

**BYLAWS  
OF  
LINCOLN COUNTY SMALL FARMERS ASSOCIATION**

**SECTION 1. PURPOSE**

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

This corporation shall be organized to associate agricultural producers and other farm market and craft vendors for their economic benefit through joint action in marketing locally grown agricultural products and locally-made goods and cottage food items directly from the producer to the consumer in Lincoln County, Oregon. Our mission is to build markets to be profitable outlets for local agriculture and valuable sources of fresh foods for consumers.

**SECTION 2. MEMBERS**

**2.1 Designation and Admission.** The corporation shall have one class of voting members. Any person, firm, partnership, LLC, agriculture producer, crafter (provided the craft is made by the crafter), corporation or association, who or which agrees to be a patron of the Association, signs and abides by a Membership Agreement with the Association and the Association's Market Rules and Regulations, and meets other conditions as may be prescribed by the Board of Directors, may become a member of the Association. All applications for membership must be approved by the Board of Directors. Member status is effective as of the time the Board approves the application for membership, and the member pays the nonrefundable membership fee set by the board. If at any time there are no members, the board of directors shall admit any number of members that it deems to be in the best interests of the corporation. No person shall be admitted as a member without his or her consent, express or implied.

**2.2 Nonmembers.** Nonmember may be allowed to participate in the market with a one-time nonrefundable fee to be determined by the Board of Directors. The payment of the fee and participation in the market, however, shall not confer on the nonmember any of the member rights contained within these bylaws or ORS Chapter 65.

**2.3 Transfers.** Memberships are nontransferable and shall terminate on the death, resignation, or removal of the member.

**2.4 Resignation.** A member may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the members.

**2.5 Termination, Expulsion, or Suspension.** A member may be expelled or suspended, and membership in the corporation may be terminated or suspended, by the vote of the board of directors, if (a) the member received not less than 15 days' prior written notice of the proposed expulsion, suspension, or termination and the reasons thereof and (b) not less than five days before the effective date of the expulsion, suspension, or termination, the member had an opportunity to be heard, orally or in writing, by the board of directors, who shall be authorized to decide that the proposed expulsion, suspension, or termination shall not take place. Any member who has been expelled may reapply for membership after one year from the expulsion date.

**2.6 Annual Meetings.** An annual meeting of members shall be held in the month of October of each year, unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. The failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the president, and any other officer or person whom the president may designate, shall report on the activities and financial condition of the corporation and the members shall consider and act on other matters that may be raised consistent with the notice requirements of ORS 65.214.

**2.7 Special Meetings.** A special meeting of members shall be held (a) on the call of the board of directors or (b) if the holders of at least 51 % of the voting power of the corporation sign, date, and deliver to the secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**2.8 Place of Meetings.** Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors.

**2.9 Telephonic Meetings.** The members may permit any or all of the members to participate in an annual meeting or a special meeting, or to conduct the meeting, by using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

**2.10 Proxies.** There shall be no voting by proxy.

**2.11 Notice of Meetings.** The corporation shall notify its members of the place, date, and time of each annual and special meeting of members no fewer than seven days before the meeting or, if notice is mailed by other than first-class or registered mail, no fewer than 30 nor more than 60 days before the meeting. Notice shall be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records. Notice of an annual meeting shall describe any matter or matters that must be approved by members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting shall describe the purpose or purposes for which the meeting is called.

**2.12 Waiver of Notice.** A member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member, at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**2.13 Record Date.** The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action, shall be as follows:

(a) The record date to determine the members entitled to a notice of a members' meeting shall be 30 days before the day that notice is first mailed or otherwise transmitted to members in accordance with ORS 65.034, or, if notice is waived, then 10 days before the day on which the meeting is held;

(b) The record date to determine the members entitled to demand a special meeting shall be the date the first member signs the demand;

(c) The record date to determine the members entitled to take action without a meeting shall be the date the first member signs the consent to such action;

(d) The record date to determine the members entitled to vote at a members' meeting shall be 30 days before the date of the meeting;

(e) The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the board of directors adopts the resolution relating thereto or the 60th day before the date of such other action, whichever is later.

**2.14 Quorum and Voting.** A quorum of the members shall consist of those votes represented at a meeting of members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of members.

**2.14.1 One Member-one vote.** Each current membership shall receive one vote. If more than one person is listed on the membership application, the parties on the application must choose which individual shall have voting rights.

**2.14.2 Member-entity votes.** If a membership is held by a partnership, LLC; corporation, or other legal entity, the member shall designate in writing the person who will vote on behalf of the member. That designation will remain in effect until written notice of a properly authorized change in the designated voter is received by the Association.

**2.14.3 Voting Member Qualifications.** To be eligible to vote, a member must be a current paid member in good standing, and physically attended and sold at a minimum of four market days during the current season. In the event a vendor space is shared by two separate entities with its own products, each entity must obtain a separate membership to cast its own vote. In the event a member is elected to any office or director position, that member will automatically be the voting member in all general elections. If an officer or board member can not attend the annual meeting, then another individual listed on their membership application may vote at the general meeting.

**2.14.4 Term of Membership.** Annual membership is valid for 1 year from the date that membership is paid. If not renewed, membership will expire on the final day of the renewal month.

### **SECTION 3. DIRECTORS**

**3.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the board of directors.

**3.2 Qualifications.** All directors must be individuals who are 18 years of age or older and be members of the corporation. All directors shall be fully paid members of the Association prior to the opening of the market season.

**3.3 Number.** The board of directors shall consist of not fewer than 8 persons or more than 10 persons. In addition ex-officio board members may be appointed to the board. Ex-officio board members shall have no voting rights on the board, but instead shall act in an advisory capacity to the board.

**3.4 Election and Tenure of Office.** Directors shall be elected at each annual meeting of the members. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the terms of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms are as close as possible to one-half of the Directors shall expire. Directors may be reelected for any number of consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

**3.5 Vacancies.** A vacancy in the board of directors shall exist on the death, resignation, or removal of any director. A vacancy in the board of directors shall be filled by the board of directors. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**3.6 Resignation.** A director may resign at any time by delivering written notice to the President or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**3.7 Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the members.

**3.8 Meetings.** The board of directors shall hold quarterly board meetings. The annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. If the time and place of any other directors' meeting are regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular, or special meetings in or out of Oregon. A special meeting of the board of directors shall be held (a) by or at the request of the President or a majority of the directors or (b) if the holders of at least 30% of the voting power of the corporation sign, date, and deliver to the secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held.

**3.9 Telephonic Participation.** The board of directors may permit any or all of the directors to participate in a regular or special meeting, or to conduct the meeting, by using any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**3.10 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**3.11 Call and Notice of Meetings.** The annual meeting and regular meetings of the board of directors may be held at the time and place to be determined by the board. No other notice of the date, time, place, or purpose of the meeting is required. Special meetings of the board of directors must be preceded by at least 10 days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, fax or email, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or 50% of the directors then in office may call and give notice of a meeting of the board.

**3.12 Waiver of Notice.** A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly on the director's arrival, objects to holding the

meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**3.13 Quorum and Voting.** A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins, or in the event the board consists of an even number of board members, then at least 50% of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting. No officer or board member may assign their vote to another member or individual of their business entity on all matters before the board.

**3.14 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) At the beginning of the meeting or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;
- (b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**3.15 Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who shall serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. An Executive Committee, if so created by the board, shall have the power to make on-going decisions between board meetings and shall have the power to make financial and budgetary decisions. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:

- (a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

**3.16 Other Committees.** The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

**3.17 Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

**3.18 Director Conflict of Interest.**

**3.18.1** A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

**3.18.2** For purposes of Section 3.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

**3.18.3** A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 3.18.4.

**3.18.4** A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

**3.18.5** For purposes of clause (a) of Section 3.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 3.18.4 if the transaction is otherwise approved as provided in Section 3.18.4.

**3.18.6** For purposes of clause (b) of Section 3.18.4, a conflict-of-interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section 3.18.2 may be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under clause (b) of Section 3.18.4. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

**3.19 Duties of Directors.**

**3.19.1 Management of Business.** The board of directors shall have general supervision and control of the business and the affairs of the Association, including the organization and operation of the Newport Farmer's Market, and shall make all rules and regulations consistent with law, the Articles of Incorporation, and the Bylaws for the management of the business and the guidance of the members, officers, employees, and agents of the Association.

**3.19.2 Appointment of Market Manager.** The board of directors annually may appoint or employ a Market Manager. The Market Manager will oversee market operations, including but not limited to collecting stall fees, coordinating communication with vendors, and providing information in a timely manner to the local press regarding the growers/crafters and their

products offered week-to-week. The board may dismiss a Market Manager with or without cause at any time. The board shall authorize the employment of other employees, agents, and counsel as it from time to time deems necessary or advisable in the interest of the Association. The Market Manager shall have charge of the day-to-day business of the Association under the policy direction of the Board.

**3.19.3 Bonds.** The board of directors may require the Market Manager and all other officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds, negotiable instruments, or other property of or for the Association to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company approved by the board of directors, and the cost shall be paid by the Association.

**3.19.4 Accounting System.** The board of directors shall have installed an accounting system adequate to meet the requirements of the business and shall require proper records to be kept of all business transactions.

## **SECTION 4. OFFICERS**

**4.1 Designation; Appointment.** The officers of the corporation shall be the president, the vice president, the secretary, the treasurer, and any other officer that the board of directors may from time to time appoint. The officers shall be appointed by, and hold office at the pleasure of the board of directors. The same person may simultaneously hold more than one office, except for the offices of president and secretary. All officers must be members of the corporation.

### **4.2 Compensation and Term of Office.**

**4.2.1** The compensation, if any, and the term of office of each officer of the corporation shall be fixed by the board of directors.

**4.2.2** Any officer may be removed, with or without cause, at any time by action of the board of directors.

**4.2.3** An officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**4.2.4** No removal or resignation as provided in Section 4.2.2 or 4.2.3 shall prejudice the rights of any party under a contract of employment.

**4.3 President.** The president shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's business, shall vote only in the event of a tie breaker, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the board of directors or the bylaws.

**4.4 Vice President.** The vice president shall preside at meetings of the board of directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president shall be responsible for the market advertising. The vice president also shall have other powers and perform other duties that may be prescribed by the board of directors.

**4.5 Secretary.** The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary shall count the number of members or board members present at all meetings to determine whether a quorum exists, count the number of votes cast in any election or vote, and record the vote tally. The secretary also shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

**4.6 Treasurer.** The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the corporation a bond in such amount and with any surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the board of directors.

## **SECTION 5. NONDISCRIMINATION**

The corporation shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **SECTION 6. GENERAL PROVISIONS**

### **6.1 Amendment of Bylaws. -**

**6.1.1** The board of directors or the members may amend or repeal these bylaws or adopt new bylaws as follows: By a majority vote of the members voting, if a quorum is present. Prior to the adoption of the amendment, each member shall be given notice at the last address of record, by first class mail at least seven days before the meeting or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

**6.1.2** Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

**6.2 Inspection of Books and Records.** All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required bylaw.

**6.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the board of directors.



**6.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

**6.5 Loans or Guarantees.** The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

**6.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**6.7 Insurance.** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**6.8 Corporate Indemnity.** This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

**6.9 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**6.10 Corporate Seal.** The corporation may adopt a corporate seal, but the affixing of the seal on any agreement, instrument, or other document shall not be required to make the agreement, instrument, or other document binding and effective.

**6.11 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing bylaws were duly adopted by the board of directors of Lincoln County Small Farmers Association Market on \_\_\_\_\_, 2012.

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President/Director

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Vice President/Director

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Secretary/Director

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Treasurer/Director

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