

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING

OF

THE BOARD OF DIRECTORS OF NORTH BAY FOOD INDUSTRY GROUP, INC., A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION, also known as “Naturally North Bay” (the “Corporation”)

WHEREAS, the Board of Directors (“Board”) of the Corporation has previously endorsed the principles of a merger of the Corporation with Naturally Bay Area, Inc., a California nonprofit mutual benefit corporation (“NBA”); and

WHEREAS, the Officers, Executive Director and agents of the Corporation were directed to continue to develop with NBA the details of such merger; and

WHEREAS, it is believed that the Corporation and NBA have reached agreement in principle on the terms of such merger and the Board is prepared to move forward to formalize and implement such merger;

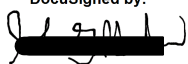
NOW THEREFORE, by unanimous written consent in lieu of a meeting of the Board, be it resolved by the Board as follows:

1. The Naturally NorCal Merger Proposal (the “Proposal”) attached hereto as Exhibit A is adopted by the Board as its proposal and outline for the merger of the Corporation with NBA, with the merged corporation being named “Naturally NorCal, Inc., a California nonprofit mutual benefit corporation” (“NorCal”).
2. The Board designates the following persons to serve on the initial Executive Committee of NorCal, as described in the Proposal:
 - i. Susie Picken
 - ii. Will Seppi
 - iii. Mike Scheu
 - iv. John Mackie
 - v. Jamie Emerson-Heery
3. The Board nominates as the initial Officers of NorCal, the following persons:
 - i. Chair: Jim Taschetta
 - ii. Vice Chair: Kristel Corson
 - iii. Treasurer: Jamie Emerson-Heery
 - iv. Secretary: John Mackie
4. The Board directs the Executive Director, Officers and agents of the Corporation to work with NBA to draft and present for adoption the appropriate formal and legal documents necessary to achieve the merger of the Corporation with NBA on the terms described in the Proposal.
5. This Board shall submit and recommend this merger to its Members for approval, as required by the Bylaws of the Corporation.

6. This Board, the Executive Director, the Officers and agents of the Corporation shall take all necessary and appropriate further actions to implement this merger and, upon such merger to conclude the affairs of the Corporation consistent with California and federal laws.

The forgoing Resolutions are adopted by the unanimous written consent of the Directors of the Corporation, as of September 9, 2024.

Certified by John Mackie, Secretary

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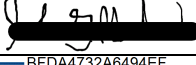
BOARD OF DIRECTORS SIGNATURES:

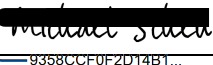
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WILLIAM K. SEPPI

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MAUREEN CUNNIE

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JOHN G. MACKIE

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MIKE SCHEU

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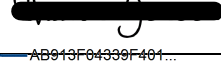
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JAMIE EMERSON-HEERY

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SUSIE PICKEN

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SHAWN JENSEN

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RITU MATHUR

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KRISTEL CORSON

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JASON SEEBER

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ANDREW KAY

EXHIBIT A

(See Attached)

NATURALLY BAY AREA/NATURALLY NORTH BAY
NATURALLY NORCAL MERGER PROPOSAL

TIMELINE: Key Dates

1. Naturally Bay Area Board vote on merger at special meeting September 9, 2024 @ 3pm
2. Naturally North Bay vote on merger at special meeting September 9 @ 12pm
3. Launch Naturally NorCal to the public - September 10th
4. October - 2025 renewal notices begin for Naturally NorCal

PURPOSE:

We believe we are better together. We will merge as equals, blending the strengths of two vibrant communities into one dynamic force, ready to serve and support the Natural Products ecosystem across Northern California. We're expanding our reach and will be able to deliver bigger events, serve a bigger community, and make a bigger impact.

GOVERNANCE:

1. **Entity Name:** Naturally NorCal
2. **Mission:** Our mission is to harness, accelerate, and elevate the power and impact of conscious business practices in the natural products industry.
3. **Geographic Territory/Subchapters:** 2025 priority will be SF/Peninsula, East Bay & North Bay. The desire is to expand networking opportunities beyond those areas as bandwidth allows and with Board guidance. Best practice would be to develop an Advisory Committee in that area. A future goal would be to ensure each subchapter is represented on the Board.
 - 3.1 SF/Peninsula
 - 3.2 East Bay
 - 3.3 North Bay
 - 3.4 Monterey Bay/South Bay
 - 3.5 Sacramento/Central Valley
 - 3.6 North Coast
4. **Board Composition:** The proposed Bylaws allow the Board of Directors to be made up of up to 50 Directors. As an initial Board, it is proposed that all current Directors of NBA and NNB will be given the option to be on the 2025 Naturally NorCal Board with terms defined in the attachment. The initial terms are according to existing commitments with the exception of those Directors whose terms are set to expire in 2024, who will be invited to serve for an additional two-year term on the Naturally NorCal

Board. In addition, those Directors whose existing NNB or NBA Board terms may have already been completed but had been asked to continue to serve on the NNB or NBA Boards (identified in the pink section of the attachment)-will be invited to serve an additional one-year term. This approach will allow us to appropriately stagger terms to ensure continuity.

All future adjustments to Board size (as well as desired geographic, professional and other appropriate diversity) will be determined by the Naturally NorCal Board and Directors will be elected pursuant to the process described in the Bylaws. In the future, standard terms for Directors are proposed to be three-year terms, with a target maximum of serving six years on the new Board. Several existing Directors for either NBA or NNB, have chosen not to serve on the new Board. The new Board may designate such individuals or others, as appropriate, to be non-voting "Director Emeritus." Such Directors Emeritus shall not be counted as among the permitted number of Directors.

5. **Board Meetings:** It is proposed that for at least the first year, the new Board will meet as described below. Future meeting months/times/format will be decided by the new Board.

5.1 **Full Board:** 8 meetings in person or zoom depending on the need, with no meetings in June or July

5.2 **Executive Committee:** 10 meetings, with format/time based on need.

6. **Executive Committee**

An initial Executive Committee of the new Board will be made up of five persons appointed by the current NBA Board and five persons appointed by the current NNB Board. The newly elected Chair of the Naturally NorCal Board will be one of the 10 Exec Committee members and will also chair the Executive Committee.

The purpose of an Executive Committee (under the direction of the Chair) is to assist the new Board, Officers and the Executive Director, launch the merged organization and efficiently conduct the business of the Board. After an initial period of operation, of at least the first year, the new Board may review and modify the purpose, composition and operation of an Executive Committee. For example, it may be made up of the Chair, Vice Chair, Secretary, Treasurer, Committee Chairs and other appropriate Directors.

7. **Working Committees:** The new Board will organize and appoint a number of "Working Committees" to further conduct the program and business of the organization.

These Working Committees will report to the Executive Committee. The initial Working Committees will include the following:

- 7.1 Executive/Governance
- 7.2 Development- (including membership development, sponsorships and geographic expansions)
- 7.3 Programming
- 7.4 Marketing/Communications
- 7.5 Finance

8. **Financial**: BPM, as accountants to both NBA and NNB, will take the lead in preparing financial statements detailing the assets and liabilities of each organization as of the merger date, along with consolidated financials and a three-year budget for the merged entity. The document should include any special arrangements, such as pre-merger collections, and identify any expenditures or commitments from pre-merger activities that the merged organization will assume. Additionally, the transfer of assets and liabilities, such as leases, contracts, and employees, should be considered.

9. **Staff**: (Full-Time)

- 9.1 Executive Director - Jill McLewis
- 9.2 Program Director - Monique Llamas Buckler
- 9.3 Administrative Assistant PT - TBD