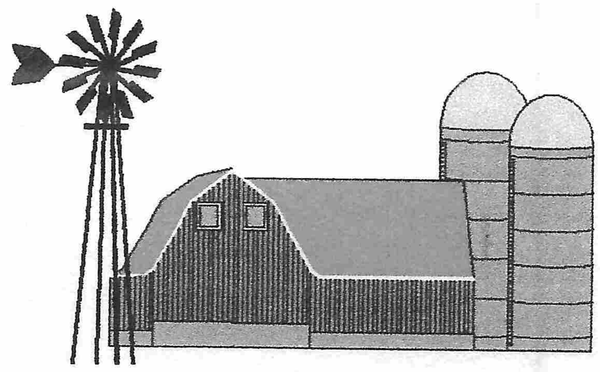
MULTNOMAH COUNTY FARM BUREAU BY-LAWS



Adopted New By-Laws
October 20, 2005

County President: Michael Dillard

County Secretary: Helen Bushue

Chairman, By-Laws Revision Committee:
Albert Garre

BYLAWS

OF

MULTNOMAH COUNTY FARM BUREAU
an Oregon nonprofit corporation

Adopted as of 10/20/05

ARTICLE 1

PURPOSE

The purpose of the Multnomah County Farm Bureau, hereinafter referred to as the corporation, is to work for the solution of problems of the farm, home, and the rural community, by using recognized advantages of organized action to the end that those engaged in the various branches of agriculture in Multnomah County may have and secure opportunities for happiness and prosperity in their chosen occupations.

ARTICLE II

CORPORATE RIGHTS AND INTERESTS

All rights and interests of this corporation as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercisable solely by the Board of Directors of this corporation, except to the extent such authority is delegated by the Board of Directors to one or more of its officers either generally or with respect to specific matters or to the extent such authority is vested in its Delegates to the House of Delegates of the Oregon Farm Bureau Federation.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership Classes

The membership of this corporation shall consist of three classes:

a. Voting Members. A voting membership shall be available to those members who pay their dues and who are individuals actively engaged in the production of agricultural products (including horticulture crops and forest products), and who receive a substantial portion of their income from such products, including lessees and tenants of land used for the production of such products, and lessors and landlords who receive as rent, either in kind or cash, the equivalent of all or part of the crop raised on the leased or rented premises or who are spouses of such members or who are unmarried children of either or both

spouses and who are living at home and who are eighteen years of age or older and under twenty-one (21) years of age at the beginning of this corporation's membership year. This corporation may extend a voting membership to persons who have retired from agriculture but who met the qualifications of voting membership before retirement. A retired or semi-retired farmer who was a voting member before retiring, and who has maintained a full membership is considered a bona fide farmer entitled to continue as a voting member.

b. Supporting Members. Supporting memberships shall be available to those who pay their dues and who do not meet the qualifications of a voting membership.

c. Associate Members. Associate memberships shall be available to those members who pay their dues, who do not meet the qualification of a voting membership, and who receive annual gross agricultural income of less than $2,500.00. The House of Delegates of the Oregon Farm Bureau Federation shall, by resolution, set uniform statewide dues for associate memberships.

Section 3.2 Membership Dues

Annual dues for membership in the corporation, exclusive of associate memberships shall be set from time to time by the Board of Directors. In addition thereto, each member shall pay the dues owing to the Oregon Farm Bureau Federation and the American Farm Bureau Federation for that membership year. The amount of dues to be paid to the Oregon Farm Bureau Federation shall be determined as provided in the OFBF Bylaws. The dues for the American Farm Bureau Federation shall be an amount to be determined from time to time by the American Farm Bureau Federation and shall be paid from the dues paid to the Oregon Farm Bureau Federation.

Section 3.3 Memberships in Good Standing

A membership in this corporation shall be deemed in good standing if all membership dues for the membership year in question have been paid in full, the qualifications for the appropriate membership class have been met, and the membership has been approved by the Board of Directors of the corporation.

Section 3.4 Miscellaneous

a. Except as provided herein for "family members" two or more persons, partnerships, unincorporated associations, or corporate entities, or any combination thereof, shall not be accepted as members of this corporation upon a single membership agreement.

b. This corporation shall enter into a uniform membership agreement with the Oregon Farm Bureau Federation for the purpose of coordinating and strengthening the activities of both organizations.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.1 Meetings

The annual meeting of members shall be held before the annual meeting of the Oregon Farm Bureau Federation each year at a date, time and location to be determined by the Board of Directors. Special meetings of members may be called by the President, or by two-thirds (2/3) vote of the duly elected Board of Directors and shall be held at a date, time and location to be determined by the Board of Directors.

Section 4.2 Notice

Notice of meetings of members and of all matters concerning this association shall be deemed to have been duly given when notice thereof in writing has been placed in the first class mail, postage prepaid, addressed to the last known post office address of the member, or, if notice thereof has been printed in the official publication of this corporation or the official publication of the Oregon Farm Bureau Federation when circulated among the corporation's members in good standing. Notice of meetings of members shall be given not less than seven or more than 60 days previous to such meeting.

Section 4.3 Quorum

Those voting members in good standing and present shall constitute a quorum for the transaction of any and all business at any annual or special meeting, and the favorable vote of the majority of such members present shall be necessary for the determination of any matter.

Section 4.4 Voting

Members of the family household of a voting member of this corporation may be defined from time to time by the Board of Directors of this corporation as "family members" who shall be entitled to the rights and privileges of membership. Such family members, as defined by the Board of Directors, may include the spouse of the member and unmarried children of the member who are domiciled in the home of the voting member and are between the ages of, and including, 18 and 21. All family members who meet this qualification have the right to vote.

Section 4.5 Privileges of the Floor

Members in good standing including family members shall be entitled to the privileges of the floor, subject to the rules governing the meeting.

Section 4.6 Presiding Officer

The President shall preside at all meetings of the members of this corporation. In the absence of the President the next officer in due order who may be present shall preside. For such purpose the order of officers shall be as follows: President, Vice-President, if the corporation has a Vice-President and Secretary.

Section 4.7 Election of Officers, Delegates and Directors

At each annual meeting all officers of the corporation, all other Directors and the appropriate number of delegates to the House of Delegates of the Oregon Farm Bureau Federation shall be elected to serve until their successors are duly elected and qualified. All elections for Directors shall be by ballot, unless this rule is waived by unanimous consent of all members present.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Management

Subject to the limitations of the Articles of Incorporation, these Bylaws, the Uniform Membership Agreement with the Oregon Farm Bureau Federation, and Oregon law, the affairs of the corporation shall be managed by a Board of Directors, and each member thereof individually shall be known as a Director. The act of a majority of the Directors present at a meeting where there is a quorum shall be the act of the Board of Directors.

Section 5.2 Number

The Board of Directors shall consist of the officers of the corporation, and not less than one or more than nine other elected Directors. The total number of Directors, including elected Directors, officers and other ex officio members, shall be fixed from time to time by the Board of Directors. In addition, if there is a county Women's Committee and/or a Young Farmers and Ranchers Committee, the Chair of each shall be a voting member of the Board of Directors.

Section 5.3 Selection, Term and Removal

a. The members of the Board of Directors must be voting members of this corporation in good standing.

b. At each annual meeting of the members, Directors (other than the officers) shall be elected to serve two-year terms or until their successors are elected. The terms of the Directors shall be staggered so that one half of the Directors are elected each year if that is practical.

c. Directors (other than the officers) may be removed from office pursuant to vote of the membership. The following shall constitute sufficient grounds for removal from office of any such Director without the necessity of a vote.

1. Death

2 Filing paper for candidacy to any national, state or county political elective or appointive office, except that of an unpaid office or position.

3. Being or becoming a full-time employee of this corporation.

4. Being or becoming a full- or part-time employee of the Oregon Farm Bureau Federation or agent or employee of any service affiliated with either the Oregon Farm Bureau Federation or the corporation.

5. Non-attendance at three successive Board of Directors' meetings for causes other than sickness.

6. Formal or written resignation.

Section 5.4 Vacancies

A vacancy on the Board of Directors shall exist upon the death or resignation of a Director, upon removal of any Director or upon creation of an additional Directorship. The Board of Directors, acting at any meeting, may fill the vacancy on the Board of Directors for the unexpired portion of the term.

Section 5.5 Regular Meetings

Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine. The Secretary shall mail or otherwise deliver a copy of any resolution setting the date and time of regular meetings to any Director who was not present when it was adopted, but no further notice of such regular meetings need be given.

Section 5.6 Special Meetings

Special meetings of the Board of Directors may be called by the President or upon written request by at least two of the Directors in office (including the officers) setting forth the business they wish to have conducted at the special meetings. Notice of special meetings shall be given at least twenty-four (24) hours before the meeting is called by the President and at least seventy-two (72) hours before the meeting if called by the Directors. Such notice may be given in any reasonable manner.

Section 5.7 Place of Meeting; Other Means of Communication

All meetings of the Board of Directors shall be held at such a place as is designated in the notice of meeting. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed present in person at the meeting.

Section 5.8 Quorum

A majority of the number of the Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business. A minority of the Directors in the absence of a quorum may adjourn the meeting but may not transact any business.

Section 5.9 Action Without Meeting

Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all the Directors (including the officers) is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 5.10 Conflicts of Interest

a. A conflict of interest transaction is a transaction with the corporation in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable by the corporation solely because of the Director's interest in the transaction if the transaction was (i) fair to the corporation, or (ii) authorized, approved or ratified by the vote of the Board of Directors, or of a committee having and exercising the authority of the Board of Directors over such transaction, after disclosure to the Board of Directors or the committee of the material facts of the transaction and the Director's interest.

b. For the purpose of this section, a Director has an indirect interest in a transaction if (i) 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 (ii) the Director is a director, officer, or trustee of another entity which is not described in the last sentence of this paragraph and is a party to the transaction, and the transaction is or should be considered by the Board of Directors. A Director does not have a direct or indirect interest in a transaction solely by serving as the director, officer, or trustee of an entity which substantially controls, is under substantially common control with, is wholly owned by or is substantially controlled by this corporation.

c. For purposes of this section, 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. Notwithstanding any provision of these Bylaws to the contrary, if a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section if the transaction is otherwise authorized, approved or ratified as provided in this section.

Section 5.11 Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

ARTICLE VI

OFFICERS

Section 6.1 Designation and Qualification

The officers of the corporation shall be a President and a Secretary. In addition, the corporation may, at its option by resolution of the Board, have a Vice-President, Treasurer, Women's Chair and a Young Farmers and Ranchers Chair. Only voting members of the corporation shall be eligible to serve as officers. Officers shall retain their right to vote as Directors on matters presented to the Board of Directors.

Section 6.2 Election and Vacancy

a. All officers of the corporation shall be elected by the membership.

b. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors, at any meeting, until the next annual meeting of members.

Section 6.3 Term

Each officer shall hold office for a term of one year commencing immediately following the annual meeting of the membership.

Section 6.4 Resignation and Removal

The Secretary or Treasurer, if one is elected, may be removed, either with or without cause, by the Board of Directors. The President and any other officer of the corporation may be removed, either with or without cause, by the membership. Any officer may resign at any time by giving written notice to the Board of Directors.

Section 6.5 President

a. The President shall be the Chief Executive Officer of this corporation and shall perform the customary duties of a chief executive officer.

b. The President shall have responsibility for the overall management of the corporation. The President shall cause reports on the activities of the corporation to be submitted to the Board of Directors.

c. Unless limited by law or otherwise provided in these Bylaws, the President shall serve ex officio on all committees and, when in attendance at a meeting, shall be counted for purposes of a quorum and, except as may be limited by the Board of Directors, shall have a right to vote.

d. The President shall preside at all meetings of the Board of Directors. The President shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 6.6 Secretary

The Secretary shall cause minutes to be kept of all meetings of the members and of the Board of Directors. The Secretary shall cause appropriate notices to be given in accordance with these Bylaws, shall perform the customary duties pertaining to the office of Secretary and shall perform such other duties as the Board of Directors or these Bylaws may prescribe. The Secretary shall be responsible for the financial affairs of the corporation and shall perform the customary duties pertaining to the office of Treasurer if no Treasurer is elected. The Secretary shall also furnish a bond conditioned for the faithful performance of the duties and responsibilities of the office in such manner as may be fixed by the Board of Directors if no Treasurer is elected. The premium on such bond shall be paid by this corporation. If the corporation chooses to elect a Treasurer, then the Treasurer shall have authority over and shall be responsible for all financial matters referenced in these bylaws notwithstanding any provision herein to the contrary and the bonding requirement set forth in this section shall apply to the Treasurer instead of the Secretary.

Section 6.7 Other Administrative Officers

With the prior approval of the Board of Directors, the President may appoint such additional administrative officers with such titles and responsibilities as may be appropriate.

Section 6.8 Compensation

Members of the Board of Directors and officers, shall serve without remuneration, as such, but may be reimbursed at the discretion of the Board of Directors to cover necessary expense of travel and subsistence when serving this corporation, except that special remuneration for services rendered by the Secretary and/or a Treasurer, if elected, may be paid at the discretion of the Board.

ARTICLE VII

DELEGATES

Section 7.1 Designation and Qualifications

The Delegates, and their alternates, to the House of Delegates of the Oregon Farm Bureau Federation from this corporation shall be voting members and shall otherwise meet the qualifications for Delegates set by the Oregon Farm Bureau Federation.

Section 7.2 Election & Vacancy

a. Delegates shall be elected by the voting members of this corporation.

b. A vacancy of any delegate because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 7.3 Term

Each Delegate shall hold office for a term of one year commencing immediately following the annual meeting of the membership in the year of election, and until his or her successor is elected.

Section 7.4 Authority

The Delegates, and their alternates, shall represent this corporation at any regular or special meeting of the Oregon Farm Bureau Federation House of Delegates.

ARTICLE VIII

FINANCIAL AND COMMERCIAL ACTIVITIES

Section 8.1 Investments of Funds

Investments of funds of this corporation, over and above its cash requirements in its operations, may be made by the Treasurer, if one is elected, otherwise by the Secretary, on its behalf and in its name, in accordance with any investment policy which may be authorized from time to time by the Board of Directors.

Section 8.2 Borrowing Funds

The Board of Directors may, upon consent of the membership expressed by a majority vote of members present at any regular or special meeting called for the purposes, borrow money to be used solely for that purpose of this corporation and may pledge its property therefore; provided, always, that a quorum be present at such meeting.

ARTICLE IX

NOMINATING AND OTHER BOARD COMMITTEES

Section 9.1 Nominating Committee

The President of this corporation, with approval of the Board shall appoint a nominating committee of members in good standing for the purpose of making nominations for the Officers, Delegates to the House of Delegates of the Oregon Farm Bureau Federation and Board of Directors. Such nominations shall be presented to the members of this corporation at the annual meeting. Nominations may also be made from the floor at the annual meeting.

Section 9.2 Board Committees

The Board of Directors may, by resolution adopted by a majority of Directors in office, designate Board Committees each of which shall consist of two or more committee members. To the extent permitted by law, these Bylaws and provided in such resolution, Board Committees shall have and exercise the authority given to them by the Board of Directors in the designating resolution. Unless otherwise provided in these Bylaws, the Board of Directors shall appoint the Chair and all members of the Board Committees. Any member of good standing is qualified to hold a committee position. Each committee member shall hold office at the pleasure of the Board of Directors. All committee members shall have voting rights in their capacity as members of the committees on which they serve. The act of a majority of the members of a committee present at a meeting at which there is a quorum shall be the act of such committee.

Section 9.3 Quorum

Unless otherwise provided by the Board of Directors, those voting members of any committee present at a meeting shall constitute a quorum for the conduct of business.

Section 9.4 Meetings

a. Meetings of committees shall be called by the President, the chair of the committee, or a majority of the committee's voting members. Each committee shall meet as often as necessary to perform its duties.

b. Committees may provide by resolution for the place, time and hour of regular meetings. Such resolution may provide that its adoption shall constitute notice of such meetings. If no such provision is made, notice of regular meetings shall be given in writing at least seven (7) days prior to the date of the meeting. Special meetings may be held on twenty-four (24) hours' notice given in a reasonable manner.

Section 9.5 Minutes

Each committee shall keep written minutes of its meetings which shall be transmitted to the Board of Directors.

Section 9.6 Tenure, Removal and Vacancies

a. Unless otherwise provided in these Bylaws, the chair and members of each committee should be appointed at the first meeting of the Board of Directors after the annual meeting. Committee members shall hold their positions until the next annual meeting or until their successors are appointed, unless they shall sooner resign, be removed from the committee, or cease to hold the position which is the basis for their appointment.

b. The Board of Directors may remove any appointed member of any committee. Any person who is a member of a committee because he or she holds a designated position shall cease to be a member of the committee when he or she ceases to hold such position.

c. Vacancies in any committee may at any time be filled for the unexpired portion of the term in the manner provided in these Bylaws for regular appointment to such position.

Section 9.7 Ad Hoc Committee

A special committee can be created and dissolved at the discretion of the Board of Directors.

ARTICLE X

RECORDS AND EXECUTION

Section 10.1 Records

The corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business.

Section 10.2 Inspection

All books, records and accounts of the corporation, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, shall be open to inspection by the Directors and members in the manner and to the extent required by law.

Section 10.3 Signature Authority

All checks, drafts or 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 such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 10.4 Annual Reconciliation

An annual third party reconciliation by a professional accountant shall be made of the books and accounts of the corporation .

Section 10.5 Fiscal Year

The fiscal year of the corporation shall be the annual period ending October 31.

Section 10.6 Execution of Documents

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances.

ARTICLE XI

INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY

Section 11.1 Indemnification

The corporation shall indemnify to the fullest extent not prohibited by law any indemnified person (as hereinafter defined) who was or is threatened to be made a party to any proceeding (as hereinafter defined) against all expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by the indemnified person in connection with such proceeding.

Section 11.2 Advancement of Expenses

Expenses incurred by an indemnified person in defending a proceeding shall in all cases be paid by the corporation in advance of the final disposition of such proceeding at the written request of such indemnified person, if the indemnified person furnishes the corporation:

a. A written affirmation of the indemnified person's good faith belief that such indemnified person is entitled to be indemnified by the corporation under this article or under any other indemnification rights granted by the corporation to such indemnified person.

b. A written undertaking by or on behalf of such indemnified person to repay such advance to the extent it is ultimately determined by a court that such indemnified person is not entitled to be indemnified by the corporation under this article or under any other indemnification rights granted by the corporation to such indemnified person. Such advances shall be made without regard to the indemnified person's ability to repay such advances and without regard to the indemnified person's ultimate entitlement to indemnification under this article or otherwise.

Section 11.3 Definitions

a. The term "Indemnified Person" shall mean any person who is or was (i) a Director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of the corporation, (ii) a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or (iii) serving at the request of the corporation as a director, officer or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article, or (iv) serving at the request of the corporation as a director, officer, committee member, or fiduciary of another corporation, association or organization whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

b. The term "Proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified person may be or may have been involved as a party or otherwise by reason of fact that the person is an Indemnified Person.

Section 11.4 Non-Exclusivity and Continuity of Right

The indemnification and entitlement to advancement of expenses provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or any statute, agreement, general or specific action of the Board of Directors, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of indemnified person, shall inure to the benefit of the heirs, executors and administrators of such an indemnified person and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this article. The corporation may enter into agreements to indemnify any indemnified person.

Section 11.5 Amendments

Any repeal of this article shall only be prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this article in effect at the same time of the alleged occurrence of any act or omission to act that is the cause of any proceeding.

Section 11.6 Limitation of Liability

The civil liability of directors, officers and board members shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

Section 11.7 Insurance

The corporation shall be authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of directors, committee members, officers, employees and agents of the corporation, regardless of whether the corporation would have the power to indemnify such persons against the liability.

ARTICLE XII

AMENDMENTS

Section 12.1 Procedure

These Bylaws may be amended, repealed or altered at any regular meeting of the members of this corporation, or at any special meeting of the members of this corporation by the affirmative vote of at least two-thirds of those members who appear at the meeting in question, provided that a copy of the proposed amendments have been mailed first class mail at least seven (7) days prior to the meeting to all voting members. Proposed Bylaw changes shall be initiated by the Board of Directors.

ARTICLE XIII

MISCELLANEOUS

Section 13.1 Parliamentary Procedures

All meetings of the corporation shall be governed by Robert's Rules of Order, Revised, if not in conflict with these Bylaws.

Section 13.2 Dissolution

Dissolution may be effected according to Oregon law and any assets remaining upon dissolution after payment of debts shall be distributed according to the Articles of Incorporation or, if the Articles of Incorporation are silent on the issue, then they shall be distributed to the Oregon Farm Bureau Federation.