



Field to Market®

BYLAWS OF FIELD TO MARKET

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Purpose and Mission

Field to Market is a diverse alliance working to create opportunities across the agricultural supply chain for continuous improvements in productivity, environmental quality, and human well-being. The group provides collaborative leadership that is engaged in industry-wide dialogue, grounded in science, focused on outcomes and open to the full range of technology choices.

- FTM does this through the following strategies:
- Convey the agricultural challenge of the 21st century throughout the supply chain and the broader stakeholder community.
- Engage in broad communication and collaboration with stakeholders and other efforts to ensure a coordinated and comprehensive approach to sustainable agriculture issues.
- Provide useful measurement tools and resources for growers and the supply chain to track and achieve continuous improvement against key outcomes.
- Foster shared commitments and programs for continuous improvement across commodity agricultural supply chains in order to meet sustainability challenges.

ARTICLE I – Definitions

Section 1. Organization. The term "organization" shall include corporations, trade associations, cooperatives, agencies, non-profit entities, universities, or other forms of business entity.

ARTICLE II – Membership

Section 1. Voting Members. Any agricultural supply chain member organization or non-profit organization concerned with the sustainability of agricultural supply chains and in agreement with the mission and principles of the Alliance shall be eligible as a full member of the Alliance and, correspondingly, a voting member of the General Assembly of the Alliance.

Section 2. Non-Voting Members. The Alliance enables two types of non-voting members to join the Alliance: Affiliate and Associate members. The following privileges govern these non-voting membership classes.

- **Affiliate:** Universities, government agencies, and other organizations concerned with the sustainability of agricultural supply chains and in agreement with the mission and principles of the Alliance are eligible to join as an Affiliate member and shall be entitled to all privileges of full membership except voting and holding elected office.
- **Associate:** Any organization concerned with the sustainability of agricultural supply chains and in agreement with the mission and principles of the Alliance is eligible to join as an Associate member and attend Field to Market Plenary and General Assembly meetings and other member only events. Associate members are limited in their membership privileges to an observational capacity only and are not eligible to vote or hold elected office. Associate members are eligible to purchase tools and services included in full membership. Certain types of organizations, including consultants and certain types of licensees, are only eligible for Associate membership.

Section 3. Other Classes of Membership. The General Assembly may establish and define additional classes of membership by resolution adopted by not less than two-thirds of its membership inclusive of at least one representative of each sector.

Section 4. Application. Application for any class of membership in the Alliance shall be made in writing in such form as shall be prescribed or approved by the Board of Directors. If the applicant is deemed to meet the requirements of membership, the Board of Directors may, in its discretion, approve the application by mail vote or by vote at any regular or special meeting. After such approval the applicant shall become a member upon payment of the applicable membership contribution. If the organization does not meet the requirements of membership the Board of Directors will notify the organization in writing.

Section 5. Official Representative. Each member organization shall appoint one individual who shall be entitled to serve on the General Assembly as their delegate, and to vote and act for the member either personally or, as allowed by applicable law, by proxy, in all matters acted upon by membership of the Alliance, in accordance with Article IV of these Bylaws. The member shall notify Field to Market staff who will work with the Secretary of the Alliance to register this appointment.

Section 6. Conditions of Membership and Violations

- Compliance by members with all provisions contained in these Bylaws is considered a condition of membership.
- Agreement in principle with the mission and vision of the Alliance.
- Adoption of Conditions of Membership: The Board of Directors may, from time to time, adopt additional conditions of membership. Such conditions of membership shall be adopted only after:
 - the proposed condition of membership has been distributed to all Board members for comments;
 - a comment period of no less than 60 days is provided to the General Assembly members' comments;

- and the Board of Directors adopts the proposed condition of membership with a two-thirds majority vote by Board members present at the meeting inclusive of at least one representative from each Alliance sector.
- Violation of Conditions of Membership: All members are expected to abide by all conditions of membership. The Board of Directors, in its sole discretion and in accordance with the provisions set forth in these Bylaws, may determine whether a violation of a condition of membership has occurred and the appropriate remedy, which may include, without limitation, temporary and permanent suspension of membership.
- Review Panel:
 - All allegations of violations of conditions of membership must be submitted to the Board of Directors and to the member(s) involved in writing specifying the specific condition of membership allegedly violated and detailing the basis of the alleged violation.
 - At its discretion, the Board of Directors may submit allegations of violations of a condition of membership to a Review Panel. The Review Panel shall investigate and review actions alleged to be inconsistent with conditions of membership, and endeavor to develop consensual solutions and facilitate compromise where possible. The Review Panel, at the discretion of the Board of Directors, may be an impartial third party, or a subcommittee appointed by the Board.
 - In the course of the Review Panel's investigation and review process, members alleged to have violated a condition of membership shall have the right to:
 - Confidentiality of all proceedings, deliberations, findings, and determinations, except that a confidential final report shall be presented to the Chair of the Board and reviewed with the Board as set forth below;
 - Adequate and reasonable opportunity to receive and review allegations of violations of a condition of membership;
 - Adequate and reasonable opportunity to present and submit relevant materials, information, and positions to the Review Panel;
- Determination: The Review Panel shall present the Chair of the Board with a confidential final report presenting the findings and conclusions of the Review Panel and the bases for such findings and conclusions. The Chair of the Board will then notify and review the report with the entire Board. The Board of Directors, in its sole discretion and in accordance with the provisions set forth in these Bylaws, may determine whether a violation of a condition of membership has occurred and the appropriate remedy, which may include, without limitation, temporary suspension and permanent revocation of membership.

ARTICLE III – Membership Contributions

Section 1. Voting Members. The membership contribution for voting members shall be determined by the General Assembly and approved when changes to the rate of membership contributions are proposed.

Section 2. Non-Voting Members. The membership contribution for non-voting members is as follows:

- **Affiliate:** The membership contribution of Affiliate members, valued through the donation of in-kind support, services or resources, shall be determined by the General Assembly and approved when changes to the amount of in-kind contribution is proposed.
- **Associate:** The membership contribution of Associate members shall be determined by the General Assembly and approved when changes to the rate of membership contributions are proposed.

Section 2. Other Classes of Membership. The membership contribution for other classes of membership shall be determined by the General Assembly.

ARTICLE IV - Rights of Membership

Section 1. Voting Rights. Each member of the Alliance, except for Affiliate and Associate members and any other members of a class that does not have voting rights, shall be entitled to one vote on all matters submitted to a vote of the membership. Such vote shall be exercised through the representative appointed to the General Assembly by the member pursuant to the provision of Section 5 of Article II, or the member's proxy, as allowed by applicable law.

Section 2. Other Rights. Unless otherwise precluded by these Bylaws, any employee, officer, director or other designated representative of an active member shall be eligible to hold office or serve on any committee or working group of the Alliance.

ARTICLE V - Meetings of Membership

Section 1. Biannual Meetings. The date, time, and place of the biannual meetings of the membership shall be determined each year by the Board of Directors of the General Assembly. Meetings of Membership are considered one and the same as meetings of the General Assembly, as all member organizations shall appoint one representative to the General Assembly. See Article VI below.

ARTICLE VI - General Assembly

Section 1. Number, Representation and Sector Composition. The General Assembly shall be composed as follows:

- The General Assembly shall be composed of 1 representative from each voting member organization. Not more than one representative of the same member organization shall serve on the General Assembly at the same time.
- The Chair of the General Assembly and the Vice Chair of the General Assembly shall serve as members of the General Assembly.
- The President shall serve as an ex-officio member of the General Assembly, without vote.
- Affiliate member organizations shall each have one representative on the General Assembly, without a vote.

- Associate member organizations are not eligible to serve on the General Assembly and limited to an observational capacity only.
- The General Assembly will be divided into five membership sectors, including: Grower Organizations (organizations that represent farmers); Agribusiness (companies that interact directly with farmers either by selling products to farmers, providing consultation or services to farmers, or buying directly from farmers); Brands and Retail (consumer facing companies); Civil Society (organizations that represent conservation, social and environmental interests); and Affiliate (public sector organizations, academia and organizations invited to provide in-kind services to the Alliance). Organizations must choose one sector in which to be a member, even if they may fit more than one definition. The Board of Directors reserves the right to assign the organization to the most appropriate sector.

Section 2. Powers and Duties. The General Assembly shall manage the Alliance and its affairs, shall adopt policies to guide the activities of the Alliance, and shall be responsible for the receipt, proper custody and expenditure of its funds and the care of its property. The General Assembly shall exercise all of the powers of the Alliance.

Section 3. Regular Biannual Meetings. Regular meetings of the General Assembly shall be held biannually; the meetings of the General Assembly are otherwise known as meetings of membership, as described in Article V above, as all member organizations shall appoint one representative to the General Assembly. At any of such meetings, it shall consider the recommendations of the Board of Directors, review the budget and rate of membership contributions for the coming fiscal year, and elect Board of Directors members.

Section 4. Special Meetings. Special meetings of the membership may be held at any time upon call of the Chair of the General Assembly, or shall be held upon written request of not less than twenty percent (20%) by number of the voting Board members of the Alliance, which request or requests must state the purpose for which the special meeting is requested.

Section 5. Notice of Meetings. Notice of the time and place of each biannual meeting shall be mailed to all members at least thirty (30) days prior to the date of such meeting. Notice of the time, place and purpose of each special meeting shall be mailed to all members at least ten (10) days prior to the date of such meeting, and no business shall be transacted at such special meeting except that specified in such notice.

Section 6. Board of Directors.

- Composition and term. There shall be a Board of Directors of the General Assembly consisting of:
 - 3 representatives each from the 4 voting sectors: Grower Organizations, Agribusinesses, Brands and Retail, and Civil Society. Included within these representatives are the Chair of the General Assembly and the Vice Chair of the General Assembly. Representatives shall be selected by majority vote of those present of their sectors at an annual meeting of the General Assembly. Representatives shall serve a term of three years, to commence upon election and expire upon election of their successors, except that upon the initial formation of the

Board of Directors each sector shall elect one representative for a one-year term, one representative for a two-year term, and one representative for a three-year term, to allow for a staggered rotation in future years. Representatives may be elected for a second consecutive term but must step down from the Board of Directors for one year before seeking or serving a third term. A sector may recommend a waiver of term limits to the full Board.

- 3 representatives from the Affiliate sector, who shall be non-voting members of the Board of Directors. Representatives shall be selected by majority vote of the Affiliate members present at an annual meeting of the General Assembly. Affiliate representatives shall serve a term of three years, to commence upon election and expire upon election of their successors, except that upon the initial formation of the Board of Directors, the Affiliate sector shall elect one representative for a one-year term, one representative for a two-year term and one representative for a three-year term, to allow for a staggered rotation in future years. Representatives may be elected for a second consecutive term but must step down from the Board of Directors for one year before seeking or serving a third term. The Affiliate sector may recommend a waiver of term limits to the full Board.
- The President shall be an Ex-Officio member of the Board of Directors, without vote.
- Each Board Member shall identify an alternate(s) from its organization to attend meetings in the event that the Board of Directors member is unable to attend. If a Board Member resigns from the Board of Directors, the designated alternate will serve for the remainder of the unexpired term.
- If a Board of Directors member fails to attend at least half of the Board of Directors and General Assembly meetings in a year, a sector may decide to remove that member from the Board of Directors and replace them for the remainder of the term with another member from that sector. A Board of Directors member can only be removed by a majority vote of the sector unless membership of the organization is suspended or revoked by the Board of Directors. In either instance, a special election may be held by the associated sector to fill the vacancy.
- Powers. Between meetings of the General Assembly, the Board of Directors shall have and exercise the power of the General Assembly, including the approval of new members, oversight of the Alliance's strategy, approval of the annual budget and work plan, employment of the President, and provision of guidance to staff. However, it shall not have the authority of the General Assembly to amend any definitions adopted by the Board, to establish and define additional classes of members, Article II, Section 3, to remove any officer from office pursuant to authority of Article VII, Section 9, to amend or repeal these Bylaws under authority of Article X, to authorize the voluntary dissolution of the Alliance, or to amend, alter or repeal any resolution of the General Assembly which by its terms provides that it shall not be amended, altered or repealed by the Board of Directors. It shall make recommendations to the General Assembly concerning the establishment of the basis or rate of membership contribution under authority of Article III but shall not have the authority to establish or approve changes to the rate of membership contribution.

- The Board of Directors may provide by resolution the time and place for holding regular meetings of the Board without other notice than such resolution. The Chair of the General Assembly may call special meetings of the Board by means of such notice as the Chair shall deem sufficient.

Section 7. Quorum. A majority of the members entitled to vote, or their proxies, as allowed by applicable law, shall constitute a quorum of the General Assembly and of the Board of Directors.

Section 8. Organization. All meetings of the General Assembly and the Board of Directors shall be presided over by the Chair of the General Assembly or the Vice Chair of the General Assembly, or if neither of the foregoing is present, by a Chair elected by the majority vote of the members at the meeting; provided, however, that each of the foregoing officers may delegate another to preside at any meeting in their stead. Minutes of the meeting shall be kept by the Secretary or an Assistant Secretary or by a secretary chosen at the meeting.

Section 9. Vote.

- If a quorum is established (See Section 7, above), and if a proposition receives favorable votes of two-thirds of the members of the General Assembly present at a meeting or Board of Directors voting inclusive of at least one representative from each member sector, the proposition shall be carried unless a greater vote is required by these Bylaws, by requirement of applicable law, or by a resolution of the General Assembly submitting the matter to vote. A proposition receiving less than two-thirds of the members of the General Assembly or Board present at a meeting, inclusive of at least one representative from each member sector, shall be remanded to the Board of Directors for further deliberation.
- To ensure that there is balanced representation among sectors in the General Assembly as Field to Market's membership continues to grow, for any motion to pass, each sector is required to have over 50% of its members in favor of a motion. This ensures that each sector has equal voice and no sector would be left behind if there were significant concerns with a motion.
- The vote of the General Assembly and the Board of Directors upon any question may be taken in person, by mail (United States Mail or Courier Service), electronic mail, or facsimile in the following manner: The proposition to be voted upon shall be clearly stated in writing and mailed, emailed or faxed to all members, together with any recommendations of the Board of Directors or Executive Committee of the Alliance with respect thereto, and together with a form of ballot to be filled in and signed by each member. Such ballot shall specify a date, not less than fifteen (15) days after the date of the mailing, emailing, or faxing thereof to the members, by which it must be mailed, emailed (with handwritten signature) or faxed back to the Secretary, and any ballots postmarked or electronically dated after such date shall be void.
- The Secretary shall record the results of the vote in the minutes of the Alliance. The ballots received, and the envelopes containing the ballots received (showing postmarked date or electronic date), shall be kept by the Secretary for not less than one year after the date of mailing, emailing, or faxing by him/her of such ballots to the members.

Section 10. Telephone and Video Voting. The Board of Directors shall have authority to vote by telephone, live video conference, or any other technological method that allows for each director to participate in person in real time and in the manner specified in and to the extent permitted.

Section 11. Indemnification.

- **General Provisions:** Every person who is or was a director, officer or employee of the Alliance may be indemnified by the Alliance [to the maximum extent allowed by applicable law] against any and all liability, judgements, fines and reasonable expense (including attorney's fees) that may be incurred in connection with or resulting from any claim, action or proceeding, civil or criminal, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer or employee of the Alliance, whether or not such person continues to this role at the time such liability or expense shall have been incurred, provided such person (i) acted, in good faith, in what was reasonably believed to be the best interests of the Alliance, and (ii) in criminal actions or proceedings, had no reasonable cause to believe that such conduct was unlawful. However, no person shall be entitled to indemnification under this Section 11 either (i) in connection with a proceeding brought by or in the right of the Alliance in which the director or officer was adjudged liable to the Alliance or (ii) in connection with any other proceeding charging improper personal benefit to the director, officer or employee, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit.
- **Determination of Right to Indemnification:** Every person who is or was a director, officer or employee of the Alliance and who has been wholly successful, on the merits or otherwise, with respect to any claim, action or proceeding of the character and conduct described in the General Provisions shall be entitled to indemnification as a right. Except as provided in the preceding sentence, any indemnification under the above paragraph shall be at the discretion of the Alliance but may be made only if either (i) the Board of Directors, acting by a quorum consisting of directors who are not parties to such claim, action or proceeding, finds by two-thirds majority vote that the director, officer or employee has met the standards of conduct set forth above, or (ii) independent legal counsel delivers to the Alliance written advice that such standards have been met.
- **Advance Payment of Expenses; Undertaking to Repay:** Expenses incurred with respect to any claim, action or proceeding of the character described in the General Provisions of this Section 11 may be advanced by the Alliance prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it is ultimately determined that such person is entitled to indemnification under this Section 11.
- **Insurance:** The Board of Directors may exercise the Alliance's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director, officer or employee of the Alliance against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her

status as such, whether or not the Alliance would have the power to indemnify him or her against such liability under the provisions of this Article.

- **Reports to Members:** In the event that the Alliance indemnifies, or advances the expenses of, a director, officer or employee in accordance with this Section in connection with a proceeding by or on behalf of the Alliance, a report of that fact shall be made in writing to the membership with or before the delivery of the notice of the next meeting of the membership.

ARTICLE VII - Executive Committee

Section 1. Enumeration. Executive Committee of the Alliance shall be a Chair of the General Assembly, a Vice Chair of the General Assembly, a President, a Secretary, and a Treasurer; provided that the General Assembly may by resolution create additional offices and define the duties of such offices, or abolish any such additional offices that the Board may have created previously.

Section 2. Election of Executive Committee Officers. The Board of Directors at its first meeting following the biannual General Assembly meeting at which its members have been selected shall elect the Chair of the General Assembly, the Vice Chair of the General Assembly, the Secretary, and the Treasurer to serve for terms of two years, to commence upon election and to expire upon election of their successors. The President shall be a staff position hired by the Board of Directors.

Section 3. Chair of the General Assembly. The Chair of the General Assembly shall preside at meetings of the General Assembly and the Board of Directors. The Chair of the General Assembly shall have the general powers and duties usually vested in the office of the Chair of the General Assembly, and shall appoint committee chairmen, vice chairmen, and committee members consistent with the provisions of Article VIII, Section 3, of these Bylaws.

Section 4. Vice Chair of the General Assembly. The Vice Chair of the General Assembly in the absence of the Chair of the General Assembly shall preside at the meetings of the General Assembly and of the Board of Directors, and shall perform such other duties as shall be assigned to them from time to time by the Chair of the General Assembly.

Section 5. President. The President shall be the chief executive officer of the Alliance. The President shall have general and active management of the business of the Alliance and shall see that all orders and resolutions of the General Assembly are carried into effect. Between meetings of the General Assembly and the Board of Directors, the President shall make such decisions as are necessary to carry into effect policies previously adopted by the General Assembly and the Board of Directors or to carry on normal activities of the Alliance.

Section 6. Secretary. The Secretary shall keep a record of the proceedings of the Alliance, of the General Assembly, and of the Committees of the Board and of the Alliance. The Secretary shall issue all notices required to be given by or on behalf of the Alliance, the General Assembly, and the Board of Directors. The Secretary shall be the custodian of the seal. The Secretary, or such other officer as shall be authorized by the General Assembly or the Board of Directors, may and shall affix said seal to such papers as shall be required.

Section 7. Treasurer. The Treasurer shall receive and have custody of all moneys and securities belonging to the Alliance and shall deposit the same in the name of the Alliance in such depositories as the General Assembly shall from time to time designate by resolution. All disbursements of the funds of the Alliance shall be under the general supervision of the Treasurer, subject to the direction and orders of the General Assembly and of the President, all checks drawn against the funds of the Alliance shall be signed by the Treasurer or by such other person or persons as the General Assembly shall from time to time designate by resolution. The General Assembly may require the Treasurer and any other person authorized to sign checks to give satisfactory surety bond for the faithful performance of duties performed for the Alliance. The Treasurer shall make an annual report to the members and such other reports as the President or the General Assembly may from time to time require.

Section 8. Removal; Vacancies. Any officer may be removed from office at any time by two-thirds majority vote of the entire Board of Directors. Any vacancy among the Executive Committee may be filled by the Board of Directors for the unexpired term.

ARTICLE VIII – Committees and Advisory Councils

Section 1. Standing Committees. There shall be the following standing committees:

- **Metrics Committee:** The Metrics Committee will make recommendations to the Board of Directors on revisions to existing metrics as newly available science becomes available. The committee will also make recommendations to the Board and General Assembly on the inclusion of new metrics and indicators in Field to Market's program. Lastly, the committee will oversee metrics alignment with other sustainability programs and standards. Only full members are eligible to serve on the Committee. Each sector may elect four representatives to the Committee to serve for a term of two years. Representatives shall serve a term of two years, to commence upon election and expire upon election of their successors, except that upon the initial formation of the Metrics Committee each sector shall elect one representative for a one-year term and one representative for a two-year term, to allow for a staggered rotation in future years.
- **Verification Committee:** The Verification Committee will oversee the creation, refinement, and publication of governance and process documents that will enhance the credibility and transparency of Field to Market's programs. This includes making recommendations to the Board of Directors and General Assembly on the establishment and revision of participation, measurement and impact claims protocols, as well as the data requirements to support these claims. The committee will also oversee the engagement with third-party verifiers and ensure ongoing compliance with ISEAL requirements. As needed, five sector diverse members of the Verification Committee will be selected by the Board of Directors to serve on an ad hoc Dispute Mediation Board to help review disputes over claims in accordance with Field to Market's dispute resolution process. Only full members are eligible to serve on the Committee. Each sector may elect four representatives to the Committee to serve for a term of two years. Representatives shall serve a term of two years, to commence upon election and expire upon election of their successors,

except that upon the initial formation of the Verification Committee each sector shall elect one representative for a one-year term and one representative for a two-year term, to allow for a staggered rotation in future years.

- **Education and Outreach Committee:** The Education and Outreach Committee will develop resources to help scale Field to Market's program and accelerate continuous improvement at the field and landscape levels. This includes developing education materials for use by entities that offer decision support services for growers, as well as information for use by local Fieldprint projects to standardize and identify best practices for engaging with growers that are participating in our program. Only full members are eligible to serve on the Committee. Each sector may elect four representatives to the Committee to serve for a term of two years. Representatives shall serve a term of two years, to commence upon election and expire upon election of their successors, except that upon the initial formation of the Education and Outreach Committee each sector shall elect one representative for a one-year term and one representative for a two-year term, to allow for a staggered rotation in future years.
- **Awards and Recognition Committee:** The Awards and Recognition Committee will develop awards and recognition programs for Field to Market members and growers, including establishing criteria and a process for selecting winners. The committee will also consider how various recognition opportunities, incentive programs and other value added opportunities can help accelerate grower adoption of sustainable practices. Only full members are eligible to serve on the Committee. Each sector may elect four representatives to the Committee to serve for a term of two years. Representatives shall serve a term of two years, to commence upon election and expire upon election of their successors, except that upon the initial formation of the Awards and Recognition Committee each sector shall elect one representative for a one-year term and one representative for a two-year term, to allow for a staggered rotation in future years.
- Such other standing committees that, in the opinion of the Board of Directors, are necessary to accomplish the objectives of the Alliance. Such standing committees shall be specifically authorized by the Board of Director, which shall approve the charge and objectives of the committee, as well as the duration or dissolution.

Section 2. Special Committees. The Chair of the General Assembly may establish from time to time such special committees and task forces as necessary. The Chair may appoint as members of such committees and task forces any representatives of a member of the Alliance, any employee or consultant of the Alliance, or any other person who can, in the Chair's opinion, contribute to the deliberations of such committees. Such member shall be entitled to vote on any matters before the committee unless otherwise determined by the Chair at the time of the appointment.

Section 3. Committee Appointments and Procedure. The Board of Directors shall appoint to serve for a term of one year the Co-Chairs of all committees, consistent with other provisions of these Bylaws. Each committee Co-Chair, , will report either orally or in writing not less than annually to the General Assembly and/or the Board of Directors. Each committee, subject to the provisions of these Bylaws and of any policies or procedures specified in a policy manual approved by the General

Assembly, shall determine its own procedures. Minutes shall be prepared of each meeting of each committee. The minutes shall be transmitted to the staff liaison for review and incorporation into the records of the Alliance. The President shall transmit to the Chair of the General Assembly any recommendations or proposals contained in such minutes.

Section 4. Advisory Councils. The Board of Directors may establish from time to time advisory councils as necessary to provide input and guidance to the Alliance and its efforts.

ARTICLE IX - Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Alliance shall begin on January 1st and end upon the following December 31st.

Section 2. Offices. The headquarters of the Alliance shall be located at 777 North Capitol Street NE, Suite 803, Washington, DC 20002 and this section will be updated in the event of a move.

Section 3. Place of Meetings. Any or all meetings of members or of the General Assembly may be held in locations identified by the Board of Directors.

ARTICLE X - Amendments

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted in accordance with any one of the following procedures:

1. By the General Assembly. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a two-thirds majority of the Delegates present at any regular meeting or at any special meeting at which a quorum is present, if at least five days' written notice is given of intention to alter, amend, repeal or adopt new bylaws, and if at least one representative from each member sector approves the amendment.