

**Bylaws of the
SUSTAINABLE FARMING ASSOCIATION OF MINNESOTA, Inc.**
Version 9/27/2010

This Instrument constitutes the Bylaws of the Sustainable Farming Association of Minnesota, Inc. adopted for the purpose of regulating and managing the internal affairs of the Corporation.

**ARTICLE I
RELATIONSHIP TO ARTICLES & STATE LAW**

Section 1.1 The Articles of Incorporation, these Bylaws and Minnesota Statutes, Chapter 317A shall govern the affairs of this Corporation. Items not covered by the Articles of Incorporation or the Bylaws are as stated in Minnesota Statutes, Chapter 317A. If there is a conflict among these sources of governance, Minnesota Statutes Chapter 317A has precedence over the Articles of Incorporation, and the Articles have precedence over these Bylaws.

**ARTICLE II
MEMBERS**

Section 2.1 This Corporation shall have no Members other than the duly elected Directors and persons who pay dues in association with Regional Committees.

Section 2.2 Any action or approval of the Members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this Corporation is a party, or by which this Corporation is bound, or by the provisions of any law, rule or regulation to which this Corporation is subject, requires only action or approval of the Board.

Throughout this document the term "Chapter" refers to both Regional Committees and incorporated regional committees.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1.1 The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of no less than three (3) natural persons. One (1) Director shall be elected by each Chapter duly affiliated with and currently in good standing with the Sustainable Farming Association of Minnesota. On a meeting by meeting basis, an alternate designated by a Chapter and receiving prior approval from the state board president, may serve in place of the elected Director.

Section 3.1.2 The Board of Directors may appoint at-large Directors who are members of Chapters. The number of such appointed Directors shall be less than the number of

Chapter elected Directors and shall not exceed four (4).

Section 3.2 Directors shall serve for a term of three (3) years and shall be so elected by the affiliated Chapter or appointed at-large so that approximately one-third (1/3) of the Directors are elected each year. Directors may be re-elected or re-appointed at-large to more than one term at the discretion of the Chapter or Board respectively. Directors agree to: (1) Faithfully attend regular state board meetings, (2) Serve faithfully and regularly on at least one SFA of Minnesota Board Committee, (3) make regular and accurate reports on state activities to their Chapter and (4) present and file reports of their Chapter activities at each and all SFA Board meetings. At large directors are not required to report to their Chapter or present Chapter activities.

Section 3.3 One half (1/2) of the Board of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.4 Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 3.5.1 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors, all Directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.5.2 A conference among Directors or committee members by any means of communication through which such persons may simultaneously hear or electronically communicate with each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 3.6 The Board of Directors shall have at least three meetings at such places and times as it shall establish by resolution. All Directors and all member Chapters shall be notified of the date, time and place of meetings. One of these quarterly meetings shall be designated as the State SFA annual meeting. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the

Board of Directors. All members of Sustainable Farming Association of Minnesota Chapters shall be eligible to attend any meeting of the Board of Directors, including the annual meeting.

Section 3.7 A Director may resign at any time by giving written notice of his or her resignation to the Corporation. The resignation is effective when received by the Corporation, unless a later date has been specified in the notice.

Section 3.8 A Director may be recommended for removal from office, with or without cause, by the affirmative vote of a super majority (2/3) of the Directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such Director is to be on the agenda for such meeting shall be given to each Director and to the affected Chapter. If the Board of Directors of this Organization votes to recommend the removal of the Director, the Chapter chair shall be contacted by the board of this Organization with the recommendation that the Director from that Chapter should be removed from office. The Chapter shall then be given the opportunity to resolve the issue and respond to this Organization. If the Chapter fails to remove said Director, and the state board disagrees with the Chapter's proposed resolution of this matter, the state board and the affected Chapter shall meet to resolve the situation. If the situation cannot be resolved, the board of this Organization can then vote by simple majority to remove the Director.

Section 3.9 In the event of the death, removal or resignation of a Director, the Chapter shall designate an alternate to fill the unexpired term. A new Director shall be elected by the affirmative vote of a majority of the members who are present at the next duly held meeting of the affected Chapter.

Section 3.10 Special meetings of the Board of Directors may be called at any time upon request of the President or any five (5) Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within five (5) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.11 The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the Corporation to the extent determined by the Board.

Section 3.12 The Board of Directors may hire personnel to carry on the activities of the Organization between meetings of the Board. Such personnel may be required to attend Board meetings.

Section 3.13 Whenever under the provisions of these Bylaws notice is required to be given to any Director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box, in a post-paid, sealed wrapper addressed to such Director or committee member at his or her last known address; or by prepaid telegram or telegraphic letter addressed to such Director similarly addressed, and such notice shall be deemed to have been given at the time when thus mailed or deposited in the telegraph office.

Section 3.14 Directors shall not be compensated for their duties as Directors, except that a Director may receive a salary for his or her services as an employee and a Director may receive compensation for services to this Corporation as an independent contractor and Directors may be reimbursed for expenses incurred on behalf of the Corporation so long as said expenses have been approved in advance of incurring the expense(s). No Director who performs services as an employee or as an independent contractor to this Organization shall vote on any issue relating to their compensation, nor shall they participate in discussions relating to contracting for their services or hiring them as employees except to describe their services and to answer such questions as other Directors may put to them. This shall normally be accomplished by having the Director(s) with the potential conflict of interest recuse themselves from the room where the relevant discussions are being held.

ARTICLE IV OFFICERS

Section 4.1 The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, appoint. All officers of the Corporation are also Directors of the Corporation.

Section 4.2 The duties of the officers of this Corporation shall be:

(a) **President:** The President shall be the chief executive officer of the Corporation and shall be responsible for the day to day operations of the Corporation. The President shall preside as Chair at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the Corporation. The President shall sign documents and instruments pertaining to the Corporation, along with the Secretary, keeping title of all property in the name of the Corporation. He or she shall also perform such duties as may be determined from time to time by the Board of Directors.

(b) **Vice President:** The Vice President shall perform such duties as may be determined from time to time by the Board of Directors. The first Vice President so designated shall be vested with all powers of and perform all duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

(c) **Secretary:** The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors. The Secretary shall sign along with the President, documents and instruments pertaining to the business of the Corporation. The Secretary shall also prepare and submit the annual registration required by the Minnesota Secretary of State. The Secretary shall, in his or her absence, cause another person to perform

the duties required at all Board and committee meetings.

(d) **Treasurer:** The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Corporation, and disbursing corporate funds as authorized. The Treasurer may delegate some or all of the duties specified in this section to another person as approved by the Board of Directors, however, the responsibility for the performance of all said duties shall remain with the Treasurer. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. Specifically, the Treasurer shall: (1) keep accurate financial records of the Corporation;(2) deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks or depositories designated by the Board; (3) accept or collect any grants, contributions, bequests or gifts, monetary or other than monetary whether restricted or unrestricted made to this Corporation only as authorized by the Corporation's Board of Directors; (4) endorse deposits for notes, checks and drafts received by the Corporation as ordered by the Board; (5) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; and (6) upon request, and at each regularly scheduled quarterly meeting of the Board, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the Corporation; (7) prepare an annual budget of estimated income, expense and capital expenditures, in consultation with the President and other designated persons, this budget to be approved by the Board of Directors; (8)prepare, or cause to be prepared, the annual Form 990 Informational Return and the Minnesota State Attorney General's charitable organization annual report and send them to each organization via certified mail, return receipt requested, on or before November 15 or extended due date, for the preceding fiscal year; (9) turn over to the audit committee of the Board of Directors all books and records for review.

ARTICLE V COMMITTEES

Section 5.1 Executive Committee: An Executive Committee, consisting of the Officers of the Corporation, shall have the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of the Directors, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors at the next regular meeting of the Board of Directors.

Section 5.2 Nominating Committee: A three (3) person nominating committee composed of members of the current Board of Directors shall nominate persons to occupy Officer positions annually, with additional nominations coming from the floor.

Officer vacancies which occur other than by the expiration of terms of board membership may be filled by election by the current Board of Directors. Officers so selected will serve until the next annual meeting of the Organization.

Section 5.3 Other Committees: The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 5.4 Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. Committees shall appoint a secretary to keep minutes of committee meetings. The committee secretary shall forward a copy of these minutes to the Secretary of this Corporation. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE VI
STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS**

Section 6.1 It is the responsibility of each officer and Director of this Corporation to discharge his or her duties as a Director in good faith, in a manner the person reasonably believes to be in the best interests of this Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2 The interests of any and all Directors in any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and an Organization in or of which one or more of this Corporation's Directors are Directors, officers or legal representatives or have a material financial interest, shall be fully disclosed to the board and to any committee having any interest in the contract or other transaction. The interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

Section 6.3 Further guidance on this topic may be derived from Minnesota Statutes 317A.255.

**ARTICLE VIII
CORPORATE CALENDAR**

The Corporation's year shall begin on July 1 of each year and shall conclude on June 30 of the following year.

**ARTICLE IX
INDEMNIFICATION**

To the full extent permitted by the Minnesota nonprofit Corporation act, (Minnesota Statutes Section 317A.521), as amended from time to time, or by other provisions of

law, each person who was or is a party to any suit or proceedings by reason of the fact that he or she is or was a Member, Director or Officer of the Corporation shall be indemnified by the Corporation. The indemnification provided by this Article shall inure to the benefit to the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE X

CORPORATE LINKAGE TO CHAPTERS OF SFA OF MINNESOTA

Section 10.1 Chapters of SFA of Minnesota shall fulfill all obligations of Chapters to remain in good standing as Chapters of the Sustainable Farming Association of Minnesota. In furtherance of this obligation, each Chapter of the Sustainable Farming Association of Minnesota shall agree to perform the following:

- 1) Elect one (1) Delegate to the Board of Directors of the Sustainable Farming Association of Minnesota.
- 2) Remit to the Sustainable Farming Association of Minnesota the Chapter's proportionate share of support as determined by the Board of Directors of the Sustainable Farming Association of Minnesota. Proportionate share shall be determined based on the membership of the respective Chapters.
- 3) Fulfill all commitments agreed to by the Chapter in relation to the Sustainable Farming Association of Minnesota and to the other Chapters of the Sustainable Farming Association of Minnesota.
- 4) Do all that is necessary and within its powers to promote sustainable agriculture within the Chapter's region within Minnesota and to aid other Chapters in promoting sustainable agriculture within their region and throughout the State of Minnesota.
- 5) Adopt and adapt the mission of the Chapter to that of the Sustainable Farming Association of Minnesota as that mission is currently stated and as it may be altered in the future.
- 6) Remove the words "Sustainable Farming" from the name of the Chapter should the Chapter lose its affiliation with Sustainable Farming Association of Minnesota.
- 7) Chapters must be chartered by the Board of Directors of this Association. To be chartered, the applicant Chapter must adopt the Chapter charter and apply for recognition by the Sustainable Farming Association of Minnesota.
- 8) A supermajority of two-thirds (2/3's) of the Board of Directors of the Sustainable Farming Association may revoke the charter of a Chapter.
- 9) A Chapter must remain in "good standing." To remain in good standing, each Chapter must abide in good faith with all of the provisions of these Bylaws, the Articles of Incorporation, and its charter, and its Director should attend every regularly scheduled meeting of the Board of Directors of this Corporation including all duties enumerated in Section 3.2. Failure of the Chapter Director to attend two consecutive state board meetings or failure to meet the requirements of Section 3.2 may result in communication with the Chapter that failure to send a Director to the next state board meeting or failure to meet the duties of Section 3.2 may result in suspension of the Chapter's rights and responsibilities and a subsequent review of the Chapter's status, which could result in revocation of the Chapter's charter.

Section 10.2 Regional Committees of the SFA of MN (Chapters that are not incorporated) must remain in good standing by performing the following in addition to the Chapter requirements enumerated earlier in this article:

Manage all finances through the SFA of MN Board Treasurer. This includes having the fee for the Cornerpost subscriptions automatically withdrawn from the particular Chapter's account. The SFA of MN Board Treasurer will keep accurate records of each Regional Committee's account and, except for the Cornerpost subscriptions, will ensure that monies received from a Regional Committee are available only to that particular Regional Committee.

Regional Committees will not have checking accounts.

At least annually, transmit all member information to the SFA of MN Board Secretary to enable one master membership list.

Section 10.3 Incorporated Chapters of the SFA of MN must remain in good standing by performing the following in addition to the Chapter requirements enumerated earlier in this article:

Conform to all state and federal filing and reporting requirements and provide proof of good standing with the relevant state and federal agencies at least annually to the SFA of MN Board Secretary.

At least annually, transmit all member information to the SFA of MN Board Secretary to enable one master membership list.

**ARTICLE XI
AMENDMENT OF BYLAWS**

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this Corporation by a two-third's (2/3) supermajority affirmative vote of all the Directors of this Corporation who are in good standing.

The undersigned, the Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted by a majority vote of the Board of Directors of the Corporation at a duly constituted meeting of the Board of Directors, held after proper notice, on April 20, 1999.

Amended by a supermajority vote of the Board of Directors of the Corporation at a duly constituted meeting of the Board of Directors, held after proper notice, on November 30, 1999.

Amended by a supermajority vote of the Board of Directors of the Corporation at a duly constituted meeting of the Board of Directors, held after proper notice, on February 17, 2006.

Amended by a supermajority vote of the Board of Directors of the Corporation at a duly constituted meeting of the Board of Directors, held after proper notice, on November 16, 2007.

Amended by a supermajority vote of the Board of Directors of the Corporation at a duly constituted meeting of the Board of Directors, held after proper notice, on November 14, 2008.

Amended by a supermajority vote of the Board of Directors of the Corporation at a duly constituted meeting of the Board of Directors, held after proper notice, on February 20, 2009.

Secretary, Sustainable Farming Association of Minnesota, Inc.