

**AMENDED AND RESTATED
BYLAWS
OF
SEMPA, INC.
A FLORIDA NONPROFIT CORPORATION**

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**ARTICLE I
NAME AND OFFICES**

Section 1.1 NAME. The name of this corporation is SENPA, Inc. (Hereinafter the "Association"), a not-for-profit corporation organized under the laws of the State of Florida.

Section 1.2 OFFICE AND AGENT. The Association shall have and continuously maintain in the State of Florida a registered office and a registered agent whose business office is identical with such registered office, and may have other offices in such other locations as the Board of Directors may determine.

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**ARTICLE II
PURPOSES AND POWERS**

Section 1. SPECIFIC PURPOSES. The principal purposes Association are:

- a. To promote a feeling of ~~community~~ community and establish closer relations among all natural food retailers, ~~distributors~~ distributors, manufacturers, educators, and associated trades.
- b. To foster confidence among sellers, buyers and those professionally and actively engaged in the natural products industry.
- c. To encourage laws and regulations consistent with the ~~Associations~~ Association's goals and a unified voice for the natural products industry.
- d. To support and encourage the production, marketing and consumption of nutritional/natural foods, supplements and related specialty products which provide for the optimum health ~~opportunity for the consumer~~ of consumers.
- e. To provide education relating to nutritional/natural food, supplements and related specialty products and the industry from laws and regulations relating thereto.
- f. To serve as a unified voice for businesses that promotes optimum health.
- d. To do/perform such other services, research and marketing consistent with the purpose set forth above or as determined by the Board of Directors of the Association.

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Section 2.2 GENERAL PURPOSES. The general purposes the Association are to engage in any activity that is lawful under the Florida Not For Profit Corporation Act and within the scope of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. All policies and activities of the Association shall be consistent with applicable federal, state and local laws, trade regulations and other legal requirements, and applicable tax-exemption requirements, ~~including the requirements that the Association not be organized for profit and that no profit and no part of its net earnings shall inure to the benefit of any private individual.~~

Section 2.3. **POWERS.** Except as provided otherwise by the Articles of ~~Incorporation~~Incorporation or by these Bylaws, the Association shall have all the powers of a corporation organized under the Florida Not For Profit Corporation Act, and shall have such additional powers as are permitted by any applicable law.

ARTICLE III **MEMBERSHIP**

Section 3.1. ELECTION AND ENUMERATION.

a. Membership in the Association is open to persons or entities who are involved in, or associated with, the nutritional/natural food, dietary supplements and related products and services industry.

b. Membership in the Association is a privilege, not a right. Admission to all classes of membership in the shall be made pursuant to the qualifications set forth in these Bylaws and according to rules, regulations, and procedures not inconsistent herewith as may be adopted and from time to time amended by the Board and published in the Associations Policies and Procedures Manual.

c. There shall be numerous classes of Members, some of which shall be Voting Members and the remainder of which shall be Nonvoting Members. Only Voting Members shall have all the rights and privileges of members of the ~~Corporation~~corporation. Nonvoting Members shall have only such rights and privileges as are specifically set forth in these Bylaws, but in no event shall Nonvoting Members have the right to vote. Unless otherwise specifically stated in these Bylaws, all references to "Members" relate only to Voting Members and not to Nonvoting Members.

Section 3.2 VOTING MEMBERS. Voting membership in the Association shall be open to persons or entities engaged in the manufacturing, distributing, and marketing of nutritional/natural products and services. The **Association** shall have two (2) categories of voting members:

1. Retailer, and
2. Supplier,

a. Retailer. Those defined as a person or entity engaged in the retailing of nutritional/natural products from one or more self-contained stores(s) ~~where a minimum of seventy-five percent (75%) of the gross sales consists of natural products, services and related items.~~

In the case of an individual, partnership, corporation, or any other entity acting as the franchisor of one or more retail stores, such franchisor may be eligible for full voting membership as a retailer, but shall be deemed to have a single membership on behalf of the franchise limited to one (1) vote on matters brought to a vote of the membership of in the Associations; provided, however, a franchisee, if a majority owner of a retail store, shall be eligible for full voting membership as a retailer even if the franchisor is a voting member.

Any retailer who engages in the retail sale of private label merchandise bearing labels with the words "Distributed By" shall not be considered a "distributor" or "wholesaler/jobber" hereunder, unless the retailer sells such private label merchandise to other retailers for a profit.

In the case of an individual, partnership, or corporation retailer member owning and operating more than one (1) store, additional annual dues must be paid per the dues schedule established by the Board. Such additional store or stores shall be entitled to full membership privileges except that such individual, partnership or corporation shall be limited to one (1) vote in Association meetings, regardless of the number of stores owned and operated by it.

b. **Supplier.** A Supplier is defined as a person or entity primarily engaged in the business of providing nutritional/natural products and services as a manufacturer, wholesaler, distributor, broker, or marketer, or as a consultant to the nutritional/natural products and services industry. Each Supplier, whether an individual or entity, shall be eligible for full voting membership as a supplier with one (1) vote on matters brought to a vote of the membership of the Association.

Section 3.3. DESIGNATED REPRESENTATIVES OF VOTING MEMBERS. Each voting member shall designate one (1), and only one (1), representative to the Association. The Designated Representative shall be an owner, officer, director, or employee of the voting member, shall represent the interests of the voting member, and, in such capacity, shall exercise the privileges of the voting member. If the Designated Representative of a voting member cannot attend a meeting of members, the voting member may designate another individual to attend the meeting as its voting representative.

Generally, use of the term “voting member” herein may refer to the voting member or the Designated Representative of the voting member.

Section 3.4. PRIVILEGES OF VOTING MEMBERS. Upon payment of their regular dues, voting members shall be eligible for election or appointment to office and to the Board of Directors, to vote on matters submitted to a vote of the membership, to serve on committees, to attend meetings of members, and to receive information, notices and other mailings from the Association.

Section 3.5. NONVOTING MEMBERSHIP. There shall be two (2) classes of nonvoting members:

- (1) Associate Members, and
- (2) Life and Honorary Members,

as defined herein and according to rules, regulations, and procedures not inconsistent herewith as may be adopted and from time to time amended by the Board and published in the Associations Policies and Procedures Manual.

a. **Associate Membership.** An Associate Member is defined as a person or entity furnishing goods and services to members but is not primarily engaged in the business of providing nutritional/natural products and services. Dues and other terms of membership shall be as specified by the Board.

b. **Life and Honorary Membership.** This class of nonvoting membership shall be conferred upon individuals or firms in accordance with terms and conditions specified by the Board. No dues shall be required of these members.

As defined herein and according to rules, regulations, and procedures not inconsistent herewith as may be adopted and from time to time amended by the Board and published in the Associations Policies and Procedures Manual.

Section 3.6. PRIVILEGES OF NONVOTING MEMBERS. Life and Honorary members, and Associate members who have paid their dues, shall ~~be eligible to attend meetings of members, and to receive information, notices and other mailings from the Association~~ receive all benefits as established for voting members, but shall not be entitled to vote on any matter brought before the membership nor shall such person be eligible to serve as an officer or director Association.

Section 3.7. DUTIES, DUES, ASSESSMENTS AND ADMISSION FEES.

a. It shall be the duty of each member to keep on file with the Association office a current official address to which all notices required by applicable law or by these Bylaws may be sent. The mailing of a notice to such address shall be deemed duly delivered if sent by the Association to the address last provided to it by the member.

b. Members shall pay ~~nonrefundable~~non-refundable dues, assessments, and fees in accordance with the dues, assessment, and fee schedule determined by the Board of Directors.

c. A member required to pay dues shall be considered delinquent for failure to pay such dues and may be dropped from the rolls of the Association and deprived of all rights and privileges of membership, pursuant to policies and procedures as may be adopted and from time to time amended by the Board and published in the Association Policies and Procedures Manual.

Section 3.8. RESIGNATION. Any member may resign at any time by submitting a written resignation or notice with the Board of Directors; however, the resignation shall not relieve a member from liability for dues or any other fee, penalty, cost or interest, should any apply, which accrued and remain unpaid as of the date of resignation.

Section 3.9. EXPULSION. Any member may be expelled for cause, after notice and a reasonable opportunity to be heard, by the affirmative vote of two-thirds (2/3) of the Directors present and voting at a meeting at which a quorum is present; and for which notice of the proposed expulsion has been provided. Cause shall be limited to failure to pay dues, failure to continue to meet the qualifications for membership, or actions which are detrimental to the best interests Association; provided, however, expulsion shall not relieve a member from liability for dues or any other fee, penalty, cost or interest, should any apply, which accrued and remain unpaid as of the date of expulsion.

Section 3.10. PROPERTY RIGHTS. No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income Association, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section 3.11. LIABILITY OF MEMBERS. No member of the Association shall be personally liable for any of its debts, liabilities or obligations.

Section 3.12. MEETINGS.

a. ANNUAL MEETING. The annual meeting of members of the Association shall be held in December of each year or at such other time and date as the Board of Directors may from time to time determine. The purpose of the annual meeting of members is to elect Directors and to transact such other matters as may properly come before the members. The annual meeting of the members of the Association shall be held at the time and place designated by the Board of Directors of the Association. The annual meeting of members for any year shall be held no later than thirteen (13) months after the last annual meeting of members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Association or the validity of actions of the Association.

b. SPECIAL MEETINGS. Special meetings of members may be called by the President or the Board of Directors at any time, and shall be called by the President within thirty (30) days after receipt by the Secretary of a written request for a special meeting containing the signatures of not less than five percent (5%) of the voting members. Notice of a special meeting shall state the business to be transacted and no other business shall be considered at such meeting.

Section 3.13 NOTICE OF MEETINGS.

a. Written notice stating the place, day, hour and purpose of a meeting of members shall be sent, either by first class mail, or electronic means, not less than ten (10) no more than sixty (60) days before the date of the meeting, to each member at the last known address for each member as shown on the records of the Association.

b. Notice of any meeting of members may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a member at any meeting

shall constitute a waiver of notice of such meeting except where the member attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 3.14. QUORUM. Ten percent (10%) of the voting members registered for a meeting of members shall constitute a quorum for the consideration of matters at such meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 3.15. ACTION AT A MEETING. All voting members in attendance may vote on matters submitted to a vote of members. Each voting member shall be entitled to one vote on each matter. The affirmative vote of a majority of voting members present and voting at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 3.16. PROXY PROHIBITED; ATTENDANCE BY TELEPHONE PROHIBITED. No member may act by proxy on any matter. ~~No member may participate or vote at any meeting. For all meetings of members through the use of a conference voting by telephone or other electronic communications equipment, is prohibited, unless authorized in advance of the meeting by an affirmative vote of two-thirds (2/3) of the Directors present and voting at a meeting of Directors in which a quorum is present and notice is provided to all members at least 10 days prior to the date of the meeting that telephonic or electronic voting is authorized.~~

Section 3.17. ACTION WITHOUT A MEETING (MAIL VOTE) PROHIBITED. Members may not take any action without a meeting; provided, however,

a. Elections may be conducted by mail or electronic ballot pursuant to the procedures set forth in Article VII of these Bylaws; and

b. These Bylaws may be amended by mail or electronic ballot pursuant to the procedures set forth in Article XIV of these Bylaws or by the vote of a majority of the members voting in person or electronically at a meeting of the members.

Section 3.18. FIXING RECORD DATE FOR VOTING. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for such determination of members, such date to be not more than sixty (60) days and, for a meeting of members, not less than five (5) days, immediately preceding such meeting or other event requiring a determination of members. If no record date is fixed for the determination of members entitled to notice of or to vote at any meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members.

Section 3.19. INSPECTORS. At any meeting of members, the President may, or upon the request of any voting member shall, appoint one or more persons as inspector(s) for such meeting. Such inspector(s) shall impartially ascertain and report the number of voting members present at the meeting; count all votes and report the results to the President; and do such other acts as are proper to conduct the voting with impartiality and fairness to all members. The inspector shall tabulate all votes and file a copy of the tabulation in the record book of the Association.

ARTICLE IV OFFICERS

Section 4.1. DESIGNATION. The officers of the Association shall be the President, ~~President-Elect~~, Immediate Past President ("Ex Officio"), Executive Secretary, Treasurer, and such other officers with such powers and duties, not inconsistent with these Bylaws, as may be appointed and determined from time to time by the Board of Directors.

Section 4.2. QUALIFICATION. Officers shall be voting members in good standing who have served at least one (1) year as a Director at any time prior to the beginning of his or her term as an officer. An employee of a partnership, limited liability company or corporation may serve as an officer provided such entity has been a member for the requisite time and the individual proposed to serve has been a Director for a minimum of one (1) year. The individual shall serve in his or her individual capacity, using independent judgment, and not as the representative of the member once elected. Should the individual resign or retire during his or her term in office, the member shall not be entitled to designate a successor but rather, vacancies shall be filled as set forth herein.

Any individual, partnership or corporation as a retailer, manufacturer, wholesaler, in the natural foods industry is eligible to election as a member of the Association and shall be responsible for paying dues and other fees required of members of the corporation including application fees, membership fees and assessments as may be determined by the Board from time to time.

Section 4.3. ELECTION AND TERM OF OFFICE. The officers shall be elected by the voting members at the Annual Meeting Association. New offices may be created and filled at any meeting of the Board of Directors. The term of each officer shall begin immediately upon his or her election or appointment to office. Each officer shall hold office until the end of the officer's term and until his or her successor shall have been duly elected and shall have been qualified, or until such officer's earlier death, resignation, or removal in the manner hereinafter provided. Election of an officer shall not of itself create any contract rights.

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b. The ~~President-Elect~~ shall be elected by the voting members according to the procedures set forth in these Bylaws, and according to rules, regulations and procedures not inconsistent herewith as may be adopted from time to time by the Board of Directors. The ~~President-Elect~~ shall hold office for one (1) term of ~~one (1) year prior to succeeding to the office of President~~ two (2) years; provided, however, that if the ~~President-Elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion~~ notify the Board of Directors on or before June 30 of the last year of the then President's term and shall not succeed to the office of of office that s/he would like to serve for an additional two (2) year term, the President may seek a consecutive additional two (2) year term as President unless elected subject to de-selection by the voting members of according to the procedures set forth in these Bylaws, and according to rules, regulations and procedures not inconsistent herewith as may be adopted from time to time by the Board of Directors. In such event, the Association shall notify the Members no less than 120 days in advance of the date set for election of a new President of the hen current President's intent to seek re-election for an additional term.. The President can serve no more than three (3) consecutive two (2)-year terms.

~~b. The President shall succeed from the office of President-Elect. The President shall hold office for one (1) term of two (2) years; provided, however, that if the President-Elect fills a vacancy in the office of President, he or she shall hold office for the unexpired portion of the President's term and for an additional full two (2)-year term.~~

c. The **Immediate Past President ("Ex Officio")** shall succeed from the office of President and shall hold office for one (1) term of one (1) year. He or she shall not be eligible for reelection as ~~President-Elect~~ or election to the Board until at least one (1) year has elapsed from the expiration of his or her one-year term as Ex Officio.

d. The **Treasurer** shall be elected by the Board of Directors, from among the current Directors, at the first Board Meeting following the Annual Members' Meeting. He or she shall hold office for a term of two (2) years, and shall not hold office for more than three (3) consecutive two (2)-year terms. He or she shall be eligible for re-election as an officer or director for a new two (2)-year term after at least one (1) year has elapsed from the expiration of his or her three (3) consecutive two (2)-year terms and as long as he or she is in good standing with the Association.

e. The **Executive Secretary and all other officers** shall be elected by the voting members and shall hold office for a term of two (2) years. These officers can serve no more than three (3) consecutive two (2)-year terms. An officer in good standing shall be eligible for re-election as an officer or director for a new two (2)-year term after at least one (1) year has elapsed from the expiration of his or her three (3) consecutive two (2)-year terms.

Section 4.4. NOMINATION OF OFFICERS. The President shall appoint a Nominating Committee which shall consist of the Immediate Past President, who shall serve as Chairperson, and two (2) other voting members in good standing. This committee shall nominate candidates to serve on the Board of Directors and to serve as officers of the Association, and provide its slate of officers and directors to the membership at least thirty (30) days prior to the Annual Members' Meeting. Any voting member in good standing shall be eligible for nomination as President-Elect or Executive Secretary if he or she has served at least one (1) year as a Director at any time prior to being elected to the office. Any voting member in good standing shall be eligible for nomination as a Director.

Section 4.5. RESIGNATION. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Executive Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

Section 4.6. REMOVAL. Any officers may be removed for cause. Cause for removal may be found where the officer has neglected his or her duty as an officer; has engaged in improper conduct prejudicial to the interests of the Association; has violated the law, the Articles of Incorporation, or these Bylaws; or has engaged in other activity deemed to be cause for removal by the voting members or Directors eligible to remove such officer, as provided in Section 5.a. and Section 5.b. of this Article VI below.

a. The ~~President-Elect~~, President, Immediate Past President ("Ex Officio"), or Executive Secretary may be removed only by the affirmative vote of two-thirds (2/3) of the voting members present and voting at a meeting of the members for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more officers named in the notice is delivered to all members. Only the named officer(s) may be removed at such meeting.

b. The Treasurer may be removed by the affirmative vote of two-thirds (2/3) of all the Directors.

Section 4.7. VACANCIES. A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term; ~~provided, however, that a President-Elect so appointed shall not succeed to the office of President unless elected to do so by the voting members; 1.~~

Section 4.8. COMPENSATION. No officer shall receive any compensation for service as an officer, except that an officer may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer.

Section 4.9. DUTIES OF OFFICERS. The officers shall have such express authority and perform such duties as are provided in these Bylaws and as may be determined by resolution of the Board of Directors and published in the Associations Policies and Procedures Manual.

a. **PRESIDENT.** The President shall be Chairperson of the Board of Directors and the Executive Committee, and shall exercise general supervision and control over all activities Association. When present, the President shall preside at all meetings of the members and of the Board of Directors. Subject to the general supervision and direction of the Board of Directors, the President shall in general perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors or as may be provided in these Bylaws. When present, the President shall preside at all meetings of the Association.

b. ~~PRESIDENT-ELECT AND IMMEDIATE CHAIR OF THE INFRASTRUCTURE COMMITTEE AND IMMEDIATE PAST PRESIDENT.~~ The ~~President-Elect~~ Chair of the Infrastructure Committee or the Immediate Past President shall in the absence of the President, or in the event of his or her inability or refusal to act, perform the duties of the President and, when so acting, shall have the powers of and be subject to the restrictions upon, the President. In addition, the ~~President-Elect~~ Chair of the Infrastructure Committee or Immediate Past President shall perform duties as assigned to him or her by the President or the Board of Directors.

c. EXECUTIVE SECRETARY. The Executive Secretary shall maintain records and minutes of all Executive Committee, Board and General Meetings. The Executive Secretary shall have the authority to certify the Bylaws, resolutions and minutes of meetings of the members and Board of Directors and committees thereof, and other documents as true and correct copies thereof.

d. TREASURER. The Treasurer shall oversee the accounts of the Association and report thereon whenever requested by the Board of Directors. He or she shall be custodian's funds; shall keep the funds in such bank or investments as are approved by the Board of Directors; make reports on the financial condition of the Association at all Board and General Meetings; and shall prepare, at the end of the fiscal year, his or her annual report, which, when certified as to correctness by the Board of Directors, shall be presented at the Annual Meeting of the membership.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. GENERAL POWERS AND DUTIES.

a. The affairs of the Association shall be managed by or under the direction of its Board of Directors.

b. The Board of Directors shall have the powers and duties ordinarily delegated to the governing body of a corporation, including but not limited to the following:

1. To exercise its legal authority and responsibility in the general supervision, direction, control and to promote the purposes of the Association
2. To establish general administrative rules and procedures governing the activities of the Association and to develop long-term policies to foster the growth and development;
3. To transact the general business of the Association;
4. To adopt an annual budget to carry out the affairs of the Association;
5. To represent the Association and present the views and opinions to the public;
6. To report to the membership annually on its activities, including a full financial statement prepared in accordance with generally accepted accounting principles, and to make such interim reports as may be necessary or advisable; and
7. To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.

Section 5.2 COMPOSITION AND QUALIFICATIONS.

a. The Board of Directors shall consist of eight (8) to twenty (20) voting members (the "voting Directors"), plus the President, ~~President-Elect~~, Immediate Past President, Executive Secretary and Treasurer. Not less than fifty percent (50%) of the voting Directors must be retailers of the Association.

b. The President shall serve as Chairman of the Board of Directors and shall vote only in the case of an otherwise tied vote.

c. The Immediate Past President shall serve as a nonvoting *ex officio* member of the Board during his or her one (1)-year term immediately following his or her presidency.

~~d. The President Elect, if not a current voting Director, shall serve as a nonvoting *ex officio* member of the Board during the one (1)-year period immediately preceding his or her presidency. If the President Elect is a current voting Director, he or she shall continue as a voting Director until succeeding to the office of President.~~

~~d.~~

e. Directors shall be voting members in good standing or shall be employed by an entity which is a voting member of the Association.

f. No individual, partnership, corporation or commonly-owned business entity shall have more than one (1) voting representative on the Board of Directors.

g. Any voting retail member must be in good standing with the Association, all dues current and qualifies for retail voting membership in the Association. Any Supply member must be in good standing with the Association, all dues current and qualifies for Supply voting membership with the Association.

Section 5.3 ELECTION AND TERM OF OFFICE.

a. One-half (1/2) of the members of the Board of Directors shall be elected each year for a term of two (2) years.

b. No individual shall serve as a voting Director for more than five (5) full consecutive two (2)-year terms. A Director who has served for five (5) full consecutive two (2)-year terms must be off the Board for at least one (1) year before serving again. ~~Notwithstanding the limitations on terms set forth in this Section 5.3b, in the event the term of a Director who is also an Officer of the Association expires prior to the applicable term of elected office, that Director's term shall be extended until the completion of such person's then current term of office.~~

c. The term of office of each Director shall begin immediately upon his or her election. Each Director shall hold office until the end of the Director's term and until a successor has been elected and qualified, or until such Director's earlier death, resignation or removal in the manner hereinafter provided.

d. A Director in good standing shall be eligible for re-election to the Board of Directors for a new term after one (1) year has elapsed from the expiration of his or her five (5) full consecutive two (2)-year terms.

Section 5.4 RESIGNATION. A Director may resign at any time by written notice delivered to the Board of Directors or to the President or Executive Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Director need not be accepted in order ~~Section 5.5~~ REMOVAL.

a. One or more Directors may be removed, with or without cause. Cause for removal may be found where the Director has neglected his or her duty as a Director; has engaged in improper conduct prejudicial to the interests of the Association; has violated the law, the Articles of Incorporation, or these Bylaws; or has engaged in other activities deemed to be cause for removal by the remaining Directors. A Director may be removed only by the affirmative vote of two-thirds (2/3) of the remaining Directors at a special meeting called for that purpose.

b. No Director may be removed at a meeting of the Board unless written notice of such meeting is delivered to all Directors entitled to vote on removal of a Director. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director(s) may be removed at such meeting.

Section 5.6. VACANCIES.

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a. A vacancy occurring among the retailer or supplier Directors shall be filled by election by the Board of Directors.

b. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

c. The Director filling the vacancy may then be elected for five (5) full terms; provided that, a Director filling a vacancy for more than half of an unexpired term may be elected for only four (4) additional terms.

Section 5.7. DIRECTORS' MEETINGS. Meetings of the Board of Directors shall be held at the call of the President or a majority of the members of the Board, at such time and place, and upon such notice, as shall be determined by resolution of the Board.

Section 5.8. QUORUM.

a. More than one-half (1/2) of the existing Directors shall constitute a quorum for the transaction of business at any meeting.

b. Withdrawal of interested Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.9. ACTION AT A MEETING. Each voting Director shall be entitled to one (1) vote. The affirmative vote of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5.10. PROXY PROHIBITED; PRESUMPTION OF ASSENT.

a. No Director may act by proxy on any matter; provided however, that Directors may act without a meeting pursuant to the procedures set forth in Section 12 of this Article V below.

b. A voting Director who is present at a meeting at which action on any matter is taken by the Board of Directors is conclusively presumed to have assented to the action taken unless such Director's dissent or abstention is entered in the minutes of the meeting or unless such Director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action.

Section 5.11. ATTENDANCE BY TELEPHONE. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 5.12. ACTION WITHOUT A MEETING (UNANIMOUS WRITTEN CONSENT) PERMITTED. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without such meeting if a consent in writing setting forth the action to be taken shall be signed by all Directors entitled to vote with respect thereto, and such written consent is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 5.13. COMPENSATION. No Director shall receive any compensation for services rendered as a Director, except that a Director may be reimbursed for reasonable expenses incurred in connection with his or her service as a Director.

Section 5.14. INTERESTED DIRECTORS.

a. An "interested Director" is a Director who is directly or indirectly a party to a transaction with the Association. A Director is indirectly a party to a transaction if the Director has a material financial interest in the transaction or is an officer, Director, owner, or general partner in an entity which is a party to the transaction.

b. An interested Director shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the members, the Board of Directors, or any committee of the Board of Directors or committee considering such transaction prior to any action by the members, the Board of Directors, or such committee to authorize, approve, or ratify such transaction.

ARTICLE VI
COMMITTEES

Section 6.1 COMMITTEES OF THE BOARD OF DIRECTORS.

a. The Board of Directors may by resolution create one or more standing or special committees of the Board of Directors and appoint Directors and other members to serve on the committee(s). Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee(s) and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

b. A committee shall not take any action that revokes or amends any previous action by the Board of Directors which is still in effect. A committee also shall not:

1. Approve or recommend to members any act the law, the Articles of Incorporation, or these Bylaws require to be approved by members;
2. Fill vacancies on the Board or on any committees of the Board;
3. Elect, appoint or remove any officer or Director or member of any committee of the Board;
4. Adopt, amend, or repeal the Articles of Incorporation or these Bylaws; or
5. Take any other action inconsistent with the law, the Articles of Incorporation, or these Bylaws.

c. Each standing or special committee of the Board of Directors shall have two or more Directors as members, and all committee members shall serve at the pleasure of the Board of Directors. Committee members shall be Designated Representatives or otherwise designated owners, officers, directors, or employees of voting members in

good standing. The President ~~and the President-Elect~~ or the Immediate Past President, shall be *ex officio* voting members of each committee of the Board of Directors.

d. Notwithstanding the limitations set forth in Sections 6.1(b) and (c) of these Bylaws, committees of the Board of Directors relating to the election, nomination, qualification, or credentials of directors, or other committees involved in the process of electing directors, may be composed entirely of non-directors and may make recommendations to the members relating to electing directors.

e. The Board of Directors shall have the following as standing committees:

1. Executive Committee
2. Finance Committee
3. Infrastructure Committee

The Board of Directors may by resolution create other standing committees, and may create special or ad hoc committees whose functions and duration shall be specified in the creating resolution.

f. The Executive Committee shall be composed of the President, ~~the President-Elect~~ or Immediate Past President, ~~or the Chair of the Infrastructure Committee~~ and the Treasurer/and or Secretary, and others as may be decided by the Board of Directors, all of whom shall be *ex officio* voting members of the Committee. The President shall serve as chairperson of the Executive Committee.

1. The Executive Committee shall act upon such matters as may be referred to it during intervals between meetings of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in these Bylaws. Actions of the Executive Committee shall be reported to the Board within five (5) working days after the action was taken and shall be deemed ratified unless challenged in writing, delivered by mail, fax, or e-mail, by at least three (3) Directors within ten (10) working days after delivery of such report.

2. All current Executive Committee members shall constitute a quorum for the transaction of business at a meeting of the Executive Committee, and the affirmative vote of all current Executive Committee members shall be the act of the Executive Committee; provided that, in the event of an emergency meeting, as determined by the President, three (3) Executive Committee members shall constitute a quorum and the affirmative vote of three (3) Executive Committee members shall be the act of the Executive Committee.

3. The President shall call meetings of the Executive Committee as the business may require by providing notice, including an agenda, to all members of the committee and to all other Directors, not less than seven (7) days prior to the meeting; provided that, in the event of an emergency meeting, as determined by the President, such notice shall be provided as is reasonably practicable in the existing circumstances.

4. A record of the proceedings of the Executive Committee shall be kept and presented to the Board of Directors for review two (2) weeks prior to each Board of Directors meeting.

g. Each member of the Executive Committee shall serve on the Finance Committee. Additional members may be added to the Finance Committee by the Board of Directors. The Finance Committee shall be chaired by the Treasurer and shall oversee the financial affairs of the Association. It shall provide for an annual review by a Certified Public Accountant of the financial records of the Association, subject to approval and adoption by the Board of Directors, prepare the Annual Budget, and prepare a summary of the financial affairs for presentation to the membership.

Section 6.2 ACTIONS OF COMMITTEES OF THE BOARD OF DIRECTORS.

a. Except as otherwise provided in these Bylaws, a majority of a committee shall constitute a quorum, and the act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee.

AEGIS Revision 9.12.2021

b. No member of a committee may act by proxy and, to the extent provided in these Bylaws for presumption of assent of Directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided in these Bylaws for the Board of Directors.

c. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of the committee shall determine the time and place of committee meetings and the notice required for such meetings.

Section 6.3 COMMITTEES OF THE ASSOCIATION.

a. The Board of Directors may by resolution create one or more standing or special committees and the majority of whose members need not be Directors. Committees may not act on behalf of the Association or bind it to any action, but may make recommendations to the Board of Directors or to the officers.

b. The Association shall have such standing committees as may be created by resolution of the Board of Directors and listed in the Associations Policies and Procedures Manual. The Board of Directors also may by resolution create special or ad hoc committees as it deems necessary and appropriate.

c. The Board of Directors shall appoint a chairperson of each committee and the President, in consultation with each chairperson, shall select volunteers to serve on each committee, subject to approval by the Board of Directors.

d. The functions of each committee shall be specified in the resolution creating the committee and published in the Association's Policies and Procedures Manual. Committee members shall be Designated Representatives or otherwise designated owners, officers, directors or employees of voting members in good standing. The President and the ~~President-Elect~~ Chair of the Infrastructure Committee or Immediate Past President shall be *ex officio* nonvoting members of each committee provided that, the President shall vote in the case of an otherwise tied vote.

e. Each committee shall make an annual report on its activities to the Board of Directors and such interim reports as the Board of Directors may request.

Section 6.4 ACTIONS OF COMMITTEES OF THE ASSOCIATION.

a. A majority of a committee shall constitute a quorum, and the act of a majority of committee members present and voting at a committee meeting at which a quorum is present, and all committee members have received notice not less than seven (7) days prior to the meeting, shall be the act of the committee.

b. No member of a committee may act by proxy and, to the extent provided in these Bylaws for presumption of assent of Directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or similar communications equipment, and the committee may act by unanimous written consent in writing without a meeting, in the manner provided in these Bylaws for the Board of Directors.

c. Subject to these Bylaws and to action by the Board of Directors, the chairperson of the committee shall determine the time and place of committee meetings.

**ARTICLE VII
ELECTION BY MAIL BALLOT**

Section 7.1 PROCEDURES.

AEGIS Revision 9.12.2021

a. Election of the President and of the Board of Directors shall be accomplished by means of mail ~~or electronic~~ ballot sent to voting members in good standing. Nomination and election of candidates shall be conducted in accordance with these Bylaws and with rules and procedures not inconsistent herewith as may be adopted and from time to time amended by the Board of Directors and published in the Associations Policies and Procedures Manual.

b. Nominations for elected positions shall be made after April 1 (may be altered to allow for non-calendar fiscal years) and no later than ninety (90) days prior to the Annual Business Meeting.

c. By no later than sixty (60) days prior to the Annual Business Meeting, each voting member shall be sent an election ballot containing the names of candidates, as follows:

1. Ballots sent to members shall set forth at least one (1) nomination for each directorship to be filled and, biennially, in a year in which there is an election for the office of President, at least one (1) nomination for the office of President ~~Elect~~.

~~2. In the event that it is necessary to elect a President in addition to a President Elect, each ballot also shall set forth at least one (1) nomination for the office of President.~~

2.

3. Ballots shall include provision for write in candidates.

4. No nominee's name shall be included on the election ballot unless the nominee has indicated in writing a willingness to serve if elected.

5. The election ballot also shall contain a notice explaining the procedure to be followed in submitting such ballots.

d. Ballots shall be returned to the Associations offices no later than thirty (30) days prior to the Annual Business Meeting.

Section 7.2 ELECTION.

a. Five percent (5%) of the Retailers and five percent (5%) of the Suppliers must submit ~~mail~~ ballots to constitute a quorum for elections.

b. The affirmative vote of a majority of the appropriate category of voting members submitting ~~mail~~ ballots in an election in which a quorum is present shall be required for election of a candidate.

c. If no candidate receives a majority of the votes cast, a run-off election by secret ~~mail~~ ballot shall be held as soon as practicable between the two candidates receiving the greatest number of votes.

ARTICLE VIII
EXECUTIVE DIRECTOR

The Board of Directors may employ an Executive Director to manage and direct the activities of the Association, subject to the general supervision of the Board of Directors and the Executive Committee.

ARTICLE IX
CONTRACTS, FINANCIAL TRANSACTIONS AND TRADEMARKS

Section 9.1. CONTRACTS. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or to any amount. Contracts shall be reviewed by the executive committee prior to execution to determine if review by general counsel is needed and as provided in the Associations Policies and Procedures Manual.

Section 9.2. CHECKS, DRAFTS, ORDERS FOR PAYMENT. All checks, drafts or orders for the payment of money, notes or other ~~evideneeevidences~~ of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as the Board of Directors shall from time to time, by resolution, determine. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 9.3. GIFTS AND CONTRIBUTIONS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise of any property whatsoever, for the general and special charitable purposes. The Board of Directors may accept gifts of money or securities upon such terms as it shall approve, and may hold such cash or securities in the name of the Association or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive any income therefrom and devote the principal or income of such gifts to the charitable purposes within the scope of the activities described in Article II of these Bylaws and in the Articles of Incorporation.

Section 9.4. DEPOSITS. All funds shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 9.5. TRADEMARKS. No member or other person may use or otherwise display ~~SENPA/SOHO EXPO~~any trademarks and other identifying emblems, logos, acronyms, etc., owned by the association without prior written approval of the Association.

ARTICLE X **PROHIBITION AGAINST SHARING IN EARNINGS/DISSOLUTION**

No Director, officer or employee of, or member of a committee of, or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any assets upon the dissolution or winding up of the affairs of the Association. All members shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to an organization which would qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, and if possible, an organization organized and operated to support the nutritional/natural foods and products industry to promote optimum health.

ARTICLE XI **INVESTMENT**

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action

is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by Florida Not For Profit Corporation Act and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article XII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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ARTICLE XIII
RECORDS

Section 13.1. BOOKS AND RECORDS. The Association shall prepare and maintain correct and complete books and records of accounts and shall also keep minutes of the meetings of its Board of Directors, Special Meetings and General Membership Meetings, and shall keep at the registered or principal office a current membership list giving the names and addresses of members entitled to vote. All books and records may be inspected by any Director or his or her agent or attorney, or any proper person at any reasonable time.

Section 13.2. FISCAL YEAR. The fiscal year shall be as determined by the Board of Directors.

Section 13.3. BUDGET. The Board of Directors shall adopt in advance of each fiscal year an annual operating budget covering all activities of the Association.

Section 13.4. REVIEW. There shall be an annual financial review once every fiscal year that will be shared with the Executive Committee, Board and membership at the Annual Meeting.

Section 13.5. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 13.6. POLICIES AND PROCEDURES MANUAL.

a. The Association shall maintain a Policies and Procedures Manual which shall contain such rules, regulations, policies, and procedures as may be adopted and from time to time amended by the Board of Directors; provided, however, that such rules, regulations, policies and procedures shall not be inconsistent with the law, the Articles of Incorporation, or these Bylaws.

b. The Manual shall be updated as directed by the Board of Directors, and a copy of any updated Manual shall be sent to all Directors and made available to all members upon request. Whenever the Manual is materially revised, the revisions shall be sent to all Directors within forty-five (45) days of such revision, and shall be made available to members upon request.

Section 13.7. ROBERT'S RULES OF ORDER. All deliberations of the Association, its Board of Directors and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the law, the Articles of Incorporation, the Bylaws or the 's Policies and Procedures Manual.

Section 13.8. CONFLICT OF INTEREST DISCLOSURE. Each officer, Director, committee member, staff member, and agent shall complete and sign a conflict of interest disclosure form and shall comply with such conflict of interest policies and procedures as may be adopted and from time to time amended by the Board of Directors and published in the 's Policies and Procedures Manual.

ARTICLE XIV **AMENDMENTS**

Section 14.1. AUTHORITY. These Bylaws may be altered, amended or repealed, or new bylaws adopted; provided, however, that the resulting Bylaws are consistent with the law and the Articles of Incorporation.

Section 14.2. PROCEDURE FOR INITIATING AMENDMENTS. A duly proposed amendment may be initiated as follows:

a. The Bylaws of the Association may be amended, altered or rescinded from time to time by a vote of a majority of the members present and voting in person at the annual meeting of the Association or at a special meeting of the Association called for that purpose.

b. Any voting member, Director or any committee chairperson on behalf of his or her committee may propose an amendment to the Board of Directors. At its discretion and upon the affirmative vote of a majority of the Directors, the Board of Directors may present such amendment for adoption by the voting members of the Association.

b. The Board of Directors may, upon the affirmative vote of a majority of the Directors, propose and present an amendment for adoption by the voting members Association; or

c. The Board of Directors shall, upon receipt of an amendment petition signed by at least five (5) percent of the voting members of the Association present such amendment for adoption by the voting members Association.

Section 14.3. AMENDMENTS: VOTING IN PERSON OR BY MAIL BALLOT.

A duly proposed amendment shall be adopted by the affirmative vote of a majority of the members voting in person; provided, however, the Board of Directors may, in its sole discretion, authorize voting by mail or electronic means in lieu of voting in person, provided that:

- a. The proposed amendment was received by the Board of Directors at least ninety (90) days prior to the Annual Business Meeting or other specially called meeting;
- b. An official authorized ballot, and the text of the proposed amendment, was sent by ~~first-class~~by mail ~~or electronically~~ to all voting members at least sixty (60) days prior to the Annual Business Meeting or other specially called meeting;
- c. Ballots were returned ~~by mail~~ to the Associations 's offices at least thirty (30) days prior to the Annual Business meeting or other specially called meeting; and
- d. At least ten (10%) of the voting members submitted ballots and the amendment receives the affirmative vote of a majority of the members voting ~~by mail~~.

The President shall announce the results of the ~~mail~~ ballot at the Annual Business Meeting or other specially called meeting.

Section 14.4. EFFECTIVE DATE. Amendments to these Bylaws shall become effective immediately upon adoption and final implementation shall be completed as soon as practicable but in no event later than the following Annual Business Meeting.

Section 14.5. PUBLICATION. Whenever these Bylaws are amended, notice of such amendment shall be sent to members and copies of the resulting document shall be made available to members upon request.

**ARTICLE XV
EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, officer employee or representative shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

The foregoing was adopted as the Amended and Restated Bylaws for SENPA, ~~Inc.~~

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Secretary

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