

BY-LAWS
of
Buy Local Moscow Incorporated

adopted October 7, 2008
amended January 13, 2009

ARTICLE I – MISSION

Section 1. NAME. The name of this organization is Buy Local Moscow Incorporated (hereafter Buy Local Moscow). Buy Local Moscow is incorporated as a non-profit in the state of Idaho.

Section 2. MISSION STATEMENT. The mission of Buy Local Moscow is to strengthen the social and economic framework of Moscow by supporting and promoting the community's locally-owned independent businesses and by educating the community about the vital role of locally-owned businesses.

Section 3. NON-DISCRIMINATION POLICY. Buy Local Moscow does not discriminate on the basis of race, color, national or ethnic origin, religious affiliation or sexual orientation in the furtherance of the organization's purpose.

ARTICLE II – LOCATION

Section 1. PRINCIPAL OFFICE. The principal office of this corporation shall be at such a place in the City of Moscow, Latah County, Idaho, as the Steering Committee shall specify.

Section 2. WEBSITE. Buy Local Moscow shall maintain a website at www.buylocalmoscow.com

ARTICLE III – MEMBERS

Section 1. MEMBERS. Membership in Buy Local Moscow is available only to businesses offering products or services in Moscow, Idaho, and in other locations.

In addition, member businesses must:

A) be headquartered in the Moscow area and have the Moscow, Idaho postal zip code: 83843

- B) have 51% or more of its ownership living within the Palouse region
- C) have this local majority ownership making all fundamental decisions for the business.

Section 2. FRIENDS OF BUY LOCAL MOSCOW. Other businesses, organizations and individuals who do not qualify as members, but who support the corporation and its goals, may join the Friends of Buy Local Moscow. Friends of Buy Local Moscow do not have voting rights, and are not included with members on websites, brochures, or other promotional materials.

Friends of Buy Local Moscow may include:

- A) franchise businesses or other businesses not locally-owned and independent
- B) units of local educational institutions like the University of Idaho
- C) individuals or community organizations

Section 3. MEMBERSHIP FEES. Dues or fees for joining and renewing membership in Buy Local Moscow and in the Friends of Buy Local Moscow will be established by the Buy Local Moscow Steering Committee.

Section 4. EQUALITY OF VOTING PRIVILEGE. Each member of this corporation shall be entitled to one vote at membership meetings. Friends of Buy Local Moscow may attend member meetings, but cannot vote.

Section 5. CONTINUATION OF MEMBERSHIP. Membership shall continue, unless terminated by the Steering Committee as hereinafter specified, upon payment of dues by the member.

Section 6. PAYMENTS OF DUES. Dues of new members shall be on an annual dues basis upon election to membership. Renewal dues shall be payable upon the first day of each fiscal year, which is October 1.

Section 7. SUSPENSION FOR NON-PAYMENT OF DUES. Any member who fails to pay his/her dues by the due date shall be considered delinquent. If such member remains delinquent 60 days after said due date, that membership may be suspended, or the Steering Committee may take such other action as they deem proper.

Section 8. REINSTATEMENT OF MEMBERS. Any member may be reinstated upon request therefore, with the consent of the Steering Committee, upon payment of dues for the current term.

Section 9. EXPULSION OF MEMBERS. Any member may be removed from membership in this corporation by the Steering Committee for conduct deemed prejudicial to this corporation. Any member shall, upon request, be given an informal review before the Steering Committee. Failure of the member to make request for such a review within thirty days shall be conclusively deemed a waiver of this right by the member.

Section 10. RESIGNATION FROM MEMBERSHIP. Any member may present his/her resignation in writing to the Steering Committee. Dues are non-refundable except by vote of the Steering Committee.

Section 11. GENERAL MEMBERSHIP STANDARDS. Any member's advertising and promotional material, whether printed, web-based, or otherwise and used by Buy Local Moscow for the functions and activities as set forth in the organization's mission, shall be suitable for general audiences. The Steering Committee shall have the right to reject any and all member advertising material if it so deems it inappropriate for general audiences.

ARTICLE IV – MEETING OF MEMBERS

Section 1. MEETINGS OF MEMBERS. The meetings of members of this corporation shall be held at such a place in the City of Moscow, Idaho, as shall be fixed, and from time to time changed, by the Steering Committee.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the Steering Committee, or upon the written request of any twenty members.

Section 3. NOTICE OF SPECIAL MEETINGS. Notice of time, place, and purpose of special meetings shall be given by the Steering Committee to all members entitled to vote at such meetings, at least one day prior to the day named for the meeting.

ARTICLE V – STEERING COMMITTEE

Section 1. POWERS. In addition to the power and authority by the Articles of Incorporation and By-Laws expressly conferred upon them, the Steering Committee may exercise all the powers of the corporation and lawful acts. No member or division of Buy Local Moscow shall contract any debt or any act of resolution with affiliated entities for Buy Local Moscow without the express approval of the Steering Committee. Only the Steering Committee may authorize officers or agents to enter into contracts on behalf of the corporation.

Section 2. NUMBER OF MEMBERS. The Steering Committee shall have a minimum of five and a maximum of twelve members. Only Buy Local Moscow members in good standing may join the Steering Committee.

Section 3. QUORUM. A majority of Steering Committee members shall constitute a quorum for the transaction of business. At all meetings all questions, except as otherwise in these By-Laws or the Articles of Incorporation provided, shall be decided by a majority of votes. In the case of an equality of the votes, the motion will die due to lack of majority.

Section 4. VACANCIES. If the office of any Steering Committee member becomes vacant by reason of death, disqualification, or otherwise, the Steering Committee shall appoint a successor. Any member so appointed shall hold office for the unexpired portion of the term.

Section 5. DISQUALIFICATION. Upon the absence of a Steering Committee member

from three (3) consecutive regular meetings, such member may be declared delinquent by the Steering Committee.

Section 6. TIME AND PLACE OF MEETINGS. The Steering Committee shall hold regular meetings at an hour and place in the City of Moscow, Idaho to be determined by them.

Section 7. SUBCOMMITTEES. The Steering Committee may establish subcommittees or ad hoc committees as needed.

ARTICLE VI – ELECTION OF STEERING COMMITTEE MEMBERS

Section 1. DATE OF ELECTION. The election of members of the Steering Committee shall occur at the annual meeting of members of Buy Local Moscow, at a time and place set by the Steering Committee. The time and place of the annual meeting shall be communicated, at least one week before the meeting, in email or postal mail to all members.

Section 2. NOMINATION. Any member may nominate a candidate for the Steering Committee at the annual meeting. Also, the Steering Committee may create a nominating subcommittee to suggest candidates.

Section 3. VOTING. Each Buy Local Moscow member shall be entitled to one vote for each Steering Committee vacancy during the voting at the annual meeting.

Section 4. TERM OF OFFICE. Members of the Steering Committee shall serve for a year (12 months). Members can be re-elected to consecutive terms. The term of office shall begin with the conclusion of the annual meeting when they are elected.

Section 5. QUORUM. The quorum at the annual meeting is 10 members or one-fifth of the total membership, which ever is larger.

ARTICLE VII – OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be the president, vice-president/secretary, and vice-president/treasurer.

Section 2. QUALIFICATIONS. The three officers must be members of the Steering Committee.

Section 3. ELECTION OF OFFICERS. The three officers shall be elected by the members of the Steering Committee at the first Steering Committee meeting to follow the annual member meeting.

Section 4. AGENTS AND EMPLOYEES. The Steering Committee may appoint such

agents and employees, and establish compensation for them and delegate such powers to them, as in their judgment are necessary for the proper conduct of the corporation.

Section 5. VACANCIES AND REMOVAL. If the office of any of the three officers of the corporation becomes vacant due to resignation or disqualification or otherwise, the Steering Committee shall choose a successor to complete the term of such office. The Steering Committee shall have the power to accept resignations from any officer, employee, or agent and shall have the power to remove any employee or agent from his/her capacity at any time.

Section 6. TERM. Officers shall hold office for one year. They can serve consecutive terms.

Section 7. POWERS AND DUTIES. The president shall serve as the chief executive officer of the corporation and shall preside at all meetings, or appoint someone to serve in that place. The vice-president/secretary shall maintain, or cause to be maintained, a record of the decisions by the Steering Committee. The vice-president/treasurer shall maintain, or cause to be maintained, the financial records of the corporation.

ARTICLE VIII – DISSOLUTION

Section 1. BENEFIT TO MEMBERS. Buy Local Moscow shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall incur to, or be distributed to, members of the Buy Local Moscow. Members may be compensated by the Steering Committee for work on contract or for reimbursement of authorized expenses.

Section 2. DISSOLUTION. On dissolution of Buy Local Moscow, any funds remaining shall be distributed to non-profit community groups to be used for educational purposes within the meaning of IRS section 501(c)(3) to benefit the community of Moscow and/or Latah County.

ARTICLE IX – AMENDING, REPEALING, AND ADOPTING BYLAWS

Section 1. CHANGING BYLAWS. At an authorized annual meeting, by a vote of two-thirds of the members present, the corporate bylaws may be changed.

Section 2. RECORDING CHANGES. All authorized changes to the bylaws will be recorded by the officers of the Steering Committee.

CERTIFICATION

We, the undersigned, hereby certify that the foregoing bylaws of Buy Local Moscow Incorporated were adopted by the undersigned members of the initial Steering Committee at our authorized meeting.

October 7, 2008

Steering Committee members:

Louise Todd of Mikey's Gyros, President

Melissa Rockwood of Rdesign, Vice-President/Secretary

John Crock of Hyperspud Sports, Vice-President/Treasurer

Joan McDougall of Moscow Food Co-op

Arlene Falcon of Tye Dye Everything

Bylaws prepared by Bill London, on behalf of the Steering Committee.