

**BY-LAWS
OF
RENTON COMMUNITY CO-OP
A Washington State Nonprofit Corporation**

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ARTICLE I - NAME AND LOCATION

Section 1. NAME.

The name of this organization is the "Renton Community Co-Op", hereinafter referred to as the "RCC".

Section 2. LOCATION.

The principal office of this corporation shall be in King County, Washington, at such place as the Board of Directors shall designate.

ARTICLE II - CHAPTER

This organization, RCC, reserves the right to develop Chapters in the future as growth may allow. A Chapter would be a local chapter and an integral part of the Renton Community Co-Op, a non-profit organization based in Renton, WA, hereinafter referred to as "RCC"; and will be subject to all rules of said corporation.

ARTICLE III - PURPOSE

- (a) The purpose of this corporation shall be to:
- a. Locate and acquire consumable goods and other resources, including items designated as waste, to distribute among needy people in the community;
 - b. To engage in any lawful act or activity for which a Non Profit Corporation may be organized under the Washington Non Profit Corporation Act.
 - c. To operate for charitable purposes within the meaning of Section 501c3 of the Internal Revenue Code.
 - d. Work side by side with other nonprofit organizations with similar purpose to meet the above mentioned goals;
 - e. Promote efforts of people in need, to help themselves, by utilizing the skills and efforts of those people as much as possible in the operation of this organization.
- (b) This corporation is organized exclusively for charitable or educational purposes within the meaning of Section 501 (c)(3) of the Federal Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code. Members may not sell any items gleaned for personal monetary gain.
- (c) No part of the assets or income of the corporation shall be distributed to, or inure to the benefit of its members, Directors, or Officers except to the extent permitted under the applicable Not-For-Profit Corporation Laws. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE IV - MEMBERSHIP

Section 1. DETERMINATION AND RIGHTS OF MEMBERSHIP.

The board of directors shall have the right to classify memberships in the corporation. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or By-Laws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. QUALIFICATION OF MEMBERS.

- (a) Members: Membership is open to all that have a willingness to work in order to help themselves, as well as others, while fulfilling the commitments and requirements of RGA. Any such person who is interested in and agrees to abide by the purposes, objectives and policies of this corporation is qualified to become a member of this corporation, regardless of race, creed, marital status, sexual orientation or religion. Qualifications also include, but are not limited to, a willingness to donate spontaneous time when needs arise as well as a commitment to perform regular weekly responsibilities assigned.
- (b) Associates: Any person who shares the objectives of RCC, but is not eligible for RCC membership, may apply for Associate Status.

Section 3. ADMISSION OF MEMBERS.

- (a) New applicants shall be admitted to membership at any time.
- (b) New members must attend an orientation meeting and training session, in addition to the annual meeting and any other special meetings called for by the Board of Directors or the Team Managers.

Section 4. RESPONSIBILITIES FOR CONTINUING MEMBERSHIP.

- (a) Current members renew their commitment annually and attend designated training sessions, in addition to attending the annual meeting and any other special meetings called for by the Board of Directors or the Team Managers.
- (b) Members continue in good standing by:
 - a. Renewing their commitment annually
 - b. Contributing a fair share of their time, talents, and resources
 - c. Refraining from unnecessary and/or disagreeable harassment to those in leadership of this corporation, other members, or persons in organizations this corporation operates in agreement with, including subversive actions or attitudes with malicious intent that promote disharmony or disruption within the corporation.

Section 5. DONATIONS.

- (a) The corporation shall publish an annual budget, to include income and expense projections for the year. Voluntary membership contributions to support operations will be solicited from members.
- (b) A non-monetary requirement of home baked, hand crafted or home canned goods and other similar items will be required of all members on an as-needed basis throughout the year, for the purpose of conveying gratitude to businesses, farmers, or individuals who donate to or provide services for our corporation.

Section 6. NUMBER OF MEMBERS.

The number of members of this corporation shall not exceed a reasonable number of persons to cover the duties, tasks, and positions needed to operate the corporation, or as determined desirable or necessary by the Board of Directors. All members will perform a duty, task or function on a regular basis.

Section 7. NON-LIABILITY OF MEMBERS.

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. NON-TRANSFERABILITY OF MEMBERSHIPS.

No member may transfer a membership or any other rights there from. All rights of membership cease upon the member's termination from the corporation.

Section 9. TERMINATION OF MEMBERSHIP.

- (a) Resignation: Any member or associate may withdraw from membership by submitting a written notice of resignation to the Board of Directors. Resignations are effective immediately, contingent upon discharge of the member's or associate's obligations to the corporation.
- (b) Termination: A membership will be terminated upon failure to perform the duty, task, or position agreed upon. A member may avoid such termination by receiving exemption by the Board of Directors following a petition by said member to the Board for exemption. Petitions may be oral or

written and must be presented in a timely manner with respect to the request or requirement of the task, duty, position.

- (c) Suspension/Expulsion: A member or associate is suspended or expelled from RCC upon determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial or damaging to the interests or purposes of the corporation, or by damaging the reputation of the corporation by misconduct or misrepresentation of RCC. All rules, regulations and code of conduct as specified in the RCC Policies and Procedures are to be abided by.
- (d) Procedure for Expulsion: Following the determination that a member should be expelled under subparagraphs (b) or (c) the following procedure shall be implemented:
 - a. Member shall be notified by phone or other means of communication that his/her membership has terminated.
 - b. Member's badge and any other RCC property shall be confiscated.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING.

- (a) The members shall meet annually in the third quarter of each year; the Board of Directors shall determine the date, time, and place.
- (b) The agenda may include electing Directors, presentation of annual reports, and any other business that may properly come before the members.
- (c) Each member shall be notified of the meeting in writing, at least thirty (30) days in advance.
- (d) One family constitutes one member vote. Each voting member shall cast one vote, with voting by ballot or show of hands, as directed by the Board of Directors.
- (e) The annual meeting shall be mandatory for all members.
- (f) Waivers shall be granted upon petitioning to the Board of Directors within one week prior to the required meeting for health-related issues or crisis situations.

Section 2. SPECIAL MEETINGS.

A Special Meeting shall be convened upon a majority vote of the Board of Directors, or upon a written request of one-third (1/3) of the membership, submitted to the Board, and giving the purpose for the meeting. The meeting shall be convened within ninety (90) days of the receipt of the request and may conduct business only on the matter(s) contained in the request. Except in cases of emergency, each member shall be notified of the meeting and its purpose at least five (5) days prior to the convening date.

Section 3. QUORUM.

- (a) A quorum shall consist of 66% of the voting members of the corporation for amendments to the Bylaws.
- (b) A quorum shall consist of 51% of the voting members of the corporation for amendments to the Policy and Procedures.
- (c) A quorum shall be considered to exist by whatever members are in attendance at any regular or special meeting for voting on issues other than By-laws or Policy and Procedure Amendments.
- (d) Business may continue and action may be taken at any meeting duly called and held at which a quorum is initially present even if there is a loss of a quorum, provided that actions thereafter are approved by a majority of the remaining members.

ARTICLE VI - DIRECTORS

Section 1. NUMBER AND TITLES.

- (a) The Corporation shall have seven Directors and collectively they shall be known as the Board of Directors.
- (b) The number may be changed by amendment of the Bylaws, or by repeal of the Bylaws and adoption of a new Bylaw, as provided in these Bylaws.
- (c) The Titles of the Officers of the RCC Board of Directors are:
 - (i) President,
 - (ii) Vice-President,
 - (iii) Secretary,
 - (iv) Treasurer,
 - (v) Trustee,
 - (vi) Trustee,
 - (vii) Trustee.
- (d) This corporation may also have other officers as appointed by the Board of Directors as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 2. DUTIES AND POWERS.

Subject to any provisions of Washington State Law governing Nonprofit Corporations and any limitations in the Articles of Incorporation and Bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be executed by or under the direction of the Board of Directors as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

- (a) All Directors shall:
 - (i) Have full charge of the property and the business of RCC, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the programs as adopted by the membership and by RGA.
 - (ii) Create and designate such committees, as it may deem necessary.
 - (iii) Appoint the members of the Nominating Committee.
 - (iv) Convene for meetings (1) as required by the By-Laws; (2) at the call of the President of RCC; (3) upon written demand signed by a majority of the members of the Board of Directors, and communicated to each member of the Board; or (4) upon written demand signed by a majority of the members of RCC.
 - (v) Adopt standing rules, policies and procedures, which shall govern the operation of the business of the Corporation.
 - (vi) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
 - (vii) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the corporation.
 - (viii) Supervise all officers and agents of the corporation to assure that their duties are performed properly.
 - (ix) Meet at such times as required by these Bylaws or as specified from time to time by the Board of Directors.
- (b) The President shall:
 - (i) Be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of all officers.
 - (ii) Preside at Membership Meetings of RCC and meetings of the Board of Directors.
 - (iii) In the absence or disability of the Vice-President, perform the functions of the Vice-President's office.

- (iv) In the absence or disability of the Treasurer, perform the functions of the Treasurer's office, including disbursement of funds.
 - (v) Submit all required reports to RCC, upon approval of the Board of Directors, other than those reports required to be submitted by the Treasurer.
 - (vi) Shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as designated by the Board of Directors.
- (c) The Vice-President shall:
- (i) Immediately succeed to the Presidency in the event of resignation, removal from office, continuous disability, or death of the President;
 - (ii) During temporary absences or disability of the President, possess all the powers and perform all the duties of the office of President until such time as the President shall return to office;
 - (iii) Perform such other duties as designated by the Board of Directors;
 - (iv) Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by RCC.
- (d) The Secretary shall:
- (i) Certify and keep a copy of these Bylaws as amended or otherwise altered to date.
 - (ii) Keep a book of minutes of all meetings of the Directors, and if applicable, meetings of committees and/or members, recording the time and place of holding, the names of those present or represented and the basic proceedings thereof.
 - (iii) Retain a copy of the membership book containing the name and address of each and any members, recording termination of memberships and addition of new members.
 - (iv) Make notifications to the membership as required by these By-Laws;
 - (v) Shall perform such other functions as may be incident to the office, and which the Board of Directors may designate.
- (e) The Treasurer shall:
- (i) Have charge or custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
 - (ii) Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - (iii) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - (iv) Keep and maintain an adequate and correct account of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses and give verbal and/or written reports thereof.
 - (v) Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request thereof.
 - (vi) Present statements to the Board of Directors at their regular meetings and to the membership at least once per year.
 - (vii) Submit all required financial reports for RCC, to include all IRS and State required reports.
 - (viii) Perform such other duties as designated by the Board of Directors.
 - (ix) Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by RCC
- (f) The Trustees shall:
- (i) Perform some function, as directed by the board, which services the Board, i.e. development of policies & procedures, by-laws, membership management, etc.
 - (ii) Serve as voices of the membership at Board meetings.

Section 3. TENURE.

Each Director shall hold office until the next meeting for election of the Board of Directors as specified in these Bylaws.

Section 4. TERMINATION OF TENURE.

- (a) Any member of the Board of Directors may be recalled for cause by a two-thirds (2/3) vote of the board, or by a two-thirds (2/3) vote of the members voting at a Membership Meeting.
- (b) Any Officer or Director may resign by submitting a written notice of resignation to the Board of Directors, contingent upon discharge of the member's obligations to the Board, and majority approval of the resignation by the Board.

Section 5. QUALIFICATIONS.

Only members in good standing of RCC are eligible to hold office.

Section 6. NOMINATIONS AND ELECTIONS.

- (a) Nominating Committee. The Nominating Committee shall consist of three members, at least one of whom shall not be a current member of the Board of Directors. The current Board shall appoint this committee at an appropriate time prior to the election.
- (b) Report of Nominating Committee and Floor Nominations. The report of the Nominating Committee of its nominations for Officers for the Board of Directors shall be sent to all members at least seven (7) days before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following presentation of this report, any voting member may make nominations from the floor. All nominations require consent of the Nominee.
- (c) Election. The Officers for the Board of Directors of RCC shall be elected annually, by majority vote, at the Annual Meeting.
- (d) In the event that a nominee for an office fails to receive a majority, the succeeding votes shall be taken on the two nominees who received the highest number on the first vote.

ARTICLE VII - BOARD OPERATIONS

Section 1. BOARD MEETING.

- (a) Regular Meetings. There shall be at least one (1) regular meeting of the Board of Directors annually.
- (b) Special Meetings. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of a majority of the members of the Board.

Section 2. QUORUM.

A majority of the members of the Board of Directors shall constitute a quorum.

Section 3. VACANCIES.

- (a) Any vacancy occurring in the Board of Directors by reason of resignation, death, or disqualification may be filled for the unexpired portion of the term of office, by a majority vote of the remaining members of the Board.
- (b) Cessation of RCC membership for any reason, or three consecutive absences from regularly scheduled Board of Directors meetings without valid reason, shall be deemed a resignation.

Section 4. COMPENSATION.

- (a) Directors and Officers do not receive compensation for their services, but the Board of Directors may by majority vote reimburse specific expenses incurred in the performance of their duties.
- (b) Such authorization may prescribe procedures for approval and payment of expenses. Nothing precludes a Director or Officer from serving RCC in any other capacity and receiving compensation for such services.

Section 5. ACTION BY MEMBERS OF THE BOARD OF DIRECTORS.

Members may act in the name of RCC only when authorized to do so by the Board of Directors. When so acting, they may act only in conformity with, and not contrary to, a position taken by RCC.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern RCC in all cases to which they are applicable except when modified by:

- (a) These By-Laws.
- (b) Standing or Special Rules established by a Membership Meeting.

ARTICLE IX - MISCELLANEOUS

Section 1. RECORDS.

- (a) The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board.
- (b) The RCC Board of Directors, upon reasonable notice, may inspect all RCC books, records and documents of every kind.
- (c) Every member shall have the following inspection rights for a purpose reasonable related to interest as a member:
 - (i) To inspect and copy the record of all member's names, addresses and voting rights, at reasonable times, and shall state the purpose for which the inspection rights are requested.
 - (ii) To inspect and copy at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interest as a member.

Section 2. ANNUAL REPORT.

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and to any members who request it. The annual report shall include the following information:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year, and any principal changes thereof.
- (b) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (c) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Section 3. RCC MEMBER IDENTIFICATION.

Members shall be required to wear their identification badge at all times when participating in any and all activities related to the corporation.

Section 4. RESTRICTIONS FOR FAMILIES OF MEMBERS.

Only members wearing their badges will be allowed out of vehicles at stores and other donation sites. Children under 12 must remain under adult supervision at all times.

Section 5. NON-DISCRIMINATION.

The corporation does not discriminate on the basis of race, creed, marital status, sexual orientation or religion. Any use of pronouns in these By-Laws is intended generically.

Section 6. FISCAL YEAR.

The fiscal year end for the corporation is June 30th.

Section 7. USE OF FUNDS.

The corporation may use its funds only to accomplish the objectives and purposes specified by these By-Laws. No part of its funds will benefit or be distributed to the members of the corporation. In the event of the liquidation or dissolution of the corporation, whether voluntarily or involuntarily, no member will be entitled to any distribution or division of either its remaining property or its proceeds. The balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, will be transferred to organizations that are qualified as tax-exempt organizations under section 501 C (3) of the Internal Revenue Code.

Section 8. DEPOSITS.

Corporation funds shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may designate.

ARTICLE X - INDEMNIFICATION

Indemnification shall be provided by RCC for the Officers and the Board and by Resolution of the Board, the corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether administrative, civil, criminal, or investigative, by reason of the fact that he or she is or was a Director, Officer, or agent of the corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonable 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 such conduct was unlawful.

The termination of action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner he or she 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 such conduct was not lawful.

ARTICLE XI - AMENDMENTS

An amendment may be proposed by the Board of Directors or a member of the corporation and shall be submitted in writing to the Secretary.

The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws provided no Bylaw provision may contain any provision for the regulation and management of the Corporation inconsistent with the Articles of Incorporation. Further provided the alteration, amendment or new Bylaws are approved by a majority at the annual meeting.

Amendments will be implemented after approval by the general membership.

The Corporation may amend its Articles of Incorporation from time to time in any and as many respects as may be desired provided its Articles of Incorporation, as amended, contain only such provisions that are lawful under the Washington Nonprofit Corporation Act.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of Renton Community Co-Op, a Washington nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Corporation.

Approved this _____ day of _____, 2004, as adopted.

Signed: _____
Dave Bartlett - President

Signed: _____
-Vice President

Signed: _____
Dick Scott - Treasurer

Signed: _____
- Secretary

Signed: _____
Trustee – Keri Johnson

Signed: _____
Trustee –

Signed: _____
Trustee – Karen Maison