

BYLAWS OF THE ASSOCIATION

As approved at MOFGA's Membership Meeting – 11/03/19

ARTICLE I

NAME

1.1 *Name.* The name of the organization shall be the Maine Organic Farmers and Gardeners Association (hereinafter "MOFGA" or "Association" or "Maine Organic Farmers and Gardeners Association").

ARTICLE II

PURPOSE

2.1 *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

3.1 *Membership Classes.* Any person, family unit, or organization may be a member of the Association. Membership shall not be denied on the basis of race, color, religion, creed, sex, sexual orientation, gender identity, age, national origin or ancestry, political affiliation, marital status, criminal record, physical disability, mental disorder, veteran status, 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 by MOFGA.

3.2 *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. Members must be present to vote, except as may be otherwise allowed herein.
- 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.

3.3 *Dues.* The annual dues 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.

3.4 *Meetings.* The regular meeting of members shall be scheduled annually (hereinafter “Annual Meeting”), 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.

3.5 *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; sending notice electronically, or by reasonably comparable means, to a member who has clearly elected to receive such notices electronically, or by such reasonably comparable means, instead of in paper form; 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.

3.6 *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, in person or remotely by such reasonably suitable means as the Board of Directors shall from time to time establish, and if attendance subsequently falls below that number, only those items on the publicized agenda may be acted upon.

ARTICLE IV **BOARD OF DIRECTORS**

4.1 *Authority.* The business and property of the Association shall be managed and controlled by a Board of Directors. The Board shall have the power to hire and fire an Executive Director and all powers allowed by law. The Board shall establish a budget annually. The Board shall establish the Association’s mission statement, set the Association goals and policies, assure development of strategic plan, set priorities, adopt resolutions, and review programs in support of furthering the mission of the Association.

4.2 *Nomination.* Any member in good standing, or any person willing and able to become a member in good standing before being elected to the Board of Directors, may be nominated to serve on the Board. Nominations may come from any member, staff member, or by self-nomination. Nomination shall be made to the Governance Committee by three weeks before the second to last regular Board Meeting before the regular Annual Meeting. From the nominations, the Governance Committee shall select a slate of candidates that represent a broad set of skills, experiences, and perspectives.

4.3 *Election.* With consent of the Board of Directors, the Governance Committee shall provide to the membership a slate of candidates for election. The membership may vote electronically or remotely, by such reasonable means as the Board of Directors shall establish, beginning no less than four weeks before and lasting up until seven days before the regular Annual Meeting

of the membership. Members who have not voted prior to the regular Annual Meeting shall be able to vote on the slate of candidates at the regular Annual Meeting of the membership. Once elected by a majority vote of membership, candidates shall serve as voting Directors of the Board.

4.4 Composition; Terms. The Board of Directors shall have a minimum of 15 and a maximum of 23 at-large Directors who shall serve for staggered terms of three years or until due election or appointment of successors. Directors may serve three consecutive full terms, or three terms—whether consecutive or nonconsecutive terms or full or partial terms—in eleven years, after which such person may not serve on the Board for at least three years.

4.5 Qualifications. The Directors of the Board 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.

4.6 Voting. Each Director of the Board shall have one vote in deciding business matters. A Director may delegate to another Director in writing, including in electronic form that can be reasonably determined to be authentic, that Director's position and voting right for a given meeting. Proxy designations shall be deemed to grant full power to vote and act for the representative unless otherwise limited in the delegation.

4.7 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 five Directors of the Board. Directors may attend meetings remotely by such reasonably suitable means as the Board of Directors shall from time to time establish.

4.8 Quorum. A majority of the Board of Directors shall constitute a quorum. Except as provided otherwise by these bylaws, a majority vote of the Directors in attendance, in- person or remotely, at any duly constituted meeting shall, in the presence of a quorum, decide its action.

4.9 Removal. Grounds for removing a Director include, but are not limited to, failure to attend three consecutive meetings without prior notification to the Board. A Director may be removed only by a vote of at least 2/3 of the full Board. A Director removed from the Board is not eligible to refill a vacancy for at least the remainder of the calendar year.

4.10 Vacancy. In the case of a vacancy on the Board occurring because a Director resigns, is removed, or is otherwise unable to continue to serve as a Director, the remaining Directors may elect a successor for the conclusion of the term during which the vacancy occurs.

4.11 Board Committees. All Board Committees shall be comprised of Directors and may include staff as non-voting Committee Members. Unless otherwise specified herein, Directors may

volunteer or be nominated to serve on a Board Committee and shall serve after being confirmed by a majority of the Board. Meetings shall be held at least once in every month that the full Board of Directors does not meet, or as needed. Four members shall constitute a quorum, unless otherwise established by the Board. There shall be the following standing Board Committees:

- a. Executive Committee. The Executive Committee shall consist only of the President, Vice-President, Secretary, Treasurer, three additional Directors who are nominated and confirmed pursuant to Section 4.11, and such staff as the Board may determine. The Executive Committee is authorized to exercise the full authority of the Board, to the extent allowed by law and these bylaws, and to perform any other functions enumerated herein or reasonably necessary to carry out its responsibilities, to the extent of the law. The Executive Committee shall have the authority to act for the Association in all matters, except it may not, without prior Board approval at a Board meeting, expend an unbudgeted amount in excess of three percent of the total budget of the Association. The Executive Committee must report any unbudgeted expenditures to the Board at its next regular meeting. The Executive Committee shall conduct a Board self-review at least every three years.
- b. Governance Committee. The Governance Committee shall consist only of Directors and such staff as the Board may determine. The Governance Committee shall: review annually the relationships between Directors, MOFGA, and its management to ensure that Directors maintain a disinterested association; oversee the orientation of new Directors; review the size and composition of the Board and its Committees to ensure they reflect the appropriate independence and balance and have the necessary skills and diversity to function effectively; periodically review the effectiveness of and recommend changes to MOFGA's Committee structures and organizing documents; and perform any other functions enumerated herein or reasonably necessary to carry out its responsibilities.
- c. Finance Committee. The Finance Committee shall consist of Directors, and may consist of such staff as the Board may determine and members in good standing. The Finance Committee shall, in consultation with the chief financial officer or equivalent position (if any) and Executive Director, prepare and present an annual budget for the Association, analyze the Association's financial condition, and perform any other functions enumerated herein or reasonably necessary to carry out its responsibilities.
- d. Fundraising Committee. The Fundraising Committee shall consist of Directors, and may consist of such staff as the Board may determine and members in good standing. The Fundraising Committee shall, in consultation with the Director of Development and the Executive Director, help ensure the fiscal health of MOFGA and perform any other functions enumerated herein or reasonably necessary to carry out its responsibilities.

4.12 *Ad Hoc Committees*. The President, with consent of the Board, may establish or disband Ad Hoc Committees from time to time. An Ad Hoc Committee must contain at least one Director. Directors, staff, or any member in good standing may volunteer or be nominated to serve on an Ad Hoc Committee and shall serve after being confirmed by a majority vote of the Board.

ARTICLE V **OFFICERS**

5.1 *Designated Officers*. The Board shall have the following Officers and such other Officers as the Board may from time to time create:

- a. **President**. The President shall be the presiding officer of the Association and Board of Directors. The President shall preside at all meetings of 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. The President shall perform all other duties enumerated herein or reasonably necessary to carry out the President's responsibilities.
- b. **Vice-President**. The Vice President shall assist the President in the conduct of the President's duties and shall assume the role of the President whenever requested to do so by the President. The Vice-President shall perform all other duties enumerated herein or reasonably necessary to carry out the Vice-President's responsibilities.
- c. **Treasurer**. Unless the Board designates the following responsibilities to a chief financial officer or equivalent position at the Association or determines that the Treasurer shall work in concert with or oversee such position, the Treasurer shall have general responsibility for financial matters of the Association and shall report the financial condition of the Association at the Annual Meeting and Board of Directors meetings and shall chair the Finance Committee. The Treasurer shall perform all other duties enumerated herein or reasonably necessary to carry out the Treasurer's responsibilities.
- d. **Secretary**. The Secretary shall keep minutes of the meetings of members, the Board of Directors, and the Executive Committee. The Secretary shall ensure such minutes are made reasonably available. For minutes of Board meetings and Executive Committee meetings, the Secretary shall distribute for approval such unapproved minutes to the Board prior to the next Board meeting. Once the Board approves such minutes, the Secretary shall forward such minutes to the Executive Director. The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall perform all other duties enumerated herein or reasonably necessary to carry out the Secretary's responsibilities.

5.2 *Nomination*. Any Director may be nominated to serve as an Officer. Nominations may come from any Director, including by self-nomination. Nomination shall be made to the Governance

Committee by three weeks before the second to last regular Board Meeting before the regular Annual Meeting. From the nominations, the Governance Committee shall prepare a slate of candidates.

5.3 *Election.* With consent of the Board of Directors, the Governance Committee shall provide to the membership the slate of candidates for election as Officers. The membership may vote electronically or remotely, by such reasonable means as the Board of Directors shall establish, beginning no less than four weeks before and lasting up until the week before the regular Annual Meeting of the membership. Members who have not voted prior to the regular Annual Meeting shall be able to vote on the slate of candidates at the regular Annual Meeting of the membership. Once elected by a majority of the membership, candidates shall serve as Officers through the next Annual Meeting. No person shall serve as President for more than two consecutive full one-year terms. Such person may serve again as President after a one-year absence from the office of President. For all other Officers, no person shall hold the same office for more than four consecutive one-year terms, except as the Board may otherwise allow. Such person may serve again as the same officer after a one-year absence from that office.

5.4 *Vacancy.* In the case of a vacancy in an office, the Board of Directors shall elect a successor to serve out the remainder of the term of such office.

ARTICLE VI

PROGRAM COMMITTEES

6.1 *Purpose.* The role of a MOFGA Program Committee is to help the Association, through MOFGA staff, carry out its mission and promote MOFGA policies and guidelines established by the membership and the Board.

6.2 *Formation; Membership; Dissolution.* Staff may create Program Committees to carry out specific functions related to the Association. Each Program Committee shall have a staff liaison. Committee members must be staff or members in good standing of the Association. Any member in good standing may attend any Program Committee meeting. Program Committees may be dissolved only by a 2/3 vote of the Board.

6.3 *Process.* Each Program Committee shall provide a written report at each meeting of the Board of Directors.

6.4 *Committees.* Any MOFGA Committee, which is not a Board Committee or designated by the Board as some other Committee or group, in existence at the time these bylaws are approved, shall henceforth be a Program Committee and function as such pursuant to this Article VI.

ARTICLE VII

CHAPTERS

7.1 *Definition.* A Chapter is a geographically based group of individual persons—who are encouraged to be members of the Association—formed to help carry out and further the Association’s mission.

7.2 *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.

7.3 *New Local Chapters.* Any member may request that the Board of Directors recognize a new Chapter to serve a member’s local area.

7.4 *Economic Sector Chapters.* Any group of Association 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.

7.5 *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 Board meeting.

7.6 *Review of Chapter Status.* Annually, each Chapter shall submit information on numbers of members and frequency of meetings to the Board. Any Director of the Board may recommend that the Executive Committee investigate the status and activities of a local Chapter and make recommendations to the Board 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 vote of the Board.

ARTICLE VIII **RELATED BUSINESSES**

8.1 *Subsidiary Organizations.* The Board, by a 2/3 vote, may create subsidiary organizations to perform functions related to the Association’s mission. The Board may create such organizations through formal, written agreements that include governance procedures and appointment of Directors.

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

ARTICLE IX
EMPLOYEES

9.1 *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 any action committing the Association to a proposed policy decision or action that is reasonably likely to affect the legal status or major strategic direction of the Association without first receiving approval by a majority vote of the Board of Directors. The Executive Director shall operate and maintain the office of the Association in accordance with an annual budget for office expenses.

9.2 *Staff.* The Executive Director shall have the power of, and be responsible for, hiring, firing, setting the salaries and wages (except for the salary or wage of the Executive Director), and supervising employees of the Association who are under the Executive Director's direct authority as described in a staffing chart created and from time to time amended by the Executive Director and in accordance with stated personnel policies. The Executive Director, and those staff to whom the Executive Director delegates such authority as needed, shall have the power to contract with individuals and entities for goods, services, and other needs of the Association.

ARTICLE X
CONFLICT OF INTEREST

10.1 *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, or 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
MISCELLANEOUS PROVISIONS

11.1 *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.

11.2 *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.

11.3 *Indemnity.* The Association shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys’ fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable belief that such person’s action was in the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person’s conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that that person’s action was in the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person’s conduct was unlawful.

To the extent that a Director, Officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by such person in connection therewith.

Any indemnification, unless ordered by a court or required by these bylaws, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in this Section 11.3.

Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the Director, Officer, employee, or agent may enforce the indemnification against the Association by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in this Section 11.3 upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount. If it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Section 11.3, such person need not repay the expenses incurred.

Nothing contained in these bylaws shall restrict the Association from having the power to indemnify to the full extent of the law.

11.4 *Severability*. If any provision of these bylaws or the application thereof to any person or circumstance shall be deemed invalid, illegal, or unenforceable to any extent, the remainder of these bylaws and the application thereof shall not be affected and shall be enforceable to the fullest extent permitted by law.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

12.1 Amendments. The Articles of Incorporation 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.