



BYLAWS OF A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

Approved 03-31-16

ARTICLE I NAME/ADDRESS

1.01 Name

The name of this corporation shall be ProduceGood. The principal business office for the transaction of the activities and affairs of the corporation ("principal office") is located at 4057 Via de la Paz, Oceanside, California, the residence of one of the founders, and the legal mailing address. The directors may change the location of the principal office at any time. Any change of this location shall be amended in the bylaws and all legal documents. As a Hot Desk Hub member of Leichtag Commons, a facility of the Leichtag Foundation, ProduceGood utilizes this address for meeting and event space. The address is 441 Saxony Road, Encinitas, CA 92024. Board Meetings are held at either the Oceanside address or the Encinitas address.

ARTICLE II PURPOSES AND MISSION

2.01 Purpose

ProduceGood is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law to promote social welfare and develop community for charitable purposes. Our mission is *to build an active and engaged community committed to finding sustainable solutions to alleviate hunger, reclaim and repurpose waste and promote the health and well-being of all.*

Our programs identified and being implemented at this time are **CropSwap, Bumper Crop, Market Share and First Pick.**

- (a) **CropSwap**, which began in 2009, gives volunteers of all ages and abilities the opportunity to pick excess fruit from residential orchards in North San Diego County. The fruit is then transported to feeding sites throughout the county by either Feeding San Diego or the San Diego Food Bank to benefit families, children, seniors, veterans, the homeless and other food insecure individuals.
- (b) **Bumper Crop**, our farm gleaning program, gives volunteers the opportunity to harvest seasonal produce from local small farms in San Diego. We work closely with the farm staff to learn how to properly pick, handle and prepare produce for various distributions to the food insecure through San Diego county.
- (c) **Market Share**, our newest food recovery program, gives volunteers the opportunity to harvest seasonal produce from Farmer's Markets in San Diego. In 2017, teams of volunteers will recover unsold produce from weekly markets, delivering the bounty to local food pantries.
- (d) **First Pick**, our group gleaning program, is an opportunity for companies and organizations to participate in a gleaning event for their social responsibility or team building initiatives. It is a fun way for volunteers to build community while reducing waste and hunger in San Diego.

To accomplish our mission through these programs and expanding or developing new programs as appropriate, we will raise social consciousness about each cause on a local level, hold fundraising events in order to provide immediate relief and assistance to those suffering, regardless of race, ethnicity or religion, invite individuals to donate, and apply for business, foundation and government funds, as appropriate.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- (a) Nonprofit Legal Status. ProduceGood is a California non-profit public benefit corporation, in the process of applying for tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code. We are conducting business from the moment of incorporation in compliance with Section 501 (c)(3) and these Bylaws are written accordingly.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

ARTICLE III **MEMBERSHIP**

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV **BOARD OF DIRECTORS**

Article IV contains information about both the founding board and all succeeding elected boards. Where there may be a difference in accountability or action, it is noted.

4.01 Number of Directors

ProduceGood shall have a board of directors consisting of at least three (the founding board) and no more than six directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of ProduceGood shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

- (a) All directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession, when they demonstrate the ability to meet performance goals.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

The three sole officers of the founding board are the corporate principals, whose qualifications and duties are based on the founders' skills and experience and may not be identical to the qualifications and duties of the officers of the succeeding elected boards. This is compensated for by sharing and communication among the three and a commitment to following procedures while achieving mission.

In order to be eligible to serve as a director, the individual must be 18 years of age and qualify for the demands of the position. She/he will be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

At the December 5, 2016, board meeting, the founding board elected two new, highly qualified, board members, Liz Sheahan and Ronald Eng, who will begin their one year terms in January 2017. The 2017 board will now consist of 5 members with future board members invited as the board chooses.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies on the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings

- (a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- (b) Annual Meeting. The board will have one planning meeting in January of the new year, for onboarding new directors, voting for new officers and handling housekeeping to support the new operating year.
- (c) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with California law.

4.08 Manner of Acting.

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

5.0 1 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
 - to which the corporation is a party and one or more directors have a material financial interest;or



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- between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI **OFFICERS**

6.01 The Founding Board and Later Elected Board Officers

In the founding board of directors, all duties are assumed by the three principals (founders), who additionally have responsibility for the operational and program planning and implementation of the start-up corporation. Founding board roles assume the natural skills and experience of each individual and may not be traditional. Nevertheless, it is a functional way to carry out the duties of the board until additional, specifically qualified officers are elected to meet the defined needs of the organization.

Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board. It is expected that in the first or second quarter of 2017 one or both of the new board members will offer their names into consideration as a board officer, an election will take place, and the holders of the various offices will change accordingly. The new elected board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. By September 17, 2017, the founders will have completed their three years in their original positions and it will be mandatory to change officers or amend the bylaws. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The founding president plays a key role in recruitment, leadership, strategic planning, fundraising, monitoring and guidance. She reviews and understands the organization's articles of incorporation, bylaws, policies and procedures, financial and legal



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status, and strategic plan. As the board ambassador, the president acts as a spokesperson to the larger community. She speaks in public on behalf of the organization and advocates for the cause. By modeling appropriate behavior, the president sets high standards for board conduct and intervenes if conflicts of interest or confidentiality issues arise. In addition to her board requirements, the founding president is directly involved with all program activities with approximately 1/3 of her time devoted to the CropSwap program and community gleaning activities. In the 4th quarter 2015, the president began receiving a modest part-time salary to be the director of CropSwap and is thusly devoted primarily to CS activities. This two- year grant from the Leichtag Foundation is on file at Corporate HQ and electronically.

When future presidents are elected from among the larger, elected board members, each will be required to possess many characteristics to be successful. They include demonstrated community leadership; being respected by volunteers and key stakeholders; the ability to lead the organization in handling difficult issues; and, the ability to communicate, listen and seek input from others. She or he will lead the board of directors in performing its duties and responsibilities, and monitor and evaluate each officer and actions of the board, presiding at all meetings of the board and performing all other duties incident to the office or properly required by the board of directors. Strong group dynamic skills are essential to keep meetings running smoothly and to deal with any conflicts that may arise. The board president shall be passionate for the cause and a model fundraiser, communicator and spokesperson for the organization. She or he will be an experienced and energetic executive, leader and community builder.

6.05 Vice-President

In the founding board, one of the three principals fills the dual role of vice-president and secretary and is called Vice-President/Secretary. The Vice-President duties include program leadership, chair responsibilities when the president cannot be available (see President Job Description) and collaboration with key stakeholders internally and externally to find solutions to problems and opportunities for success. Characteristics of this founding board vice-president include the ability to anticipate needs, develop external relationships for professional services, and lead and inspire in change management. Also, she is a strategic planner, organizational developer, and leads in knowledge, data management and analytics. The founding vice-president is also the lead on the three year budget for the organization and responsible for obtaining input and sharing findings with the other two board members before submitting the budget to the treasurer and seeking board approval. In addition to her board requirements, the founding vice-president will be responsible for development strategy and participation in all programs.

The later, elected Vice President will continue in the role of problem solver and organizational strategy and planning. In the absence or disability of the board president, the vice-president/secretary, or the elected vice-president, shall perform the duties of the board president, possessing all the powers of and subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The founding Vice-President/Secretary's duties as Secretary include leveraging her skills to smooth organization operations, rather than to tax them. She has the ability to collaborate with others in establishing organizational principles and has a willingness to mediate difficult issues. As with all start-up board members, the secretary possesses the ability to communicate, listen and seek input from others. Strong group dynamic skills and flexibility are essential to ensuring the protocol is followed, but not defining the way the organization does business. Her duties include records management, leadership, communication, records organization and management, and compliance with legal requirements and documents.

The founding Secretary and later the elected Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors, stating the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The founding Treasurer is responsible for coordinating and ensuring the financial oversight and health of the organization for



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the start-up board. She attends all board meetings, has knowledge of accounting for nonprofits, and manages the nonprofit's finances. The treasurer is responsible for the organization's compliance with state and federal laws and guidelines and completes all legal documents in a timely fashion for board review. She also ensures that appropriate financial reports are given to the board on a timely basis, presents the budget for approval and reviews annual audits and answers questions. She maintains the bank account and banking relationships, signing checks and depositing donations and other revenues, such as grants. She also monitors grant requirements to ensure the organization is in compliance. She files all tax forms before their due date. She also contracted with a local bookkeeping firm to track finances. She will arrange for external audits, tax preparation or financial advice as necessary. In addition to her board requirements, the founding treasurer manages the organization's volunteer program.

The elected treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the treasurer or any such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board. Two bank cards have been issued for discreet use by the president and treasurer as needed to facilitate business. At all times expenses are discussed among at least two of the three officers to verify their need.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited by the treasurer from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

- (a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

- (b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with California Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date. Copies are retained in electronic and paper form.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. The three founding Board members/officers signed Conflicts of Interest at the inception of the corporation and all later Board members will be required to do the same.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of ProduceGood not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board and entered into the existing Bylaws in italics and dated, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.
- (d) that amendments be entered annually into a fully amended document, such as this second year document, dated as an amended bylaws.

ARTICLE IX COUNTERTERRORISM AND DUE DILIGENCE POLICY



In furtherance of its exemption by contributions to other organizations, domestic or foreign, ProduceGood shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication *The Anti-Terrorist Financing Guidelines: Voluntary Best Practice for US.-Based Charities* released in November 2002 and revised in December 2005 is not mandatory, ProduceGood willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

ProduceGood shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of ProduceGood records.

10.02 Policy

Section 1. General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, ProduceGood may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents

ProduceGood expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or ProduceGood informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

- (a) Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records are retained permanently in electronic format and in the filing cabinet at corporate HQ. IRS regulations require that the Form 1023 be available for public inspection upon request.

- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file, all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's Board Minutes file at Corporate HQ and also in electronic format. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
- (e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- (f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- (g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- (h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:
 - derives independent economic value from the secrecy of the information; and
 - has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
 - Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
 - Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
 - Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
 - Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
 - Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- (a) printed in hard copy and kept in the appropriate file; or
- (b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, ProduceGood practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively
- (c) closed to staff and/or the public
- (d) specify the procedures whereby the open/closed status of documents and materials can be altered.

11.02 Financial and IRS documents (The form 1023 and the form 990)

ProduceGood shall provide its Internal Revenue forms, such as 990, 990-T, 1023 and 5227, bylaws, conflict of interest and ethics policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

ProduceGood shall make “Widely Available” the aforementioned documents in electronic form, as requested.

- (a) The documents shall reside in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) ProduceGood shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) ProduceGood shall inform anyone requesting the information how it can be acquired, including the web address, if applicable. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

ProduceGood shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS. ProduceGood’s Treasurer filed a form 990N in April 2015 and will file again in April 2016. It also files in the state of CA.

11.05 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal Representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

11.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) Donor records shall be made available to the board when requested.



ARTICLE XII
CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

ProduceGood requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of ProduceGood to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of ProduceGood is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of ProduceGood and provides ProduceGood with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. ProduceGood shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of ProduceGood or of another individual or entity with whom ProduceGood has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. ProduceGood shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of ProduceGood that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors, dated and entered into the minutes of such meeting and the permanent Bylaws.

CERTIFICATE OF ADOPTION OF BYLAWS



Sharing has never been sweeter!

I do hereby certify that the above stated Amendments to the original Bylaws of ProduceGood were approved by ProduceGood's board of directors on January 27, 2016, and constitute a complete copy of the Bylaws of the corporation.

Alexandra White, Vice-President/Secretary _____

Date: _____