

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**BOISE CONSUMER COOPERATIVE, INC.**

**ARTICLE I**  
**OFFICES**

**Section 1.** Principal Office. The principal office of Boise Cooperative, Inc., an Idaho corporation (“Corporation”), shall be located at 888 W. Fort Street, Boise Idaho with members shall be made at all times through said principal office location with a “member information board” prominently displayed to communicate with members regarding activities.

**Section 2.** Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (“Act”), to be maintained in the State of Idaho shall be located at 888 W. Fort Street, Boise, Idaho 83702, and may be changed from time to time by the Board of Directors. For purposes of regular Board of Directors meetings, Registered Office shall include the Wine Shop at 915 N. 8<sup>th</sup> Street, Boise, Idaho 83702 and the Tech Office at 904 W Fort Street, Boise, Idaho 83702.

**ARTICLE II**  
**MEMBERS**

**Section 1.** Admission to Membership. Any person (18 years of age or older) or family shall be admitted as a member of the Corporation upon payment of one-time membership fee and the capital contribution set by the Board of Directors as set forth in Article V. A family shall be any person or persons living together as a single housekeeping unit. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

**Section 2** Classes of Membership.

- a) There shall be one class of membership entitled to member prices, and other benefits as designated by the board of directors.
- b) To be a member the individual or family shall pay a one time non refundable membership fee and a refundable capital contribution.

**Section 3.** Annual Meeting. The annual meeting of the members shall be held during the month of November each year on a day and at such time as the Board of Directors shall fix each year for the purpose of transacting such business as may come before the meeting.

**Section 4.** Special Meetings. The President or the Board of Directors may call special meetings of the members for any purpose or purposes. The President shall call a special meeting of the members upon the written request of members having at least one-half (1/2) of the votes entitled to vote at such meeting.

**Section 5.** Place of Meeting. Meetings of the members shall be held at the principal office

of the Corporation; provided, however, that the president or the Board of Directors may designate any other place as the location for any annual or special meeting.

**Section 6.** Notice of Meetings. Notice of any meeting of the members shall be given by publication in the most prominent newspaper in Ada County, Idaho and posted in a prominent place at the registered office, at least ten (10), but no more than sixty (60), days before the meeting date, and notice shall be posted on the Corporation's "member information board" two weeks prior to the annual meeting. Such notice shall include the place, date, and time of the meeting. In the case of each annual or regular meeting, such notice shall include a description of any matter or matters required by law to be approved by the members, including but limited to matters governed by the Idaho Code sections 30-3-81 ("Director-Conflicts of Interest"), 30-3-88 ("Indemnification of officers, directors, employees and agents"), 30-3-91 ("Amendment of articles by members and directors"), 30-3-103 and other sections governing mergers, 30-3-107 and other sections governing sales of assets other than in the regular course of activities, and 30-3-112 ("Articles of dissolution"). In the case of each special meeting, the notice shall specify the purpose or purposes of such meeting.

**Section 7.** Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Act or under the provisions of the Articles of Incorporation of the Corporation ("Articles") 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 deemed equivalent to the giving of such notice.

**Section 8.** Quorum and Voting Requirements. The members present shall constitute a quorum at a meeting of members. The affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles or these Bylaws.

**Section 9.** A membership consisting of one person at least 18 years of age shall be entitled to one vote. A membership consisting of two or more persons at least 18 years of age shall be entitled to no more than two votes. The two votes shall be made separately by two persons under the multiple person membership.

**Section 10.** Proxies. A member may vote either in person or by proxy executed in writing by the member. No Proxy shall be valid after three (3) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

**Section 11.** Action by Members without a Meeting. Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by those members representing at least eighty percent (80%) of the members entitled to vote.

**Section 12.** Non-participating Members. If the Corporation attempts to contact a member by mail addressed to the member's last-known address, postage prepaid, and after two attempts to contact the member the mail is returned because of no forwarding address or is otherwise undeliverable to the member, then the Corporation is no longer obligated to attempt to contact that member. The non-participating member retains the rights under the terms of their membership until they contact the Corporation with instructions to the contrary.

## **ARTICLE III BOARD OF DIRECTORS**

**Section 1.** General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) officer(s) or employee(s) of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
- (c) a committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

However, such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person, who performs such duties in the manner described above, shall have no liability by reason of being or having been a Director of the Corporation.

**Section 2.** Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 3.** Number, Election and Qualification of Directors. The Board of Directors of the Corporation shall consist of at least five (5) and not more than twelve (12) members. Two of the directors shall be elected each year by the directors from among the corporate officers (president, secretary, treasurer) of the Corporation. Such member shall serve for a period of one (1) year and may be re-elected by the board annually so long as the individual remains a corporate officer of the Corporation. The remaining directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible. The term of office of the directors of the first class shall expire at the first

annual meeting of the members after their election, and the term of office of the second class shall expire at the second annual meeting after their election, and the term of office of the third class shall expire at the third annual meeting after their election. At each annual meeting thereafter, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. The name(s) of candidates for the directors to be elected must be submitted to the Chairman of the Board of Directors by the nominating committee during the month preceding the annual meeting of the members pursuant to Article 3 section 3.1. All directors, whether elected, appointed or otherwise designated under the provisions of Article III, shall be members of the Corporation.

**Section 3.1** Nomination of non corporate officer Directors. Candidates to become directors will be nominated either (a) by the nominating committee or (b) by a written petition signed by at least fifty (50) active members and delivered to the nominating committee by no later than forty-five (45) days before the annual meeting. The nominating committee will be responsible for the policies and procedures to insure an orderly process and cause that all approved names of all the nominated candidates appear on the ballot submitted to the members for voting in the election.

**Section 3.2** Nominating Committee. The nominating committee shall be appointed annually from the current Board of Directors by unanimous consent of the Board of Directors and consist of not fewer than four of the current board members of which at least two (2) are not corporate officers of the Corporation and are not standing for election in the year for which the nominations are being made. The Board of Directors, at its discretion, may appoint an additional member to the committee that is not a standing Board of Director and is not an employee of the Corporation. The nominating committee will serve for one year following its appointment for the purpose of nominating candidates for director positions to be voted on at the next election for directors. In carrying out its responsibilities, the nominating committee will survey the Board to assess the strengths, weaknesses, and needs for the upcoming year and will solicit applicants for the open Board positions based upon that assessment.

**Section 4.** Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office as the Board of Directors designate.

Any temporary vacancy occurring in the Board of Directors because a director is temporarily incapacitated or otherwise unable to attend Board Meetings for more than two consecutive meetings may be filled by the affirmative vote of a majority of the Directors, who may elect an interim director to serve until the return of the director.

**Section 5.** Removal of Directors. At a meeting of the members called expressly for that purpose, any director may be removed with cause by a vote of the majority of the members then entitled to vote. A Director may be removed by the Board with cause by a majority of the Board or without cause upon the vote of two-thirds (2/3) of the Directors then in office.

**Section 6.** Non-voting Members of the Board. From time to time the Board of Directors as necessary may appoint non-voting members who may be corporation department heads, corporate officers of the Corporation, advisors, consultants, or interested members. All non-voting directors shall be members of the Corporation. Their term will be set by the Board at the time of the appointment.

**Section 7.** Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority granted by said resolution. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law.

**Section 8.** Chairperson of the Board of Directors. There shall be one Chair of the Board of Directors who shall be elected annually by the Board of Directors after the annual election of directors. The Chair shall preside over all the meetings of the members and of the Directors and shall have the power to call such meetings as provided by these Bylaws. The Chair shall call special meetings of the Board of Directors when they may deem it necessary and must call a special meeting of said Directors upon the request of a majority of the members thereof. The Chair of the Board of Directors shall have such additional powers as are delegated to him by the Board of Directors.

**Section 9.** Vice Chair of the Board of Directors. There shall be one Vice Chair of the Board of Directors who shall be elected annually by the Board of Directors after the annual election of Directors. The Vice Chair of the Board of Directors shall perform the duties of the Chair of the Board in the Chair's absence.

**Section 10.** Directors' and Committee Meeting. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. Unless otherwise specified in this section or in the notice for such meeting, all meetings shall be held at the principal office of the Corporation. The Board of Directors shall meet at least once per fiscal year.

Except as otherwise provided in this section, regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or chair of a committee, upon written or verbal notice thereof given to all other Directors or committee members, at least two (2) days before the meeting. All regular meetings shall be held at the registered offices of the Corporation unless approved by resolution except for the annual meeting. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same location as, the annual meeting of members.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby, needs to be specified in the notice or waiver of notice for such meeting.

**Section 11.** Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or 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. Any written waiver of notice shall be filed in the minutes of the corporation.

**Section 12.** Quorum and Voting Requirements. A majority of the number of Directors fixed by section 3 of this Article III of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 13.** Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote and may be described as such in any document.

**Section 14.** Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Corporation is financially interested or in which one or more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors;

(b) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also members except as provided in Idaho Code section 30-3-81; or

(c) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, that authorizes, approves or ratifies such contract or transaction.

**Section 15.** Loans to Directors. Except as provided in Article VI, Section 1. below, entitled "Indemnification," the Corporation shall not lend money to or for the benefit of any Director or guarantee any obligation of any Director.

**Section 16.** Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors of the Corporation at any regular or special meeting.

## **ARTICLE IV OFFICERS**

**Section 1.** Number. The officers of the corporation shall be a president, a secretary, and a treasurer. The Board of Directors may elect or appoint such other officers and assistant officers as it may deem necessary. Any number of offices may be held by the same person, except the offices of president and secretary. Officers need not be directors.

**Section 2.** Election and Term of Office. The officers of the Corporation shall be elected annually at the meeting of the Board of Directors held after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officers death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

**Section 3.** Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**Section 4.** Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.** Duties. The duties and powers of the corporate officers, in addition to those herein provided, may be fixed and determined by the Board of Directors.

**Section 6.** President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7.** Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform 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 and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

**Section 8.** Secretary. The Secretary shall attend all meetings of the members and the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization by the Board of Directors. The Secretary shall maintain at the registered office or principal place of business of the Corporation a register of members of the Corporation, as well as the names and addresses of the members. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

**Section 9.** Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall sign all checks, or designate those who can sign checks and promissory notes of the Corporation and shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform the entire financial duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 10.** Corporate Salaries. The Board shall designate and approve by motion of an executive committee three (3) Directors who shall review and recommend to the Board of Directors compensation for the corporate officers of the Corporation. The compensation may include but not restricted to, salary and benefits, bonuses, and contribution to a retirement plan. It shall be the responsibility of the corporate president of the Corporation to make recommendations to the executive committee within 30 days of the close of the fiscal year for the compensation package for the corporate officers. The executive committee will make recommendations to the Board in executive session. A quorum of non corporate officers of the Corporation must be present to approve the corporate salaries. Corporate officers shall not vote on the corporate salaries recommendations.

## **ARTICLE V FINANCE**

**Section 1.** Membership Fees. Members of the Corporation shall be required to pay a nonrefundable membership fee. The one-time, non-refundable membership fee shall be set by the Board of Directors from time to time to reflect changes in membership costs.

- (a) As of January 2009 the fee was set at \$15.00 per membership.
- (b) Senior citizens, age 65 shall not be charged a capital contribution.

**Section 2.** Capitalization. Members of the Corporation shall be required to pay a refundable capital contribution one time when they join the Corporation. The refundable capital contribution value may be changed by a unanimous vote of the Board of Directors.

- (a) As of January 2009 the refundable capital contribution is set at fifty (\$50) dollars.
- (b) The payment may be made as a single payment or with a five (5) percent surcharge on member prices. If the surcharge option is taken, a \$15.00 nonrefundable processing fee will be assessed.
- (c) The capitalization requirement can be waived in hardship cases.

Capitalization benefits can be changed at any time by a unanimous vote of the Board of Directors.

## **ARTICLE VI MISCELLANEOUS**

### **Section 1. Indemnification.**

(a) To the extent that a Director, officer, employee or agent of the Corporation has been required to engage in a defense of any legal action, suit or proceeding described in this section, they shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him.

(b) The Corporation shall have the power to indemnify any Director, officer, employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, completed or pending action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that they were or are a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful or inappropriate. The termination of any action, suit or 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 they reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

(c) The Corporation shall have the power to indemnify any Director, officer, employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a Director, officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed is in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been alleged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is

fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any decision to indemnify according to subsection (b) or (c) because the Director, officer, employee or agent of the Corporation met the applicable standard of conduct, unless ordered by a court, shall be made by the Corporation. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or if such quorum is not obtainable or a quorum of disinterested Directors directs, by independent legal counsel in a written opinion; or by the members of the Corporation.

(e) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the Corporation as authorized in this section.

(f) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability under the provisions of this section.

(g) The indemnification and advancement of expenses provided by or granted pursuant to this section, shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation.

**Section 2.** Books and Records. At its registered office or principal place of business, the Corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its members and Board of Directors.; and (iii) a record of the names and addresses of all members. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. All such books and records of the Corporation may be inspected by any member, or such member's agent or attorney, if the demand is made in good faith and for a proper purpose reasonably related to the member's interest. The requesting member must describe with reasonable particularity the purpose and the records the member desires to inspect. The records requested must be directly connected to the stated purpose of the inspection. The Board of Directors has the exclusive right and responsibility to determine if a member's request is for a proper purpose.

**Section 3.** Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 4.** Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

**Section 5.** Deposits. All funds of the Corporation not otherwise employed shall be deposited

from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 6.** Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and kept as part of the Corporation's records.

**Section 7.** Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors, except that the first fiscal year shall begin on the date of incorporation.

**Section 8.** Corporate Seal. The Board of Directors may provide for a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of the incorporation and the words "Corporate Seal."

**Section 9.** Member Benefits: The Board of Directors may approve member benefit programs that include, but not limited to, offering capitalized members special onetime purchases, sale prices, rebates or other programs to provide healthy grocery products at the best possible price.