

## BYLAWS OF THE ASSOCIATION

As approved at MOFGA's Annual Meeting – 1/10/17

**ARTICLE I. Name.** The name of the organization shall be the "Maine Organic Farmers and Gardeners Association."

**ARTICLE II. Purpose.** The Maine Organic Farmers and Gardeners Association is a broad-based community that educates about and advocates for organic agriculture, illuminating its interdependence with a healthy environment, local food production, and thriving communities.

### **ARTICLE III. Membership.**

*Section 1. Membership Classes.* Any person, family unit or organization may be a member of the Association. Membership shall not be denied on the basis of age, sex, color, race, creed, ancestry, national origin, religious persuasion, marital status, sexual orientation, disability, or any other protected status. MOFGA reserves the right to reject membership applications from organizations or businesses whose purposes are contrary to MOFGA's stated mission. Holding a MOFGA membership should not be construed as an endorsement.

The following classes of membership are established:

- a. Individual Membership
- b. Family Membership
- c. Cultivating Membership
- d. Sustaining Membership
- e. Lifetime Membership
- f. Elder Membership
- g. Student Membership
- h. Low-Income Membership
- i. Business Membership
- j. Non-Profit Organization Membership

Membership in class "i" or "j" shall exercise only one vote.

*Section 2. Membership Rights.* The rights of members in good standing are:

- a. Voting: to vote on any and all matters at regular and special membership meetings of the Association. Each membership shall have one vote, except that families

joining at the family, cultivating, sustaining, or lifetime membership level shall have two votes provided that at least two family members are present.

- b. Participation: to attend regular and special membership meetings and meetings of the Board of Directors and committees of the Association and to present and discuss matters of interest in conformance with the rules of the meeting.
- c. Other Benefits: entitlement to discounts on charges for events, publications and the like as established by the Board of Directors.

*Section 3. Dues:* The annual dues for each membership classification of the Association shall be established by the Board of Directors. Dues shall be assessed annually and are renewable during the month of the next membership anniversary. Any member owing dues for more than 30 days shall be considered not in good standing.

*Section 4. Meetings:* The regular, annual meeting of members shall be scheduled for January of each year, the date and place to be selected by the Board of Directors. Special meetings of members may be called by the President or by a majority vote of the Board of Directors and shall be called by the President upon written request signed by 50 or more members.

- a. Notice: Notice of meetings of members and of all matters concerning this Association shall be deemed to have been duly given by: placing in the mail, postage prepaid, to the last known post office address of the members, at least 14 days prior to such meeting, notice thereof in writing; or appearing printed in an official publication circulated among its members in good standing. Notice of special meetings shall contain an official business agenda, and the business of special meetings shall be limited to such agenda.
- b. Quorum: Members who attend a duly publicized meeting shall constitute a quorum to conduct business, except that no business shall commence until at least 25 voting members are present, and if attendance subsequently falls below that number, only those items on the publicized agenda may be acted upon.

#### **ARTICLE IV. Board of Directors**

*Section 1. Authority.* The business and property of the Association shall be managed and controlled by the Board of Directors. The Board shall hire and fire an Executive Director. The Board shall establish a budget annually. The Board shall set the Association goals and policies, set priorities, adopt resolutions, and review programs in support of furthering the purpose of the Association.

*Section 2. Election.* The Executive Committee shall provide a slate of candidates to be elected at the regular Annual Meeting of the membership to serve as voting members of the Board of Directors. Any member in good standing may be nominated to run in addition to the proposed slate or in place of a particular nominee on the slate.

*Section 3. Composition.* The Board of Directors shall have a minimum of 15 and a maximum of 23 members who shall serve for one year or until due election or appointment of successors. The Board shall consist of:

- a. Officers of the Association (Section V).
- b. Two Executive Committee Members-at-Large.
- c. Committee Representatives. At least one representative from each standing committee of the Association (Section VI), with a minimum of two representatives from the Fair Steering Committee (Article VI, Section 2.f), one of whom serves on the Executive Committee of the Board.
- d. Chapter-designated Representatives. A chapter that is recognized by the Board under Article VIII, Sections 2 and 3, may recommend to the Nominating Committee one of its members to serve on the Board annually.
- e. Members-at-Large.

*Section 4. Qualifications.* The members of the Board of Directors must be members in good standing of the Association. No director may be paid to provide staff functions for, or be a salaried employee of the Association.

*Section 5. Voting.* Each member of the Board of Directors shall have one vote in deciding business matters. As required, a representative of the local chapter, standing committee, or wholly-owned subsidiary may delegate in writing his/her position and voting right for a given meeting to another member of the represented unit who is also a member of the Association. Proxy designations shall be deemed to grant full power to vote and act for the representative unless otherwise limited in the written delegation.

*Section 6. Meetings.* The Board of Directors shall meet for the transaction of business as soon as practicable after the Annual Meeting of this Association and regularly thereafter as may be necessary to conduct the business of the Association, but in no case shall meetings be less frequent than once every four months. Special meetings of the Board may be called by the President as required and shall be called by the President upon written request signed by at least 5 members of the Board of Directors.

*Section 7. Quorum.* A majority of the Board of Directors shall constitute a quorum. Except as provided otherwise by these bylaws, a majority vote of the members in attendance at any duly constituted meeting shall, in the presence of a quorum, decide its action.

*Section 8. Vacancy.* A Board position may become vacant through resignation or removal. A member removed from the Board is not eligible to refill a vacancy for the remainder of the calendar year.

- a. failure to attend three consecutive meetings without prior notification to the Board is grounds for removal.
- b. a member may be removed by a vote of at least 2/3 of the Board.
- c. In the case of a vacancy on the Board of Directors, the remaining members of the Board of Directors may elect a successor for the conclusion of the term during which the vacancy occurs.
  - c.1 If the vacancy occurs in a committee or chapter seat, the committee or chapter may make a recommendation to the Board.

*Section 9. Executive Committee.* The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, one member of the Fair Steering Committee and two Members-at-large. Meetings shall be held at least once in every month that the full Board of Directors does not meet. Four members shall constitute a quorum. Prior to the Annual Meeting, the Executive Committee will prepare a slate of potential officers, Members-at-Large of the Executive Committee, and Board Members-at-Large. The Executive Committee may nominate Board Members to fill vacancies. The Executive Committee shall serve as a Governance Committee for the board reviewing annually the relationships between Board Members, MOFGA and its management to ensure that the Board Members maintain a disinterested association; oversee the orientation of new Board Members; review the size and composition of the Board and its committees to ensure they reflect the appropriate independence and balance and necessary skills and diversity to function effectively. The Executive Committee shall conduct a Board self-review at least every three years. The Executive Committee shall periodically review the effectiveness and recommend changes to MOFGA's committee structures and organizing documents and recommend changes. The Executive Committee shall have the authority to act for the Association in all matters except unbudgeted expenditures in excess of 3% of total budget between meetings of the Board of Directors. Any unbudgeted expenditures must be reported to the Board at its next regular meeting.

## **ARTICLE V. Officers.**

*Section 1. Composition.* The following slate of officers shall be elected.

- a. **President:** The President shall be the presiding officer of the Association and Board of Directors. He/she shall preside at all meetings of its members and at all meetings of the Board of Directors and Executive Committee. In the absence of the President, the vice president shall preside. If neither is present the Treasurer shall preside. Subject to the control of the Board, the President shall oversee the activities of the Executive Director and the business of the Association.
- b. **Vice-President:** The Vice President shall assist the President in the conduct of his/her duties and shall assume the role of the President whenever requested to do so by the President.
- c. **Treasurer:** the Treasurer shall have general responsibility for all financial matters of the Association and shall report the financial condition of the Association at each

general membership and Board of Directors meeting and shall be the chairperson of the Finance Committee.

- d. Secretary: The Secretary shall keep minutes of the meetings of members, the Board of Directors and the Executive Committee, shall report them at the next meeting of the Board of Directors and shall forward such reports to the Executive Director and the newspaper editor, and shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

*Section 2. Election.* At the regular Annual Meeting, the general membership shall elect officers to serve through the next Annual Meeting. The president shall hold office for no more than two consecutive terms. No other office shall be held by the same individual for more than four consecutive terms. The officers must be members in good standing of the Association.

*Section 3. Vacancy.* In the case of a vacancy in an office, the Board of Directors shall elect a successor.

## **ARTICLE VI. Committees.**

### *Section 1. Governance.*

- a. Purpose: The role of a MOFGA Committee is to help the Association carry out its mission, and promote policies and guidelines established by the membership and the Board.
- b. Membership: Committee members must be members in good standing of the Association. Annually, each committee may decide on its number of members. Any member in good standing of the Association may attend any committee meeting.
- c. Process: Each committee shall annually nominate a chairperson subject to the approval of the Board of Directors. All policy decisions of the Committees are subject to approval of the Board of Directors. Each committee representative shall provide a written report for his or her committee at each meeting of the Board of Directors.
- d. Review: Each year the Board of Directors will review and approve committee chairs, subcommittees and special committees.

### *Section 2. The standing committees of the Association and their duties include:*

- a. Agricultural Services: Shall oversee technical support to assist farmers, gardeners, and homesteaders in growing organic plants and livestock, and to help develop markets for organic farm products.
- b. Finance: Shall prepare and present an annual budget for the Association, analyze the Association's financial condition, and report its findings to the Board of Directors. Shall provide continuity in the financial affairs of the Association during transition between Treasurers. The Association's Treasurer shall be chairperson of the Finance Committee.

- c. Public Policy: Shall review existing and proposed legislation and regulations that are relevant to the purpose of the Association. May propose and support legislative and regulatory proposals, subject to authorization by the Board of Directors.
- d. Fundraising: Shall oversee membership development and fundraising.
- e. Fair Steering Committee: Shall be responsible to the Board of Directors for the annual Common Ground Country Fair. Shall provide leadership for the corps of volunteers on the Fair Planning Team. Shall make decisions on policies and issues relating to the conduct of the Fair, subject to approval to the Board of Directors. Shall meet monthly.
- f. Education: Shall oversee the educational programming of the Association, including the apprentice and journeyman program.
- g. Buildings & Grounds: Shall provide recommendations to the Board for construction, improvements, and maintenance to the grounds and facilities.
- h. El Salvador Sistering: Shall promote solidarity among small farmers and community organizations in Maine and El Salvador, focusing on economic and social justice and environmental protection through sustainable, organic agriculture and sustainable communities.
- i. MOFGA Food Policy Committee. The MOFGA Board will establish a standing MOFGA Food Policy Committee, consisting of 5 persons – at least one Staff member, one Board member, one Fair Steering Committee member, and one farmer – to resolve questions arising from the implementation of MOFGA’s Food Policy.
- j. Forestry Committee: Shall provide recommendations to the MOFGA Board concerning the MOFGA woodlot, and support and promote low impact forestry practices among MOFGA membership by providing education and training, and working to develop markets for low impact forest products.

*Section 3. Subcommittees.* With the Board’s approval, a standing committee may create an ongoing subcommittee to carry out specific functions related to the standing committee’s mission. A proposal generated by a subcommittee must be endorsed by the parent committee before moving on to the Board for approval.

*Section 4. Special Committees:* Special committees may be initiated by the President or the Board and shall report to the Board.

## **ARTICLE VII. Chapters**

*Section 1. Current local chapters.* An official list of current chapters shall be maintained by the Secretary and shall be updated continually as required by additions or deletions of chapters as hereafter provided.

*Section 2. New local chapters.* Any member may request that the Board of Directors recognize a new chapter to serve his or her local area.

*Section 3. Economic Sector Chapters.* Any group of members may ask the Board of Directors to recognize a new chapter that is focused on a particular agricultural economic sector. Such chapters may have membership requirements that are more restrictive than the general membership requirements for MOFGA, as long as said requirements focus on clearly defining the membership of the chapter based on agricultural economics or activities.

*Section 4. Recognition of New Chapters.* Any request for recognition of a new chapter shall be in writing and shall indicate the geographic area or economic sector to be served and the number of active and potential participants in said proposed chapter and the proposed frequency of meetings, and any other relevant information to assist the Board in determining approval of the chapter. A new chapter shall be recognized as an affiliated local chapter by a 2/3 affirmative vote of the Board of Directors at a regularly scheduled meeting.

*Section 5. Review of chapter status.* Annually, each Chapter shall submit information on numbers of members and frequency of meetings to the Board. Any member of the Board of Directors may recommend that the Executive Committee investigate the status and activities of a local chapter and make recommendations to the Board of Directors concerning continuation or disaffiliation. The Board of Directors shall act upon any such recommendations provided, however, that a vote to disaffiliate shall require a 2/3 majority.

**ARTICLE VIII. Related Businesses.** The Board, by a 2/3 vote, may create subsidiary organizations to perform functions related to the organization's mission. MOFGA creates such organizations through formal, written agreements that include governance procedures, and appointment of Board members.

*Section 1.* MOFGA Certification Services, LLC is a subsidiary organization created in 2001. MOFGA Certification Services provides farmers and processors with USDA-accredited organic certification. It is also authorized to provide other certification programs that may be useful and appropriate.

## **ARTICLE IX. Employees.**

*Section 1. Executive Director.* An Executive Director may be hired at a salary set by the Board of Directors and shall have general supervision of the business and policies of the Association, as established by the Board of Directors, and shall act as the primary communicator with the membership, general public and agricultural interests. The Executive Director shall oversee the day-to-day operations of the Association and, upon consulting the Executive Committee, shall make day-to-day unanticipated decisions on financial matters not covered by the annual budget and previously established policy. The Executive Director shall not take actions committing the Association without a majority vote of the Executive Committee or full Board of Directors. The Executive Director shall operate and maintain the office of the Association in accordance with an annual budget for office expenses. He/she shall be responsible for hiring, firing, setting

the salaries and wages, and supervising employees of the Association and contracted individuals who are under the Executive Director's direct authority as described in the staffing chart approved by the Board and in accordance with stated personnel policies. The contract of the Executive Director may be terminated by the Executive Committee. Any appeal by the Executive Director shall be made to the Board of Directors.

*Section 2. Staff Structure.* The Board of Directors may, by 2/3 vote, create or amend the staff structure. The Executive Director fills staff positions, and may delegate hiring authority. Direct supervisors manage staff according to the staffing chart approved by the Board and in accordance with stated personnel policies. Such positions may or may not be a part of the regular personnel system.

## **ARTICLE X. Conflict of Interest**

The Association shall not participate in any contract or other transaction with anyone who is or has been a director, officer or staff member of the Association in the past two years, nor any corporation, firm, Association or other entity in which one or more said directors, officers or staff members have a substantial financial or organizational interest unless the material facts regarding such party's or organization's interest in said contract or transaction are disclosed in good faith or are known by the full Board of Directors prior to consideration of said contracts or transactions, and that said directors, officers or staff members shall be excluded from the decision to participate in said contract or transaction.

## **ARTICLE XI. Sundry Provisions**

*Section 1. Fiscal Year.* The fiscal year of the Association shall begin on the first day of January and terminate on the 31st day of December of each year.

*Section 2. Order of Business.* The order of business at all meetings, as far as possible, shall be as follows:

- Call to Order
- Roll Call
- Read of the Minutes
- Report of the President
- Report of the Executive Director
- Report of the Treasurer
- Reports of the Standing Committee
- Reports of the Special Committees
- Unfinished Business
- New Business
- Elections & Appointments
- Adjournment

*Section 3. Corporate Seal.* The corporate seal of the Association shall consist of a stylized tree with fruit in silhouette surrounded by the name of the Association, with "Maine Organic" circumscribing the top of the symbol and "Farmers and Gardeners" circumscribing the lower part of the symbol.

## **ARTICLE XII. Amendments to Articles of Incorporation and By-laws**

The articles and bylaws may be amended or altered in whole or in part at any regular meeting of the members of the Association, by a 2/3 affirmative vote of members in good standing represented at the meeting, or by like vote of members of good standing at any special meeting, due notice thereof having been given, and provided always that a quorum shall be present at such meeting. Proposed changes shall be distributed to all members in the notice calling such meeting.