



Celebrate HARVEST

11709 250TH AVE E
BUCKLEY WA 98321

BYLAWS OF

Celebrate HEALTHY AGRICULTURAL RECREATION VIA ENTERTAINMENT, SOIL & TRADITION

ARTICLE I NAME AND OFFICES

- 1. Name.** The name of the non profit organization is **Celebrate H.A.R.V.E.S.T.**
- 2. Registered Office Location.** The location address of the registered office of the organization shall be: 11709 250th Ave E, Buckley, WA 98321. The Board of Directors (herein referred to as “Board”) is hereby granted the authority to change the registered office of the corporation from one location to another. Any such change shall be noted by amendment to state the new location, and filed in the organization’s minute book.
- 3. Other Offices.** Branch or subordinate offices, permanent or temporary, may at any time be established by the Board at any place or places, as the Board sees fit.

ARTICLE II PURPOSE

1. Purpose. Celebrate H.A.R.V.E.S.T., or **Celebrate Healthy Agricultural Recreation Via Entertainment, Soil & Tradition**, shall exist to 1) help preserve farmlands by enhancing and creating educational, agricultural and tourism opportunities via traditional and *non-traditional* (specified as “agritainment”) farming activities; 2) expand awareness of and promote community involvement in traditional AND *non-traditional* farming activities and/or educational opportunities AND 3) benefit the economic development of local community through tourism by attracting tourists to local farms through traditional AND *non-traditional* farming activities.

This is to be accomplished by providing on and off-site educational and entertainment programs and/or scholarships which utilize traditional AND/OR *non-traditional* farming activities as well as traditional AND *non-traditional* farm animal activities through multiple public and private events at any number of farms throughout the state of Washington and beyond.

Said organization is created and organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for products/services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not to be carried on (a) by an organization



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exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(C)(2) of the Internal Revenue code or corresponding section of any future federal tax code.

2. Limitation of Activities. Celebrate H.A.R.V.E.S.T., in its activities, will not lend its' influence or support to the election of any candidate for public office.

3 Limitation of Methods. Celebrate H.A.R.V.E.S.T. shall observe all local, state, and federal laws which apply to a non-profit organization as defined in section 501(c) (3) of the Internal Revenue Code, and the applicable statutes of the Revised Code of Washington.

4 Conduct of Business. Celebrate H.A.R.V.E.S.T. is committed to fair practices without regard to race, color, religion, creed, sex, age, marital status, national origin, veteran services or individuals with disabilities.

ARTICLE III MEMBERSHIP

1. Member. If established by a majority vote of the Board of Directors, Celebrate H.A.R.V.E.S.T. may have members. A "Member" will be defined as an individual who is vested with certain rights as further established by the Board. Members shall pay annual dues in accordance with a schedule reviewed annually and established by the Board of Directors.

2. Honorary Memberships. If Members are established, the Board may establish honorary memberships. Honorary members may have different and separate rights than regular members and may not necessarily pay dues.

3. Provisions for Members. If Members and Membership is established by the Board of Directors, these Bylaws shall be amended to reflect the rights and duties of Members. No Member shall be authorized to vote on issues unless such specific power is authorized in Celebrate H.A.R.V.E.S.T. Bylaws.

ARTICLE IV BOARD OF DIRECTORS

1. Number and Qualification. Subject to limitations of the Articles of these Bylaws, and the Revised Code of Washington, the business affairs and property of the corporation shall be managed by a board of the following number of directors: Not less than one (1), nor more than five (5). The corporation may also have, at the discretion of the Board, a Chairman of the Board, who may elect or appoint one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as the Chairman of the Board deems necessary. (a) The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company, or other person provided that the business and affairs shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(b) To select and remove all the other officers, agents, and employees of the corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.



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(c) To conduct, manage, and control the affairs and business of the corporation, including but not limited to negotiate and approve contracts, employment agreements, leases, purchase and sale agreements, and to make such rules and regulations therefore not inconsistent with law, or with the Articles or these Bylaws, as they may deem best.

(d) To adopt, make, and use a corporate seal from time to time as in their judgment they may deem best.

(e) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

2. **Conduct of Board Members.** The members of the Board of **Celebrate H.A.R.V.E.S.T.** shall be vested with pride and honor and shall be clear to define when they are speaking for **Celebrate H.A.R.V.E.S.T.** and shall not use their office for personal gain. No Board Member may use their **Celebrate H.A.R.V.E.S.T.** title in support or endorsement of political candidates without specific authorization of the entire **Celebrate H.A.R.V.E.S.T.** board.

3. **Election Term of Office.** The Directors shall be elected by the Board Members at each annual meeting, or a special meeting of the Board called for that purpose. Any director may be removed by a super majority vote of Board Members present at any annual meeting at which a quorum is present. A super majority shall be defined as:

a) a simple majority if the number of board members is 3 or 4.

b) a simple majority plus one additional vote if the number of board members is 5.

4. **Vacancies.** Except as otherwise provided by law, vacancies in the board of directors, whether caused by resignation, death, or otherwise, may be filled by a majority of the remaining directors attending any meeting of the board of directors (even though less than a quorum is present) if notice shall have been given to all of the remaining directors that such vacancy would be filled at the meeting. A director thus elected to fill any vacancy shall hold office until his/her successor is elected and qualified.

(a) The Board may declare vacant the office of a director who has been declared to be an incapacitated individual by an order of the court.

5. **Annual Meeting.** The Board shall have an annual meeting and its location and time shall be specified by the Chairman of the Board, or resolution of the board if there is no Chairman of the Board.

6. **Regular Meetings.** Regular meetings of the board of directors shall be held at such place and on such day and hour as shall from time to time be fixed by resolution of the board.

7. **Special Meetings.** Special meetings of the board of directors may be held at any place at any time whenever called by the Chairman of the Board, president, or any two or more directors if there is no Chairman of the Board.

8. **Notice of Meeting.** Notice of the Annual Meeting shall be given by the Chairman of the Board, provided, that no notice of any Annual meeting need be given, if the time and place thereof shall have been fixed by resolution of directors at a previous meeting and noted in meeting minutes. Notice of the time and place of all meetings of the board of directors other than the annual meeting shall be given by the secretary or by the person calling the meeting, by mail, telegram, or by personal communication over the telephone, or otherwise, at least three (3) days prior to the day upon which the meeting is to be held; provided, that no notice of any regular meeting need be given, if the time and place thereof shall have been fixed by resolution of directors and a copy of such resolution has been mailed to every director at least three (3) days before the first meeting held in pursuance thereof.



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(a) Notice of any meeting of the board of directors need not be given to any director if it be waived by her/him in writing or by telegram, whether before or after such meeting is held, or if she/he is present at such meeting; and any meeting of the board shall be a legal meeting without any notice thereof having been given, if all of the directors are either present thereat or waive notice thereof.

9. **Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the articles. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

10. **Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly been held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof, All such waivers ,consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

11. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and/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.

12. **Fees and Compensation.** Directors, officers, and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

13. **Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. The approval of the corporate action must be evidenced by one or more consents describing the corporate action being approved, executed by each director either before or after the corporate action becomes effective, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, each of which consents shall be set forth either (a) in an executed record or (b) if the corporation has designated an address, location, or system to which the consents may be electronically transmitted and the consent is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Corporate action is approved under this section when the last director executes the consent.

14. **Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation, regardless of location.

15. **Voting.** Each Member of the Board shall have one vote at all meetings except in those situations where a member is precluded from voting as prescribed by the conflict of interest/issue policy, as adopted by the Members of the Board from time to time. Each Member may vote either in person or by proxy executed in writing by the Member.



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16. **Conflict of Interest Policy.** From time to time, in the course of business, there may be occasions that arise where there may be, or appear to be, a conflict of interest, or issue, between a member of the board and a business transaction of **Celebrate H.A.R.V.E.S.T.**

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- a) Any conflict of interest shall be disclosed to the board of directors prior to any vote, or action taken by **Celebrate H.A.R.V.E.S.T.**, with respect to the potential conflict of interest, or business transaction.
- b) Such transaction is duly approved the board of directors not so interested or connected with the conflict or transaction as being in the best interests of the organization.
- c) Any payments to the interested officer or director are reasonable and do not exceed fair market value.
- d) Except for informational purposes to inform the board, no interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

ARTICLE V OFFICERS

1. **Officers Enumerated Election.** The officers of the corporation, if any, shall include a president, a vice president, a secretary and a treasurer, all of whom shall be elected by the board of directors at the annual meeting, to hold office until their successors are elected and qualified. It is not necessary that all officer positions be filled. Any officer may be removed by vote of a majority of the board of directors at any annual or special meeting at which a quorum is present.

2. **Qualifications.** None of the officers of the corporation except the president need be a director. Excluding the offices of president and secretary, any two of the other corporate offices may be combined in one person except that when there is only one Board member, such person may hold all or any combination of offices.

3. **The President.** The president must be a director of the corporation. He/She shall exercise the usual executive powers and duties pertaining to the office of president. She/he shall preside, in the absence of the Chairman of the Board, at meetings of the board of directors and perform such other duties as the board of directors, or Chairman of the Board, may from time to time designate, except the power to vote on issues.

5. **The Vice President.** In the absence or disability of the president, the vice president may act as president and shall perform such other duties as the directors may from time to time designate, except the power to vote on issues.

6. **The Secretary.** It shall be the duty of the secretary to keep, or cause to keep, records of the proceedings of the directors and members; to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments in the name of the company; to keep and properly affix the corporate seal as necessary; and to perform such other duties as the board of directors may from time to time designate, except the power to vote on issues.



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7. **The Treasurer.** The treasurer shall have the care and custody, and be responsible for, all funds and securities of the corporation, and shall cause to be kept regular books of account. She/he shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors. In general, she/he shall perform all of the duties incident to the office of treasurer, and such other duties as from time to time may be assigned to her/him by the board of directors, except the power to vote on issues.

8. **Vacancies.** Vacancies in any office arising from any cause may be filled by the board of directors at any time or meeting.

9. **Other Officers and Agents.** The board of directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their office for such terms, and shall exercise such powers and perform such duties as shall be determined from time to time by the directors. Other Officers and Agents shall not have the power to vote on issues.

10. **Salaries.** The salaries and/or compensation of all officers and agents of the corporation shall be fixed by the board of directors.

ARTICLE VI BOOKS AND RECORDS

1. **Records of Corporate Meetings.** The corporation shall keep, at its registered office, (1) complete records of all the proceedings of the board of directors.

2. **Copies of Resolution.** Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the board of directors when certified by the president or secretary.

3. **Books of Account.** The corporation shall keep appropriate and complete books of account.

4. **Annual Report.** Any annual report requirement of the Corporation is expressly waived, but nothing herein shall be interpreted as prohibiting the Board from issuing an annual, periodic, or other report. The issuance of a report, regardless of nature or cause, shall not mandate or set any precedent with respect to any future report.

ARTICLE VII FISCAL YEAR

1. **Fiscal Year.** The fiscal year of the corporation shall be a calendar year.

ARTICLE VIII INDEMNIFICATION

1. **Indemnification of Directors and Officers.** Each person who was or is a party or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative (a "proceeding"), by reason of being or having been a director or officer of the corporation, or of any predecessor corporation, or any corporation which is acquired and merged into this corporation, or being or having



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been a director or officer serving at the request of the corporation as a director, officer, employee, or other agent of another corporation, partnership, joint venture, trust, or other enterprise (including service with respect to corporation-sponsored employee benefit plans), whether the basis of the proceeding is alleged action or inaction in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall, subject to the terms of any agreement between the corporation and that person, be indemnified and held harmless by the corporation to the fullest extent possible under Washington Law and the Articles, against all expense, liability, and loss (including but not limited to; attorneys' fees, costs, fines, judgments, ERISA excise taxes or penalties, state and federal taxes, and amounts paid in settlement) actually and reasonably incurred or suffered by that person in connection therewith, except that amounts shall be payable in settlement of a proceeding only if the settlement is approved in writing by the corporation. This indemnification shall continue as to a person who has ceased to be a director or officer for acts performed while a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators. Notwithstanding the foregoing, the corporation shall indemnify any such person in connection with a proceeding (or part thereof) initiated by that person only if the proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Article shall include the right to be paid in advance of final disposition to the fullest extent permitted by law, except that payment under this Article of such expenses in advance of the final disposition of a proceeding shall be conditioned upon delivery to the corporation of a written request for such payment and of an undertaking by or on behalf of the director or officer to repay all amounts so advanced if it shall be ultimately determined that the director or officer is not entitled to be indemnified.

(a) Notwithstanding the foregoing or any provisions under this Article, the corporation shall not be liable under this Article to indemnify a director or officer against expenses, liabilities, or losses incurred or suffered in connection with, or to make any advances with respect to, any proceeding against a director or officer:

- (i) as to which the corporation is prohibited by applicable law from paying an indemnity;
- (ii) with respect to expenses of defense or investigation, if the expenses were or are incurred without the corporation's consent (which consent may not be unreasonably withheld);
- (iii) for which final payment is actually made to the director or officer under an insurance policy maintained by the corporation, except in respect of any excess beyond the amount of payment under the policy;
- (iv) for which payment is actually made to the director or officer under an indemnity by the corporation otherwise than pursuant to this Article, except in respect of any excess beyond the amount of payment under that indemnity;
- (v) based upon or attributable to the director or officer gaining in fact any personal profit or advantage to which not legally entitled;
- (vi) for an accounting of profits made from the purchase or sale by the director or officer of securities of the corporation pursuant to the provisions of Section (16(b) of the Securities Exchange Act of 1934 and amendments thereto or similar provisions of any federal, state, or local statutory law; or
- (vii) based upon acts or omissions involving intentional misconduct or a knowing and culpable violation of law.

2. Indemnification of Employees and Agents. The corporation shall have the power to indemnify its other employees and agents as provided in the Washington Business Corporation Act, other RCW, or subject to any agreement between the corporation and that person.

3. Rights of Directors and Officers to Bring Suit. If a claim under article VIII, Section 1, is not paid by the corporation or on its behalf within forty-five (45) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant also shall be entitled to be paid expenses of prosecuting the claim, including but not limited to actual attorneys' fees and costs.



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4. **Successful Defense.** Notwithstanding any other provision of this Article, to the extent that a director or officer has been successful on the merits or otherwise (including the dismissal of a proceeding without prejudice or the settlement with the written consent of the corporation of a proceeding without admission of liability), in the defense of any proceeding referred to in Article VIII, Section 1, or in defense of any claim, issue, or matter therein, that Board Member, or officer, shall be indemnified against expenses (including attorneys' fees and costs) actually and reasonably incurred in connection therein.

5. **Indemnity Agreements.** The corporation may enter into agreements with any director, officer, employee, or agent of the corporation providing for indemnification to the fullest extent permissible under law and the Articles.

6. **Subrogation.** In the event of payment by the corporation of a claim under Article VIII, Section 1, or Section 2, the corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnified person, who shall execute all papers required and shall do everything that may be necessary or appropriate to secure such rights, including the execution of such documents necessary or appropriate to enable the corporation to effectively bring suit to enforce such rights.

7. **Non-exclusivity of Rights.** The rights to indemnification provided by this Article shall not be exclusive of any other right which a any person may have or hereafter acquire under any statute, act, bylaw, agreement, vote of members or disinterested Board Members, or otherwise.

8. **Insurance.** The corporation may maintain insurance, at its expense, to protect itself and any Board Member, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporation would have the power to indemnify that person against such expense, liability, or loss under Washington law.

9. **Expenses as a Witness.** To the extent that any Board Member, officer, or employee, of the corporation is by reason of that position a witness in any action, suit, or proceeding, he or she will be indemnified against all costs and expenses actually and reasonable incurred by him or her or on his or her behalf in connection therewith.

10. **Expenses During Litigation or Adjudication.** The corporation may pay for or reimburse the reasonable expenses incurred by a Board Member who is a party to a proceeding in advance of final disposition of the proceeding

11. **Non-applicability to Fiduciaries of Employment Benefit Plans.** This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation. The corporation shall have the power to indemnify that trustee, investment manager, or the fiduciary to the extent permitted by Washington law.

12. **Effect of Repeal or Modification.** No repeal or modification of this Article shall adversely affect any right of indemnification of a director, officer, employee, or agent of the corporation existing at the time of the repeal or modification with respect to any action or omission occurring prior to such repeal or modification.

13. **Separability.** To the extent required, any paragraph, sentence, term, or provision of this Article may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the



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limitations set forth in this Article and any agreement between the corporation and the claimant, the broadest possible indemnification permitted under applicable law.

ARTICLE IX AMENDMENT OF BYLAWS

1. **By the Board of Directors.** These Bylaws may be amended, altered or repealed by the affirmative vote of a majority of the whole board of directors at any regular or special meeting of the board, provided notice of the intention to amend the By-Laws has been given to all Board Members at least 15 days prior to the date of said meeting, or adopted unanimously by the Board Members.

ARTICLE X RULES OR ORDER

1. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the corporation.

ARTICLE XI EXECUTIVE AND OTHER COMMITTEES

1. The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution shall have and may exercise all the authority of the board of directors, but no such committee shall have the authority of the board of directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the plan of merger or consolidation, recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

ARTICLE XII EMERGENCY BYLAWS

1. During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its business or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the executive committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such notice may be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means and methods as may be feasible at the time, including, but not limited to, publication and/or radio.



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2. The Board Member(s) in attendance at the meeting of the Board, and the member or members of the executive committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none are in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonable necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the executive committee, be deemed directors or members of the committee, as the case may be, for such meeting.

3. The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may effective in the emergency, change the principal executive office or designate several alternative offices.

ARTICLE XIII NOTICES

1. Except as may otherwise be required by law, any notice to any Board Member may be delivered personally, by mail, and/or electronically (website and/or email). If mailed, the notice shall be deemed to have been delivered three (3) days after being deposited in the United States mail, addressed to the addressee at his or her last known address on record with **Celebrate H.A.R.V.E.S.T.**, with postage thereof prepaid. If delivered via electronic mail, the notice shall be deemed to have been delivered three (3) days after being sent to the members last known email address on record with **Celebrate H.A.R.V.E.S.T.** It will be the member's responsibility to ensure that the Secretary of **Celebrate H.A.R.V.E.S.T.** has current postal address or email for notification.

ARTICLE XIV SEPARABILITY

1. Notwithstanding Article VIII paragraph 13, each and every paragraph, sentence, term, provision and article of these bylaws is separate and distinct so that if any paragraph, sentence, term, or provision shall be held to be invalid or unenforceable for any reason, its invalidity or unenforceability shall not affect, the validity or enforceability of any other paragraph, sentence, term, provision or article.

THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

By the power bestowed by Article IX of the Bylaws of **Celebrate Healthy Agricultural Recreation Via Entertainment, Soil & Tradition.**, dated April 27, 2020, the undersigned Board of Directors, and officers, of **Celebrate Healthy Agricultural Recreation Via Entertainment, Soil & Tradition**, a Washington State non profit Corporation, do hereby certify that the above and foregoing Amended Bylaws, were duly adopted and ratified at a meeting of the Board of Directors and further ratified by the Officers of **Celebrate Healthy Agricultural Recreation Via Entertainment, Soil & Tradition**, and that the same do now constitute the Bylaws of this corporation.



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By-Laws are hereby adopted and ratified on this 17th day of June, 2020.

Steve Templeman
Chairman of the Board

Lisa Meeks
Board Member

Larry Cassity
Board Member

Steve Templeman
President

Lisa Meeks
Vice President

Larry Cassity
Secretary/Treasurer