

ORGANIC FARMERS ASSOCIATION BYLAWS

ARTICLE I — NAME, STATUS, AND PURPOSE

Section 1: Name and Status

The Organic Farmers Association (“OFA”) is a nonprofit corporation governed by the Governing Council (“Council”). . The principal office of the corporation will be located in Spirit Lake, Iowa.. OFA may also have offices at such other places inside or outside Iowa as the Council may from time to time determine or the business of OFA may require.

Section 2: Mission and Purpose

2.1 Mission: OFA provides a strong and unified national voice for domestic certified organic producers.

2.2 Purpose: OFA builds and supports a farmer-led national organic farmer movement and national policy platform by:

- developing and advocating policies that benefit organic¹ farmers;
- strengthening and supporting the capacity of organic farmers and farm organizations;
- supporting collaboration and leadership among state, regional and national organic farmers organizations; and
- welcoming support and cooperation with like-minded individuals and organizations.

ARTICLE II — MEMBERSHIP

Section 1: Types of Members

There shall be at least three types of membership as determined from time to time by the Council:

1. Farm Member, those who farm in the United States of America² and whose farm is certified organic according to USDA standards;
2. Organization Member, an organization active in and committed to supporting certified organic farmers, farming and food; and
3. Supporter Member, all others who wish to support the cause of the Organic Farmers Association.

Section 2: Voting Rights

Only certified organic farmer members located in the United States are eligible to vote. Our policy is “One Farm, One Vote.” Each farm membership, as determined by a unique NOP ID number for crops, livestock, or wild crops, will receive one ballot sent to the primary farm member contact.

¹ OFA acknowledges that across the country different terms are used within the agricultural community. When OFA uses the term “organic farmers,” it includes certified organic farmers and ranchers as well as organic producers exempt from certification (grossing under \$5,000 annually).

² United States of America or United States, as used in these bylaws, includes all U.S. states, territories, and possessions.

Section 3: Right of Refusal and Retraction

The Governing Council has the right to refuse or retract membership in accordance with OFA procedures.

ARTICLE III — GOVERNING COUNCIL

Section 1: Governing Council

General Powers: As steward of the public trust, the Council shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of OFA. Council Members shall agree to abide by the OFA Code of Conduct.

The Council shall have the power to set membership types, membership criteria and dues and govern the affairs and property of the OFA, in keeping with established policies and agreements 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. 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 at the Annual Meeting held after 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 term to initiate staggered terms during OFA's inception does not count towards term limits.

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

1.4 Composition of the Council: Council members shall be sought who reflect the qualifications and diversity determined by the Council in its policies. The Council must be a hybrid of certified organic farmers and staff or board members from non-profit organic farming organizations who serve certified organic farmers as all or a significant portion of their stakeholders. Each of the regions (described in 1.5) will be represented by two certified organic farmers and one organic-farming organizational representative. Council members must equally 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. All Council members must be OFA farmer members or representatives of OFA organization members in good standing. If the status of a Council member changes (loss of farm, loss of organic certification, leave organization, etc.) they may complete their current term with a majority vote of the Council.

1.5 Regions: In order to maintain diversity and ensure one region cannot dominate over another, the country shall be divided into regions made up of states or geographical regional groupings of states. Each region shall, as closely as possible, consist of a similar number of total certified organic farmers (according to USDA figures). The Council shall review and realign regional boundaries as they deem necessary according to these guidelines. Membership shall be notified of any realignment of regional boundaries. Any change in the regional boundaries shall become effective immediately. Current elected council or committee members affected by the change shall serve in their current seat until the next annual election.

1.6 Nomination and Election: The nomination and election process shall take place annually ahead of the Annual Meeting according to OFA policies and procedures.

1.7 Vacancies: Any vacancy occurring in the Council, can be filled temporarily upon recommendation of a qualified candidate by a member of the Council, by the affirmative vote of the majority of the Council. A Council Member elected to fill the vacancy shall immediately join the Council but must stand for election in the next annual election of the Council to fill the unexpired term of their predecessor in office.

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

1.9 Removal: The Council may remove any Officer or Council Member with cause by 60% 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 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: President, Vice President, Secretary, Treasurer, Member-at-Large. 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 President and Vice President.

2.2 Nomination and Election: Officers shall be drawn from among the members of the Council. The Council will elect its Officers at the Annual Meeting of the Council. The newly elected Officers shall take office immediately following their election.

2.3 Tenure: The term for each Officer shall be the approximately one-year period from the election of officers at one annual meeting to the election of officers at the next annual meeting. No single individual may be elected for more than four (4) consecutive one-year terms in any single office.

2.4 Immediate Past President: In the event that the Council term limit of the individual who is

Immediate Past President shall have expired, the Governing Council shall have the authority to retain this individual on the Council as a nonvoting member, in the position of Immediate Past President for no longer than one (1) year.

2.5 President Succession: In cases of temporary absence, the succession shall be President, Vice President, Treasurer, Secretary, and then Member-at-Large. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President. The Council, at their next regular Council meeting, will fill the vacancy of the President or any other office, which has become vacant. The Vice President position shall not automatically succeed to the President in the next election.

Section 3: Meetings of the 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. Notice shall be given to each Council Member at least fifteen (15) days prior to the date of every regular meeting of the Council except for the annual meeting where the notice must be made at least 30 days in advance to the entire membership. 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 President or by a majority of the Council filing a written request for such a meeting with the President 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: A majority of the voting Council Members (farmer members) then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Council, except where otherwise required by this policy.

3.4 Meeting Format: The Council shall select its own meeting format. 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.

3.6 Action: Any action required or taken by the Council may be taken without a meeting, if all Council Members receive notice of said proposed action in writing or by electronic transmission, and 60% of Council Members or more 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 action in any meeting of the Council 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.

ARTICLE IV— COMMITTEES

Section 1: Establishment and Operation of Committees

The 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. Committee members shall agree to abide by the OFA Code of Conduct.

Section 2: Executive Committee

OFA maintains an Executive Committee made up of the five officers. The Executive Committee may meet outside of scheduled Council meetings. They do not have the power to make decisions on behalf of the Council unless specifically authorized by the Council. All minutes of the Executive Committee meetings will be shared with the Council ahead of the next scheduled Council meeting.

Section 3: Policy Committee

OFA maintains an elected Policy Committee made up of at least 12 and no more than 18 members. Both certified organic farmers and staff or board members from non-profit organic farming organizations who serve certified organic farmers as all or a significant portion of their stakeholders shall make up the committee with farmers maintaining at least a two-thirds ($\frac{2}{3}$) majority of the committee. All Committee Members shall have identical rights and responsibilities, except that only farmer members have the right to vote. All Policy Committee members must be active members or representatives of members in good standing of Organic Farmers Association.

3.1. Terms: 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 Policy Committee members may serve no more than three consecutive two-year terms.

3.2. Vacancies: Vacancies may be filled by the Council until the next election when, if there is at least one year remaining someone will be elected to fill that seat for the remainder of the term.

3.3. Officers and Ex-Officio Non-Voting Members: The Chair and Vice Chair of the Policy Committee will be farmer members, elected by the policy committee at the first meeting after the annual election and they will serve for one year. These two officers shall be *ex-officio non-voting* members of the Council. These two elected officers of the policy committee cannot serve for more than 4 consecutive terms in their office. The Chair shall appoint a willing Policy Committee member or, if possible, a staff person to serve as the official Secretary. Two members of the Council will serve as ex-officio members of the Policy Committee. If they are elected to the Policy Committee, they will have voting rights. If two members of the Council are not elected, they will be appointed as nonvoting members to the Policy Committee.

3.4. Nominations and Election: The nominations and election of the Policy Committee shall take

place annually following the same process as Council nominations. Timing for the nominations and elections will be set by the Council. The ballot with the final slate of candidates must first be approved by the Council before it is sent to the membership.

3.5 Policy Committee Guidelines: The Policy Committee shall meet at least quarterly. The Policy Committee shall recommend any needed changes in the policy development procedure to the Council for their approval.

ARTICLE V—DIRECTOR AND STAFF

Section 1: Director

The Council shall appoint a chief staff person (“Executive Director”) who shall be responsible for carrying out the work of the Organic Farmers Association in accordance with the policies established by the Council.

The Executive Director has day-to-day responsibilities for OFA, including carrying out OFA’s goals and policies. The Executive Director will attend all Council meetings, report on the progress of the organization, answer questions of the Council members and carry out the duties described in the job description. The Council can designate other duties as necessary.

Section 2: Staff & Contractors

The Executive Director shall hire other staff or contractors to fulfill the mission of OFA. They will work under the direction of the OFA Executive Director.

ARTICLE VI— FISCAL YEAR

Section 1: Fiscal Year

The fiscal year of OFA shall align with the calendar year.

ARTICLE VII—RULES OF ORDER

Section 1: 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 OFA except where they may conflict with other policies adopted by the Council.

ARTICLE VIII—INDEMNIFICATION

Section 1: Indemnification

OFA shall indemnify its Council Members, Committee Members, Officers, employees, contractors and volunteers to the fullest extent permitted by law.

ARTICLE IX— AMENDMENTS

Section 1: Amendments

Bylaws may be amended by a vote of the OFA voting farm members at the Annual Meeting. For a Bylaws amendment to pass, it must have 60% of the popular national vote *and* 60% popular support in at least two-thirds of the regions. Notice of proposed amendments, together with a copy thereof and the rationale for their adoption, shall be distributed to Members at least thirty (30) days prior to the Annual Meeting at which the amendment(s) is to be considered so that members may vote.

ARTICLE X— DISSOLUTION

Section 1: Dissolution

In the event of the dissolution of the OFA, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an organization exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law that is reflective of the OFA mission. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, individual member, employee, or donor of the organization.

ARTICLE XI—BOOKS AND RECORDS

OFA shall keep complete books and records of account and minutes of the proceedings of the Council.

ARTICLE XII—CONFLICTS OF INTEREST

Section 1: Purpose

Members of the Council, Committees, staff and independent contractors, owe a fiduciary duty of loyalty to OFA. This duty requires them to avoid conflicts of interest and to act at all times in the best interests of OFA. The purpose of the conflict of interest policy (set forth below) is to help inform the Council, Committees, staff and independent contractors about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

Section 2: Policy

This policy applies to individuals serving on the Council and other Committee members as described below:

- a) Council and other Committee members have a fiduciary duty to conduct themselves without conflict to the interests of OFA. In their capacity as Council or Policy Committee members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of OFA.

- b) A conflict of interest is conduct, a transaction or relationship that presents or might present a conflict with a Council or other Committee member’s obligations owed to OFA and the Council or other Committee member’s personal, professional, business or other interests, whether by the individual member or by that member’s immediate family or any person acting on his or her behalf.
- c) All conflicts of interest are not necessarily prohibited or harmful to OFA. However, full disclosure of all actual and potential conflicts and a determination (as defined in subsection d) by the disinterested Council or other Committee (or Executive Committee) members—with the interested Council/Policy Committee member(s) recused from participating in debates and voting on the matter—are required.
- d) All actual and potential conflicts of interests shall be disclosed by Council and Committee members to the Executive Committee and through the annual disclosure form and/or verbally or in writing to the Council President whenever a potential conflict arises. Disinterested members of the Council Executive Committee and Policy Committee Chair shall make a determination as to whether a “Confirmed Conflict”³ exists and what subsequent action is appropriate (if any). The Executive Committee shall inform the Council of such determination and action. The Council shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
- e) On an annual basis, all Council and Committee members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the Executive Committee, as well as all other conflict information, if any, provided by Council or Committee members.

CERTIFICATION

These bylaws were approved at a meeting of the Council by a supermajority (60%) vote on Thursday, April 12, 2018. The Bylaws were amended on July 16, 2020 by a vote of the OFA voting farm members at the Annual Meeting as described in ARTICLE IX.



Secretary

R. Renee Hunt

7/16/2020

Date

³ “Confirmed Conflict” is a conflict that has been confirmed by the parties described in ARTICLE XII Section 2(d).

Inaugural Governing Council (4/12/2018):

CALIFORNIA

Farmer Representatives:

Judith Redmond, Full Belly Farm, Guinda, CA

Steve Beck, Kings River Produce, Inc., Hanford, CA

Organization Representative:

California Certified Organic Farmers (CCOF): Phil LaRocca, Board Chair, Santa Cruz, CA

MIDWEST REGION

Farmer Representatives:

Dave Bishop, PrairiErth Farm, Atlanta, IL

Joannee DeBruhl, Stone Coop Farm, Brighton, MI

Organization Representative:

Ohio Ecological Food and Farm Association (OEFFA): Renee Hunt, Program Director, Columbus, OH

NORTH CENTRAL REGION

Farmer Representatives:

Jim Riddle, Blue Fruit Farm, Winona, MN

Harriet Behar, Sweet Springs Farm, Gays Mills, WI

Organization Representative:

Organic Farmers Agency for Relationship Marketing (OFARM): John Bobbe, Executive Director, Scandinavia, WI

WESTERN REGION

Farmer Representatives:

Nathaniel Powell-Palm, Cold Springs Organics, Bozeman, MT

Jessica Gigot, Harmony Fields, Bow, WA

Organization Representative:

Montana Organic Association (MOA): Becky Weed, Board of Directors, MT

SOUTHERN REGION

Farmer Representatives:

Jennifer Taylor, Lola's Organic Farm, Glenwood, GA

Loretta Adderson, Adderson's Fresh Produce, Hephzibah, GA

Organization Representative:

Rural Advancement Foundation International (RAFI-USA): Michael Sligh, Program Director, Pittsboro, NC

NORTHEAST REGION

Farmer Representatives:

David Colson, New Leaf Farm, Durham, ME

Maryrose Livingston, Northland Sheep Dairy, NY

Organization Representative:

Northeast Organic Farming Association of Vermont (NOFA-VT): Maddie Monty Kempner, Membership & Advocacy Coordinator, Richmond, VT

SPONSOR SEAT:

Rodale Institute: Jeff Tkatch