start-up is supplanted by "Section 6.1.1 – EXECUTIVE COMMITTEE", with this Executive Committee operating as Taproot's "Initial Board" and meeting at minimum monthly.
By approval of the Initial Board the timing of Milestone 1 may be adjusted based on Taproot's operational situation.

ARTICLE 4 – MEETINGS OF DIRECTORS

Section 4.1. ANNUAL MEETING.
The regular annual meeting of the Board of Directors for the purpose of electing Directors and Officers and transacting other business shall be held in November of each year.

Section 4.2. REGULAR MEETING.
Regular meetings of the Board of Directors shall be held at least once in every quarter to make management decisions relating to the business of the corporation. Regular meetings shall be called by the Chair, who shall also fix the time and place for holding of this meeting.

Section 4.3. SPECIAL MEETINGS.
Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board of Directors, and it shall thereupon be the duty of the Chair to fix the time and place for holding of the meeting.

Section 4.4. MEETINGS CONDUCTED BY ROBERTS RULES OF ORDER.
Meetings shall be conducted pursuant to the then current version of Roberts Rules of Order. The Chair or other presiding officer may suggest the use of alternative procedures at their discretion in particular circumstances, and such alternative procedures may be utilized if approved by a majority of the Directors present and voting at the meeting in question.

Section 4.5. NOTICE OF DIRECTORS' MEETINGS.
Notice of the time, place and purpose of any regular or special meeting of the Board of Directors shall be delivered or given to each Director not less than three days previous thereto either personally, by email, telephone, or by mail. If notice of a meeting is mailed, such notice shall be deemed delivered three days after being deposited in the United States mail, postage fully prepaid, addressed to the Director as it appears on the records of the corporation.

Section 4.6. WAIVER OF NOTICE.
Any Director may waive in writing any notice of a meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except in case a Director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been properly called or convened.

Section 4.7. QUORUM.
A majority of the Directors present in person or by proxy shall constitute a quorum at any properly called meeting of the Board of Directors.

Section 4.8. MANNER OF ACTING.
The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws or applicable Washington law. In the event of a tie vote, the motion shall fail.

Section 4.9. ACTION BY BOARD WITHOUT A MEETING.
Any action that could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the directors, unless the vote of greater number is required by these Bylaws or applicable Washington law. Such written consents may be an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 4.10. PROXY.

A Director may vote either in person or by proxy. The proxy must be in writing and executed by the non-present Director and may be effective for not more than 45 days from the date of execution. A Director may give a proxy vote only to another voting Director.

Section 4.11. MEETINGS BY TELEPHONE, ETC.
One or more Directors may attend a meeting of the Board by conference telephone, internet, or by any other means of communication by which all participants can hear or communicate with each other substantially simultaneously during the meeting (collectively “virtual meeting”), and such participation shall constitute presence in person at the meeting. The Chair or other Director who will be presiding shall make reasonable accommodations or arrangements for those Members who wish to be present by these alternative means, or the Meeting may be called initially as a virtual meeting with such accommodations or arrangements designation as a part of the calling.

ARTICLE 5 – OFFICERS

Section 5.1. NUMBER AND QUALIFICATIONS.
The Officers of the corporation shall be a Chair who shall be the same as President, a Vice Chair, who shall be the same as Vice President, a Secretary, a Treasurer, and such other Officers as shall be elected by the Board of Directors, each of whom shall perform such duties as may be designated by the Board of Directors. The officers, as described, compose the Executive Committee. The Officers must be members of the Board of Directors.

Section 5.2. ELECTION AND TERM OF OFFICE.
The Officers shall be elected by the Directors at their annual meeting in November of each year. If the election of Officers is not held at such meeting, the election of Officers shall be held as soon thereafter as convenient. Each Officer shall hold office for a term of one (1) year or until a successor shall have been elected. A vacancy in any office shall be appointed by the Board of Directors for the unexpired portion of the term.

Section 5.3. CHAIR.
The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary and Treasurer. The Chair shall be the principal Executive Officer of the organization. The Chair may sign any deeds, mortgages, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution shall be expressly delegated by the Board of Directors or these Bylaws to some other Officer or agent of the organization or shall be required by law to be otherwise signed or executed. In general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.4. VICE CHAIR.
In the absence of the Chair or when directed by the Board of Directors, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.5. SECRETARY.
The Secretary shall keep the minutes of meetings of the Board of Directors and shall see that all notices are duly given in accordance with these Bylaws. The Secretary shall assure that all of the organization records are duly maintained. At the request of the Secretary, the Board of Directors may, by resolution, expressly delegate any or all of these duties.

Section 5.6. TREASURER.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and shall be responsible for the receipt of monies by the corporation and the issuance of receipts for all monies due and payable to the corporation in such deposition as shall be selected by the Board of Directors. At the request of the Treasurer, the Board of Directors may, by resolution, expressly delegate any or all of these duties.

Section 5.7. PAST CHAIR.
The Past Chair shall serve in an advisory capacity to the Chair and Officers.

Section 5.8. STAFF.
The Board of Directors may employ an Executive Director who shall serve as liaison between the Board of Directors and Taproot users, and other duties as determined by the Board. The Executive Director shall employ other staff or resources as budgeted and necessary.

Section 5.9. REMOVAL OF OFFICERS.
Any Officer elected may be removed by a majority vote of the Board of Directors, whenever in their judgment, the officer is not serving the best interests of the corporation and that Officer's removal would be in the best interest of the corporation.

Section 5.10. RESIGNATION AND VACANCIES.
Any Officer may resign at any time by giving notice in writing to the Chair and to the Board of Directors. Resignation shall be effective upon receipt thereof. A vacancy in office because of death, resignation, removal, disqualification, or any other cause may be appointed from the Board of Directors for the unexpired portion of one term and approved by a majority vote of the Board of Directors.

ARTICLE 6 – COMMITTEES

Section 6.1 STANDING COMMITTEES.
The following shall be standing committees of the corporation and shall consist of the members noted below.

Section 6.1.1 – EXECUTIVE COMMITTEE
The Executive Committee shall consist of the Officers of the Corporation as provided for in Article 5 of these Bylaws and the immediate Past Chair, with the Chair of Taproot serving as chairperson of the Executive Committee.
It shall be the duty of the Executive Committee to oversee the search and selection of the Executive Director of Taproot. The final candidate shall be submitted to the full Board of Directors for approval.
The purpose of this committee shall include preparing a strategic plan for review by the Board, conducting the annual performance evaluation and compensation of the staff members of Taproot to be reviewed at a minimum of an annual basis recommended adjustments made as needed, conducting the annual review of any service contracts, and other duties as assigned by the Board
The Executive Committee shall have the authority to act on behalf of the Board on matters of importance between regularly scheduled board meetings when time is of the essence and it is therefore impractical to delay a decision until the regular Board meeting.

Section 6.2. SPECIAL COMMITTEES.
Special committees may be formed from time to time for such purpose as determined by the Chair.

Section 6.3. COMMITTEE QUORUM AND MANNER OF ACTING.
A majority of the whole committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 7 – ACCOUNTING AND FINANCE

Section 7.1. FISCAL YEAR.
The fiscal year of Taproot shall begin on January 1 of each calendar year and shall end on December 31 of each calendar year.

Section 7.2. ACCOUNTING SYSTEM AND REPORTS.
The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles, an appropriate accounting system.

Section 7.3. CONTRACTS.
Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Taproot.

Section 7.4. CHECKS, DRAFTS, ETC.
All checks, drafts or other orders for the payment of monies, and all notes, bonds, or other evidence of indebtedness issued in the name of Taproot shall be signed by such Officer or Officers, agent or agents, employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Checks or expenditures of $500 or more require the written consent (signature or electronic record) of two Officers.

Section 7.5. DEPOSITS.
All funds of Taproot shall be deposited from time to time to the credit of Taproot in such depositories as the Board of Directors may select.

Section 7.6. AUDITS.
The Board of Directors shall determine the level of audit required (a. compilation, b. review, c. full audit) for the calendar year and may appoint a Certified Public Accountant (CPA) firm subject to the approval of the Board of Directors. It is the responsibility of the Executive Director to furnish the firm with the books within forty-five (45) days of the close of the calendar year. It shall be the duty of the firm to examine at the level determined by the Board of Directors the books and accounts of the Organization within ninety (90) days after the end of the calendar year and report its findings to the Board of Directors.

Section 7.7. BUDGET.
The Executive Committee or their designees shall prepare the budget of the corporation, including receipts and disbursements, annually. The Budget shall be presented to the Board for review during the month of October for its approval during November with an effective date being the 1st of January of the following fiscal year. Copies of the proposed budget must be mailed by U.S. Postal Services, e-mailed or otherwise hand delivered to the members of the Board prior to the November consideration.

ARTICLE 8 – AMENDMENTS

These Bylaws and the Articles may be altered, amended or repealed by the affirmative vote of two-thirds of the Directors, present or by proxy, at any regular or special meeting. Written notice of the proposed amendment shall be sent to each member as provided in Article 4.5, and such notice will advise the Directors that the proposed amendment will be considered at the Board meeting specified in the notice.

ARTICLE 9 – INDEMNIFICATION

Taproot shall indemnify and hold harmless each person who serves or has served as a Director or Officer from and against any and all claims and liabilities for action alleged to have been taken or omitted by him/her as such Director or Officer, and for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability, to the fullest extent permitted by law.

Taproot, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this article, or refusing to do so, in reliance on advice from counsel.

ARTICLE 10. – DISSOLUTION

In the event of dissolution, first claim on assets will go to resolution of outstanding debts, followed in order by return of loaned or donated assets to contributors, then any remainder going to Lopez Island Family Resource Center.

THE FORGOING BYLAWS are true, accurate, and complete and were adopted by the resolution of the members of the Board of Directors on March 18, 2019, and amended on July 3, 2023.

Randall Waugh, Chairman

Jean Perry, Vice Chairman