

BYLAWS OF TEXAS CENTER FOR LOCAL FOOD

ARTICLE 1

NAME AND PURPOSE

1.1 Name. The name of the corporation is Texas Center for Local Food (hereinafter the corporation will be referred to as the "Corporation").

1.2 Purposes. The Corporation is organized exclusively for charitable, scientific, literary, and educational purposes as set forth in the Articles of Incorporation of the Corporation. The Corporation shall be operated exclusively for such purposes, and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Further, all funds and money received from the operation of the Corporation shall be used solely for the furtherance of the aims and purposes of the Corporation.

More particularly, the Corporation is organized and shall be operated for the following purposes:

- (i) education, training, outreach, and research to strengthen the capacity of Texas food systems to support local, Texas grown agricultural products, and
- (ii) education, training, outreach, and research to support public health, environmental sustainability and economic vitality, and
- (iii) to exercise all powers provided in the Texas Business Organizations Code in furtherance of the above-stated purposes.

1.3 Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE 2

BOARD OF DIRECTORS

2.1 Number, Tenure, Resignation, Removal, and Vacancies.

(a) Number. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of Directors (the "Board of Directors") which shall consist of not less than three (3) persons or more than nine (9) persons. There shall always be an odd number of Directors constituting the Board of Directors. The initial Board of Directors shall consist of three (3) persons.

(b) Tenure.

(1) Other than the Founding Board, which will serve a term of one (1) year, each Director shall serve for a period of two years (a “term”) and until their successor shall have been duly elected and qualified unless such director is sooner removed in the manner specified in subparagraph (d) of this paragraph 4.1 of these bylaws or until such director resigns. The directors shall serve terms as indicated in the meeting of the Board where they are elected. A director may serve for more than one term.

(2) Each successor to a director whose term has expired shall be elected in the manner specified in paragraph 4.2 of these bylaws and each such successor shall hold office for a term commencing upon the date of their election and ending upon the date of the second annual meeting of the Board of Directors following the date of their election, except that, in the case of an election to fill a vacancy in a seat on the Board of Directors, the term of the successor shall be for the unexpired term of the former occupant thereof or until the next annual meeting of the Board of Directors, whichever is longer.

(c) Resignation. Each director shall have the right to resign at anytime upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(d) Removal. The Board of Directors may remove at any time any director or advisory director from office when such removal is determined by the Board of Directors to be in the best interest of the Corporation. Such determination shall be made by an affirmative vote of a majority of the members of the Board of Directors (other than the director to be removed) at any meeting of the Board of Directors.

(e) Vacancies. A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, or removal of the occupant thereof or upon the disability of the occupant rendering them permanently incapacitated as defined in paragraph 12.4 of these bylaws.

2.2 Election. Directors constituting the initial Board of Directors shall be named in the Articles of Incorporation of the Corporation. Thereafter, each successor to a director whose term shall have expired or will expire before the annual meeting of the Board of Directors shall be elected at the annual meeting of the members for the year in which the term of such director expired or will expire or at a special meeting called for that purpose. Any director whose term of office shall have expired or will expire before the next annual meeting of the Board of Directors may be elected to succeed themselves and may vote for himself in such election. Any vacancy occurring in the Board of Directors shall be filled as described below in this paragraph 4.2 of these bylaws. In the event that the number of Directors constituting the Board of Directors is increased by amendment to these bylaws, any Directorship to be filled by reason of said increase shall be filled as described below in this paragraph 4.2 of these bylaws.

(a) Successor Directors. Any successor director shall be elected by the members in accordance with these bylaws at any regular or special meeting of the Board of Directors.

(b) Vacancy. Any vacancy in any Board seat shall be filled by election under the procedure described in paragraph 4.2 of these bylaws above.

(c) Increase in Number of Directors. In the event that the number of Directors constituting the Board of Directors is increased by amendment to these bylaws, the Directorships to be filled by reason of such increase (it being recognized that the total number of Directors after such increase shall always be an odd number) shall be filled by election under the procedure described in paragraph 4.2 of these bylaws above.

2.3 Annual Meeting. The annual meeting of the Board of Directors shall be held in February of every year at such time and place as the Board of Directors shall from time to time determine, for the election of officers, and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give ten (10) days notice of the time, place and date of the annual meeting to each director.

2.4 Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each meeting. The Board of Directors shall meet at least once every calendar quarter. It shall be the duty of the Secretary of the Corporation to give five (5) days notice of the time, place and date of each regular meeting to each director.

2.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by or upon the request of the President of the Corporation or upon request of any two (2) Directors. It shall be the duty of the Secretary to give sufficient notice of the date, time and place of each special meeting to each director to enable each director to attend the special meeting.

2.6 Quorum for Meetings. The presence of a majority of the Directors fixed by these bylaws as constituting the Board of Directors shall be a quorum for the transaction of business at all meetings convened according to these bylaws.

2.7 Voting. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these bylaws.

2.8 Proxies. A director may vote at a meeting of the Board of Directors by proxy executed in writing by the director and delivered to the Secretary of the Corporation at or prior to such meeting; however, a director present by proxy at any meeting of the Board of Directors may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

2.9 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Directors or of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting. An electronic mail or similar transmission by a director or a photographic, photostatic,

facsimile, or similar reproduction of a writing executed by a director shall be treated as an execution in writing for purposes of this paragraph 2.9.

2.10 Alternative Forms of Meetings. Members of the Board of Directors may participate in and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment or another suitable electronic communications system, by means of which all persons participating in the meeting can hear each other, and participation in such meeting pursuant to Tex. Bus. Orgs. § 6.002 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.11 Conduct of Meetings. The President, and in their absence the Vice President, shall call meetings of the Board of Directors to order, and shall act as Chair of such meetings, and the Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary the Chair may appoint any person present to act as secretary of the meetings.

2.12 Compensation. Directors shall not be entitled to compensation for their services, but, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors or any meeting of a committee of Directors.

2.13 Advisory Directors. The Directors at any meeting of the Board of Directors may elect such number of non-voting advisory Directors, to serve for renewable terms of one (1) to two (2) years each, as may be prescribed by the Board of Directors. An advisory director shall not have or exercise the authority or responsibility of a director.

ARTICLE 3

NOTICES

3.1 Form of Notice. Whenever under the provisions of these bylaws, notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or committee member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid.

3.2 Waiver. Whenever any notice is required to be given to any director or committee member under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 4

GENERAL OFFICERS

4.1 Election and Term.

(a) The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be determined and selected by the vote of the Board of Directors.

(b) At the organizational meeting, and thereafter at each annual meeting, the Board of Directors shall elect the officers. Each officer so elected shall take office on the date of their election and shall hold such office for a period that is equal to their term as a member of the Board of Directors (a "term"), or the date such officer resigns or is removed. Any officer whose term of office shall have expired may be elected to succeed themselves; however, all officers are limited to serve two consecutive terms in the same office.

(c) Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected by the Board of Directors may be removed at any time by the Board of Directors with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officer.

4.2 Duties. The principal duties of the several officers are as follows:

- (a) The *President* shall perform all the duties of the president of a Texas non-profit corporation. The president 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, treasurer.
- (b) The *Vice President* shall perform all the duties of the president of a Texas non-profit corporation. The Vice President shall chair committees on special subjects as designated by the board.
- (c) The *Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- (d) The *Treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee if one exists, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
- (e) Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board of Directors by the

election of a new officer who shall take office on the date of their election and shall hold such office until the earlier of the date of the next annual meeting of the Board of Directors following the date of their election, and thereafter, until their successor shall have been duly elected and qualified, or the date such officer resigns or is removed.

ARTICLE 5

APPOINTIVE OFFICERS AND AGENTS

5.1 Appointive Officers and Agents. The Board of Directors may appoint such other officers and agents (such as, an Executive Director) in addition to those provided for in Article 4 of these bylaws, as the Board of Directors may deem necessary. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board of Directors, and may be removed from office or discharged at any time with or without cause, provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 6

SPECIAL COMMITTEES

6.1 Special Committees. The Board of Directors may designate one or more special committees as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such special committees shall be prescribed by the Board of Directors upon their designation. Each such special committee shall consist of two or more persons, who may, but need not be, limited to Directors of the Corporation. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon the completion of the task for which designated, such special committee shall stand dissolved.

6.2 Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

6.3 Meetings and Notices. Meetings of a committee may be called by the President or the chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designated to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings.

6.4 Resignations and Removals. Any member of a committee may resign at any time by giving notice to the Chair of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of

Directors may remove at any time with or without cause any member of any committee who was originally appointed thereto by the Board of Directors as provided in these bylaws.

6.5 Vacancies. A vacancy on a committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE 7

AMENDMENT

7.1 Amendment. These bylaws may be amended by the Board of Directors at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at such meeting; provided, that notice of the proposed amendment shall have been given to each director in writing at least fourteen (14) days prior to such meeting.

ARTICLE 8

INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Indemnification. Chapter 8 of the Texas Business Organizations Code permits the Corporation to indemnify any person who is or was a director, officer, employee or agent of the Corporation, any person who while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, and any other person who is not or was not a director, officer, employee, or agent of the Corporation but who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the extent and under the circumstances set forth therein. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by such Chapter promptly upon request of any such person making a request for indemnity hereunder, unless (i) there are restrictions to the contrary in the Articles of Incorporation or (ii) any such indemnification would be considered self-dealing or an excess benefit transaction (but only to the extent it would be so considered) under section 4941 or 4958 of the Internal Revenue Code of 1986, as amended, or the regulations thereunder. Such obligation to so indemnify and to so make all necessary determinations may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by such Article and subject to the conditions thereof.

8.2 Insurance. Section 8.151 of the Texas Business Organizations Code permits the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole

proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against them and incurred by them in such a capacity or arising out of their status as such a person, whether or not the Corporation would have the power to indemnify them against that liability under Chapter 8 of the Texas Business Organizations Code. The Corporation is hereby authorized to purchase and maintain such insurance, as determined by the Board of Directors; provided, however, that the portion of insurance premium cost which is allocable to the insurance coverage for items not eligible for indemnification under section 4941 or 4958 of the Code or the regulations thereunder be treated as compensation to the officers, Directors, employees, and agents of the Corporation so covered.

ARTICLE 9

GENERAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January (or with respect to its year of incorporation, the date of incorporation if different) and end on December 31 of each year.

9.2 Books and Records. The Corporation shall keep correct and complete books and records of account on the cash basis method of accounting and shall also keep minutes of the proceedings of the meetings of the Board of Directors, the Executive Committee, and committees, standing or special.

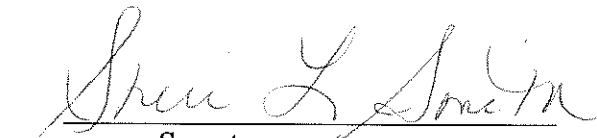
9.3 Seal. The Board of Directors may adopt a corporate seal to be in such form and to be used in such manner as the Board of Directors shall direct.

9.4 Permanent Incapacity. Any member of the Board of Directors who shall be incapable of participating in the management and affairs of the Corporation for a continuous period of six months shall be deemed to be "permanently incapacitated" within the meaning of that term as used in these bylaws.

CERTIFICATE

I, the undersigned, Secretary of Texas Center for Local Food, a Texas nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted as the bylaws of the corporation on January 20, 2019, by Consent of Directors.

Dated: April 21, 2019.


Secretary