

ORGANIC FARMERS ASSOCIATION

DRAFT BYLAWS

*The first elected Governing Council of Organic Farmers Association will review, edit, and ratify the organizational Bylaws.
These draft bylaws were written, vetted, and edited by the steering committee in June 2017.*

Section 1: Governing Council

General Powers: As steward of the public trust, the Governing Council (“the Council”) shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the corporation. The Council shall have the power to govern the affairs and property of the organization, in keeping with established policies that define the Council’s scope of authority and limitations.

1.1 Number of Council Members: The Council shall consist of at least 13 and no more than 19 members, as determined from time to time by the Council. All Council Members shall have identical rights and responsibilities, except that only farmer members have the right to vote.

1.2 Tenure: Council Members shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of two (2) Annual Meetings. Council Members shall take office immediately following the close of the Annual Meeting at which they are elected. No elected Council Member shall serve more than three (3) consecutive two-year terms. Fulfilling an incomplete term is not considered part of the term limit. Council Members shall serve staggered terms to balance continuity with new perspective. *The one year or two-year terms to initiate staggered terms during OFA’s inception does not count towards term limits.*

1.3 Council Members: Members of the Governing Council shall adhere to all policies and procedures established by the Council.

1.4 Composition of the Governing Council: Council members shall be sought who reflect the qualifications and diversity determined by the Council in its policies. The Governing Council must be a hybrid of certified organic farmers and organic farming organizational representatives, with one seat designated for a representative of the Sponsor, ratified by a majority vote of the Council. It must be made of no less than two-thirds certified organic farmers and no more than one-third organic-farming organizational representatives. Council members must reflect the designated regions and balance diversity of the organic farming movement (types of products, farm size, farmland ownership, regions, cultures, gender, race and ethnicity) such that the full organic farming movement is clearly represented, without any one segment dominating all others.

1.5 Nomination and Election:

The Nominations Committee shall request nominations for open Governing Council seats to the full OFA membership at least 120 days prior to the Annual Meeting. The Nominations Committee will recommend candidates for each open seat to the Governing Council that maintains the diversity of the organic farming movement (types of products, farm size, farmland ownership, designated regions, cultures, gender, race and ethnicity) such that the full organic farming movement is clearly represented, without any one segment dominating all others. The Governing Council will vote to approve the slate of the nominated candidates at least 60 days prior to the vote/Annual Meeting. The Council candidates will be presented in an electronic ballot to all OFA farm and organization members at least 60 days before the Annual Meeting. Following the presentation of the Council candidates, a member can also be nominated by petition to represent their region; candidates with 10 petition signatures of current OFA voting members may be added to the electronic ballot. Each farm member gets one vote. Two farmer-members and one organizational member shall be

elected by the qualified voters from each of the six regions. The newly elected Council members shall take office immediately following the vote.

1.6 Vacancies: Any vacancy occurring in the Governing Council and any position to be filled by reason of an increase in the number of Council Members may be filled, upon recommendation of a qualified candidate by the Nominations Committee, by the affirmative vote of the majority of the Council. A Council Member elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

1.7 Resignation: A Council Member may resign at any time by filing a written resignation with the Chair of the Council.

1.8 Removal: The Council may remove any Officer or Council Member for cause by two-thirds (2/3) vote of Farmer Council Members then in office, at any regular or special meeting of the Council, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Council Member proposed for removal at least thirty (30) days before any final action is taken by the Council. This statement shall be accompanied by a notice of the time when, and the place where, the Council is to take action on the removal. The Officer or Council Member shall be given an opportunity to be heard and the matter considered by the Council at the time and place mentioned in the notice.

Section 2: Officers of the Governing Council

2.1 Positions: There shall be five (5) elected officers of the Governing Council including no less than three (3) certified organic farmers and at least one (1) but not more than two (2) organization representatives: Chair, Vice-Chair, Secretary, Treasurer, Member. The roles and qualifications of these Officers shall be determined by the Council in its policies. Only Farmer Members can serve in the role of Chair and Vice-Chair.

2.2 Nomination and Election: Officers shall be drawn from among the members of the Governing Council. The Governing Council will elect its Officers no later than the first regular Council meeting following the Annual Meeting of the Council. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be one year.

2.3 Tenure: The term for each Officer shall be the one-year period commencing with the date of the Annual Meeting of the Governing Council. No single individual may be elected for more than four (4) consecutive one-year terms in any single office.

2.4 Immediate Past Chair: In the event that the Officer or Council term limit of the individual who is Immediate Past Chair shall have expired, the Governing Council shall have the authority to retain this individual on the Council, in the position of Immediate Past Chair for no longer than one (1) consecutive term.

2.5 Chair Succession: In cases of temporary absence, the succession shall be Vice Chair, Treasurer, and then Secretary. In the event that the elected Chair is unable to fulfill his/her term, the Vice Chair shall become Chair. The Council, at their next regular Council meeting, will fill the vacancy. The Vice Chair position shall not automatically succeed to the Chair in the next election.

Section 3: Meetings of the Governing Council

3.1 Regular and Annual Meeting: The Council shall meet at least four (4) times per year, one of which shall be the Annual Meeting, held by the end of the first quarter of the fiscal year. Notice shall be given to each Council Member at least fifteen (15) days prior to the date of every regular meeting of the Council. Stipulation of the annual Council calendar shall fulfill the requirement for notice, to which members shall have access.

3.2 Special Meetings: Special meetings of the Governing Council may be called by the Chair or by a majority of the Council filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting.

3.3 Quorum: One-half plus one of the Farmer Council Members then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Governing Council, except where otherwise required by this policy.

3.4 Meeting Format: The Council shall select its own meeting format in any method allowed by the laws of the State of Pennsylvania. Any such meeting, whether regular or special, shall constitute a meeting of the Governing Council and shall subscribe to the policies, procedures, and rules adopted by the Council.

3.5 Meeting Notice: Notice of all regular and special meetings of the Council, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Council Members prior to the meeting. Any Council Member may waive notice of any meeting. The attendance of a Council Member at any meeting also shall constitute a waiver of notice of such meeting, except where a Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6 Action: Any action required by the Governing Council may be taken without a meeting, if all Council Members receive notice of said proposed action in writing or by electronic transmission, and a majority of Council Members consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Council and maintained in the official files. The quorum requirement for any such action shall be the same as defined above. Voting is by supermajority (60%) unless otherwise specified.

3.7 Proxy and Alternates: Voting by Council Members by proxies shall not be permitted. An absentee Council member may not designate an alternate to represent him or her at a Council meeting.

Section 4: Staff

The Governing Council shall have the discretion to recommend a chief staff person to the Sponsor, who shall be responsible for carrying out the work of the Organic Farmers Association in accordance with the policies established from time to time by the Governing Council. Association personnel decisions must be made jointly between the Governing Council and Sponsor.

Section 5: Committees

5.1 Establishment and Operation of Committees: The Governing Council shall establish such committees and task forces as advisable to assist with governance, without compromising the Council's authority and in keeping with the policies established by the Council.

5.2a Policy Committee: OFA maintains an elected Policy Committee made up of 12 voting certified organic farmer members (2 from each region) and six advisory organizational members (one from each region). The nominations and election of the Policy Committee shall take place annually. Nominees are solicited from the OFA membership and collected by a nominating committee appointed by Governing Council two months prior to the election and shall represent OFA diversity priorities, as reviewed and approved by the Governing Council. OFA farmer members elect members of the Policy Committee by direct vote. Policy Committee terms are for two years (for the first election half will be elected for a one-year term and may serve for three additional consecutive two-year terms) and Committee members may serve no more than three consecutive terms two year terms. Vacancies may be filled by the Governing Council, in consultation with nominating committee, for the full remainder of the two-year term. The chair and

vice chair of the Policy Committee will be farmer members and *ex-officio non-voting* members of the Governing Council. Two members of the Governing Council will serve as ex-officio members of the Policy Committee, if they are elected they will have voting rights, if two members of the Governing Council are not elected, they will be appointed as non-voting members.

5.2b Policy Committee Guidelines: OFA policies in the OFA policy platform will be clearly written and include the rationale behind the decision as per OFA policy position format. Members of OFA Policy Committee and Governing Council will publicly represent only those OFA positions that have been through the OFA annual or urgent policy development process. Members of OFA Policy Committee have the right to speak in their own names on any issue of their choosing. If their personal opinion differs from that of an OFA Policy, they should explain that they are members of OFA Policy Committee (in the interest of full disclosure), while clarifying that that they are not representing OFA's position—that their opinion is independent of OFA policy. When in doubt, they will consult with the Committee chair.

Section 6: Fiscal Year

The fiscal year of the organization shall align with that of the Fiscal Sponsor.

Section 7: Rules of Order

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Organic Farmers Association except where they may be in conflict with other policies adopted by the Governing Council.

Section 8: Indemnification

The Organic Farmers Association shall indemnify its Governing Council Members, Officers, employees, and volunteers to the fullest extent permitted by the law of the State of Pennsylvania.

Section 9: Amendments

Bylaws may be amended by a two-thirds (2/3) vote of ballots cast at the Annual Meeting or by electronic or paper ballot, with a minimum of 50% participation of eligible voting-members. Notice of proposed amendments, together with a copy thereof, shall be distributed to Members at least thirty (30) days prior to the Annual Meeting at which the amendment(s) is to be considered.

Section 10: Dissolution

In the event of the dissolution of the Organic Farmers Association, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c organization, selected by the Governing Council, and reflective of the Organic Farmers Association's mission.