

## **By- Laws**

By-Laws of the Montana Organic Association:

### **ARTICLE 1- NAME, MISSION, PURPOSE, OBJECTIVES**

#### **Section 1: Name**

The name of the organization shall be Montana Organic Association.

#### **Section 2: Mission**

The mission of the Montana Organic Association is to advocate and promote organic agriculture, for the highest good of the people, the environment, and the state's economy.

#### **Section 3: Purpose**

The purpose of the Montana Organic Association is to provide education, information, support, assistance, promotion and representation for organic producers, processors, handlers, retailers, consumers, researchers, agricultural service providers and other interested parties.

#### **Section 4: Objectives**

##### ***Short Term Objectives (beginning 1<sup>st</sup> year)***

- o Promote and showcase Montana organic products, educate attendees regarding organic agriculture and connect all members of the state organic community by organizing an annual meeting, conference and trade show.
- o Organize tours of organic farms, ranchers, horticulture/gardening operations, food processors and retailers.
- o Publish a directory of Montana grown and processed organic foods to facilitate closer connections between organic producers and consumers.
- o Represent the needs, opinions and positions of the organic agricultural community before the Montana congressional delegation, the state legislature, state & federal government agencies, non-governmental organizations, the media, the state university system and other private entities.
- o Develop and maintain a website, publish a newsletter and maintain a listserve as tools to disseminate information on organic agriculture and promote Montana's organic products.
- o Promote the trade of Montana organic products to the food, fiber, and feed industries. Assist with alternative marketing strategies.
- o Assist and encourage the transition to organic production by farmers, ranchers and horticulturist/gardeners.

## **ARTICLE I- Section 4: Objectives, *continued***

- o Conduct educational workshops on Montana organic agriculture for schools and consumer groups.
- o Develop relationships with other agricultural, consumer and environmental groups to further promote organic agriculture
- o Promote and advertise the health, environmental, economic and social benefits of sustainably grown and humanely raised organic foods.

### ***Long Term Objectives (2<sup>nd</sup> year and beyond).***

- o Create mentoring groups of experienced organic farmers, ranchers, horticulturalists, gardeners, food processors and retailers to help educate and encourage new entrants into each area of organic agriculture.
- o Set up and maintain a clearinghouse of information and links to resources on organic production methods, marketing and government farm programs to assist and advise members of the organic community.
- o Establish a network of service providers that contribute consulting time to the members of the organization.
- o Advise agricultural researchers on organic research needs and research design. Support organic on-farm and on-ranch research efforts. Encourage the establishment of organic farm/ranch research stations.
- o Establish a professionally staffed organic agriculture advisory center to further the purposes of the Montana Organic Association through direct consulting with producers on organic production methods and marketing assistance, as well as educating consumers and the public at large as to the benefits of organic agriculture.

## **ARTICLE II- MEMBERSHIP**

### **Section 1: Membership Qualifications**

Members may be individuals, organizations, institutions or businesses residing either within or outside of Montana, who are in agreement with the mission and purpose of the Montana Organic Association and who pay the annual membership dues set by the Board of Directors.

### **Section 2: Members Voting Rights**

Membership in the Montana Organic Association shall entitle each membership holder to one vote in the annual election of the Board of Directors and other resolutions proposed at the Annual Business Meeting. Members shall be issued an annual membership card. A signed membership card, which indicates agreement with the Montana Organic Association's mission and purpose, shall entitle the holder to voting rights at the Annual Business Meeting.

## **ARTICLE III- ANNUAL BUSINESS MEETING**

### **Section 1: Schedule and Notice**

The Montana Organic Association shall hold an Annual Business Meeting, open to all members. The date, time and place of the Annual Business Meeting shall be set by the Board of Directors. Each member shall be provided written notice of the date, time and location of the Annual Business Meeting at least 30 days prior to the meeting.

### **Section 2: Quorum and Voting**

The members in attendance at each Annual Business Meeting shall constitute a quorum, except for the purpose of ratifying changes to the by-laws. The procedure for amending the by-laws is described in Article VII. The Montana Organic Association shall strive for consensus, but may approve resolutions by agreement of a two-thirds majority.

### **Section 3: Meeting Requirements**

At each Annual Business Meeting, the Board of Directors shall:

- Provide the membership with a written general report on the state of the Montana Organic Association and the accomplishments from the previous year.
- Provide the membership with a written financial report and budget projection.
- Conduct other business as requested by the membership.
- Fill Board of Directors and Alternate positions through an election.

### **Section 4: Minutes**

The Secretary of the Board of Directors shall keep minutes of each Annual Business Meeting, including a record of all resolutions approved at the meeting. The minutes shall be approved by the Board of Directors and presented to the membership within 90 days.

## **ARTICLE IV- SUSPENSION OF MEMBERSHIP**

The Board of Directors may suspend a member's membership for cause or for violation of the mission or purpose of the Montana Organic Association. Members whose membership is suspended may reapply not less than one year from the date of the suspension.

## **ARTICLE V- BOARD OF DIRECTORS**

### **Section 1: Board Role, Size, and Compensation.**

The Board is responsible for overall policy, including financial, program and personnel and direction of the Montana Organic Association according to the Mission Statement, Purpose and Objectives of the Montana Organic Association. It shall be the responsibility of the Board to manage the Montana Organic Association in compliance with IRS tax code 501(C)(3). The Board shall oversee the financial well being of the Montana Organic Association; approve the annual budget and fundraising plan; receive, review and discuss financial reports and all contract agreements; and assist with fundraising activities. The Board may delegate responsibility for day-to-day operations to the Executive Director and to committees as needed. The Board shall have up to 15 and not fewer than 5 members. The Board receives no compensation other than travel, lodging and meals or any other reasonable expenses. No part of the income or profit of this Montana Organic Association shall be distributed to its Directors, except as reimbursement for actual expenses incurred on behalf of the Montana Organic Association.

### **Section 2: Board Meetings.**

The Board shall meet at least quarterly, which includes the Annual Business Meeting, at an agreed upon time and place. All Board meetings are open to the membership. Members shall be provided with notice of all quarterly board meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member, postmarked two weeks in advance, whenever possible. Special Board meetings may also be called by the Board of Directors at the request of 1/3 of the general members. Special Board meetings must be held within 30 days of receipt of the membership request. Members must be provided with 10 days notice of the agenda, time and place of a special Board meeting requested by the membership.

### **Section 3: Election of Board of Directors**

Election of new Directors or election of current Directors to new terms will occur at the annual business meeting of the Montana Organic Association. The number of Directors to be elected at each annual business meeting shall be determined by the Nominations and Elections committee. Members shall be notified of the number of Directors to be elected and the names of members nominated by the Nominations and Elections committee for the positions not less than 30 days prior to the annual business meeting. Additional nominations may be made, from the floor, at the annual business meeting. All eligible members of the Montana Organic Association may vote in the election and the nominees receiving the most votes shall be elected to the Board of Directors.

### **Section 4: Election of Board Officers**

Board officers (chair, vice chair, secretary and treasurer) shall be elected by the Board, from among its members, at the first board meeting following the Annual Business Meeting.

## **ARTICLE V- BOARD OF DIRECTORS, *continued***

### **Section 5: Terms**

At least one third of the board shall be elected each year at the Annual Business Meeting. Directors shall serve staggered three year terms, except that one third of the members of the first board shall serve for one year and one third of the first board shall serve for two years. Directors shall serve from the date of their election until the expiration of their respective term upon election of their successor or until appointment of a successor by the Board of Directors in the case of resignation. If the size of the Board (number of Directors) is to be changed, the terms of new Directors shall be predetermined by the Nominations and Elections committee in such a manner that at least one third of the newly constituted board shall be elected each year. There shall be no limit to the number of terms that a member may serve as a Director, however, no Director may serve more than four consecutive years as Chair of the Board of Directors.

### **Section 6: Voting and Quorum.**

Each Director shall have one vote. An attempt shall be made to reach consensus before any vote is taken. When voting, board decisions shall be made by a three-quarters majority of the Directors present. Two-thirds of the board represents a quorum, which must be present in order to conduct business of the Montana Organic Association.

### **Section 7: Officers and Duties**

There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. The four officers are the executive committee of the board. An additional Director may be selected to serve on the executive committee. The officers' duties are as follows:

**The Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer and additional member of the executive committee.

**The Vice-Chair** will chair committees on special subjects as designated by the board. The vice-chair shall assume the duties of the chair in the chair's absence.

**The Secretary** shall be responsible for keeping records of Board actions, including the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that Montana Organic Association records are maintained.

## **ARTICLE V- BOARD OF DIRECTORS, Section 7: Officers and Duties, *continued***

**The Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board, Montana Organic Association members, and the public.

### **Section 8: Vacancies.**

If a vacancy occurs, the board may appoint a replacement from among the membership of the Montana Organic Association to fill the vacant position until the next board election. If an executive committee position is vacated, the board shall elect a replacement for the position from the remaining board members.

### **Section 9: Resignation, Termination and Absences.**

Resignations from the Board must be in writing and must be delivered to the Secretary. A Board member shall be dropped for excess absences from the board if she/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the Board. The affected board member shall abstain from voting on his/her removal.

### **Section 10: Conflicts of Interest.**

No employee or contractor of the Montana Organic Association may serve on the Board of Directors. Board members must disclose any conflicts of interest and excuse themselves from decisions in which they have a conflict of interest.

### **Section 11: Executive Director and staff.**

The Board may hire and annually evaluate an Executive Director and/or other staff. The Board, at its discretion, may terminate any staff person at any time with 30 days notice. The Board shall determine staff salaries and benefits and serve as an appeals board for staff grievances.

## **ARTICLE VI- COMMITTEES**

### **Section 1: Committees and Committee Chairs**

The Board may create committees as needed. Standing Committees shall include: Executive, Finance and Fundraising, and Nominations and Elections. The Board shall appoint all committee chairs. All committees, other than the Executive Committee, shall include at least one member not on the Board of Directors.

## **ARTICLE VI- COMMITTEES, *continued***

### **Section 2: Executive Committee**

The four officers serve as members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

### **Section 3: Finance and Fundraising Committee**

The Treasurer is chair of the Finance and Fundraising Committee, which includes three other Board members. The Finance and Fundraising Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Montana Organic Association are public information and shall be made available to the membership, Board members and the public. The Finance and Fundraising committee shall conduct or arrange for conduct of an annual audit of the financial records of the Montana Organic Association. The results of the annual audit shall be reported to the membership at the Annual Business Meeting as part of the Treasurer's report.

### **Section 4: Nominations and Elections Committee**

Whenever possible, the immediate past Chair of the Board of Directors shall serve as Chair of the Nominations and Elections committee. The Nominations and Elections committee shall determine the number of Directors to be elected at each annual business meeting and solicit Nominations from among the membership. The Nominations and Elections committee shall present at least one nominee for each Director position to be elected to the Board not less than 60 days prior to the annual business meeting. The Nominations and Elections committee shall conduct the election, with the Chair of the Nominations and Elections Committee presiding over the election at the annual business meeting.

## **ARTICLE VII- AMENDMENTS**

Amendments to the By-Laws may be proposed by a petition signed by at least 25% of the members of the Montana Organic Association. Amendments to the By-Laws may also be proposed by the Board of Directors. Any change to the By-Laws must be ratified by a three-fourths majority of the membership in attendance at the next Annual Business Meeting. Proposed By-Laws amendments must be submitted to the Secretary to be sent out with regular Board announcements. Changes to the By-Laws must be proposed no less than 90 days prior to the Annual Business Meeting and written notice of proposed By-Laws changes must be provided to all members at least 30 days prior to the meeting.

## **ARTICLE VIII- INDEMNIFICATION**

Each director, officer, employee or agent of the Montana Organic Association now or hereafter serving as such shall be indemnified by the Montana Organic Association against any and all claims and liabilities, including reasonable settlements to which they have or shall become subject by reason of serving or having served in such capacity, all by reason of any action alleged to have been taken, omitted, or neglected by them as such director, officer, employee or agent. The Montana Organic Association shall reimburse each person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any liability or expenses incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

Any questions as to the above rights and responsibilities shall be finally resolved by a majority of the board of directors not a party to the claim, or by a majority of the members. The corporation/association shall have power to purchase insurance covering such liability and expenses, whether or not it could have power to indemnify such director, officer, employee or agent under law, contract, or by this provision.

It is intended that reasonable advances may be made on such indemnity, and that the burden of proof of lack of entitlement be on any objector. If any part of these provisions shall be held ineffective, this shall not affect the balance, and in no case shall indemnification be less than provided or permitted to the full extent of the law.

These By-Laws were approved at a meeting of the acting board of directors of the Montana Organic Association on April 28, 2004.