

BY-LAWS
OF
PACIFIC NORTHWEST JUNIOR LIVESTOCK AUCTION

Article 1

Definitions

Section 1.01 Name. The “Corporation” shall mean: Pacific Northwest Junior Livestock Auction (PNWJLA), its successors and assigns.

Section 1.02 Board. The “Board” shall mean the voting members of the organization.

Article 2

Purposes, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, Scholarships and Youth Development. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to teach honesty, integrity, responsibility, cooperation, empathy, and peaceful conflict resolution while empowering, educating, and mentoring youth through livestock raising workshops, community collaboration opportunities, the selling of their livestock project and distribution of educational scholarships.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3

Membership (The Board)

Section 3.01 Members. Members also to be known as “The Board” shall consist of anyone over the age of 16. The Board will not exceed 15 members.

Section 3.02 Membership Requirement. Applications will be accepted until November 30th of the current year for the following year membership. Applications will be voted on at the December meeting. Washington State Background checks will be ran on a three year basis.

Section 3.03 Membership Acceptance. A Board Member must be approved by an 80% affirmative vote of the current Board and have passed a Washington State Background check.

Section 3.04 Voting Privileges. Voting privileges will be given to all members upon Board acceptance.

Section 3.05 Removal. Any Member may be removed from the Board at any time, with or without cause, by an 80% vote of the Board.

Article 4

Officers

Section 4.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, Vice-President, a Secretary and a Treasurer. The Officers shall be elected by the Board at the annual meeting and each Officer shall hold office for a term of one year.

Section 4.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 4.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all

meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 4.04 Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 4.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. Minutes of all meetings shall be sent to the Board members within 10 days of the meeting.

Section 4.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 4.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 4.08 Removal. Any Officer may be removed from office at any time, with or without cause, by an 80% vote of the Board.

Section 4.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 5

Conflict of Interest

Section 5.01 Conflict of Interest. Whenever a member has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 6

Meetings

Section 6.01 Annual Meeting. A meeting of the Board shall be held in December for the purpose of electing Officers, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 6.02 Additional Meetings. Regular meetings of the Board will be held monthly at an agreed upon location, unless otherwise ordered by the Board. Special meetings of the Board may also be called at any time by the President or by a majority of the Officers then in office.

Section 6.03 Quorum. At any meeting of the Board, a 51% majority of the Board shall be necessary to constitute a quorum for the transaction of business.

Section 6.04 Voting. At all meetings of the Board, each Member shall have one vote. Voting shall be done by ballot. Motions will be passed by an 80% vote of the Board. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 6.05 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.06 Parliamentary Authority. The current edition of Roberts' Rules of Order, revised shall be the parliamentary authority on all matters not covered by the Constitution and Bylaws of this corporation.

Section 6.07 Public Comments. Public comments will be heard during the Public Comment section of the agenda. Speakers may address the Board for 3 minutes. Speaker may not give their time to other people. Disruptive or inappropriate behavior will result in immediate dismissal from the meeting.

Article 7

Disputes and Appeals

Section 7.01 Disputes or Appeals. Disputes or appeals must be made to the Board in writing by completing the Disputes and Appeals Form and making a \$25.00 payment within 24 hours of the incident during any non-fair week. During the week of fair (beginning the Monday of fair week) forms must be turned in and fee paid within 6 hours of the incident. If the dispute or appeal is found to be the fault of the committee or committee member, the fee will be refunded. The Board's decision regarding disputes and appeals is final.

Section 7.02 Veterinarians and Judge's Decisions. This Board will not hear any appeals and/or disputes regarding veterinarian or judge's decisions. All decisions made by veterinarians and judges are final.

Article 8

Indemnification

Section 8.01 Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 8.02 Additional Indemnification.

The Corporation hereby agrees to hold harmless and indemnify each of its Officers and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Officer, or agent of such other corporation, partnership, joint venture, trust, or other enterprise under any state or

federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

- (a) The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, or other enterprise.
- (b) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 2, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 2. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Corporation of the commencement thereof:
 - (i) The Corporation will be entitled to participate therein at its own expense; and,
 - (ii) Except as otherwise provided in the last sentence of this subpart ii, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this

subpart ii. The Indemnatee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnatee unless (A) the employment of counsel by the Indemnatee has been authorized by the Corporation in connection with the defense of such action, (B) the Indemnatee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnatee in the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnatee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnatee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Indemnatee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart ii.

(iii) Anything in this Section 2 to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnatee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnatee without the Indemnatee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.

(c) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnatee pursuant to this Section 2, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnatee in defending such action, suit or proceeding, other than those expenses for which the Indemnatee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 2 or part (b) of this Section 2. The Corporation shall make such payments upon receipt of a written request made by the Indemnatee for payment of such expenses, (ii) an undertaking by or on behalf of the

Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

- (d) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

Section 8.03 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article 9

Dissolution

Section 9.01 Dissolution. The Corporation may be dissolved only upon adoption of a plan of dissolution. Any assets remaining in the corporation shall be disbursed evenly between the Clallam County 4H and Clallam County FFA Chapter.

Article 10

Amendments

Section 10.01 Amendments. These By-Laws may be altered, amended, added to or repeal at any meeting of the Board called for that purpose by an 80% vote of the Board.

Article 11

Construction

Section 11.01 Construction. In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of the Pacific Northwest Junior Livestock Auction on December 13, 2023.

Dan McCarty
President

Ivy Cristion
Vice-President

Cara Cristion
Secretary

Megan Bekkevar
Treasurer