# Policies and Procedures

Approved by the Board of Directors of the Sustainable Farming Association of Minnesota

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SECTION 1
Priorities for the President
Approved by the Board, March 7, 2008

Policy: The priorities of the SFA President shall be:

1. Strategic Planning: Develop a plan for updating the strategic plan as needed, working with the Executive Director and other key resources. Resources: Existing strategic plan, executive director, Events & Youth Outreach Coordinator, Steering Committee, outside professional facilitator.
2. Committees:
   a. Assure the effective operation of committees
   b. Appoint chairs and members of all committees as soon as possible
   c. Give mandates and expectations to each committee
   d. Monitor the progress of all committees
   e. Require reporting at each board meeting from every committee
   f. Act as liaison between committees.
   Resources: Existing policy on the new committee structure passed in 2007, by-laws concerning committees, Steering Committee, present committee chairs
3. Policies and Procedures: Facilitate the completion and upkeep of a Policy and Procedure Manual. This was assigned to the Executive Committee on the recommendation of the Steering Committee and by a motion passed at a board meeting in 2007. Steering submitted an entire set of recommendations on this matter. Resources: Minutes from previous meetings, board secretary, Executive Committee, Steering Committee
4. Evaluations:
   a. Facilitate evaluation of the board of directors, which can be self-evaluation and/or outside evaluation.
   b. Facilitate evaluation of the Executive Director
   c. Oversee follow through of the evaluations.
   Resources: Executive Director, Steering Committee, Nomination, Recruitment and Succession Committee
5. Organizational Sustainability: Work toward assuring that SFA is financially and structurally sustainable. Resources: Finance and Fundraising Committee, Steering Committee, Executive Director, advisors and consultants.
SECTION 2

Liability/Event Insurance
Approved by the Board, July 13, 2007

**Policy:** The Sustainable Farming Association of Minnesota will carry liability insurance to cover the organization and events sponsored by the organization.
SECTION 3

Standing Committees

**Policy:** The Sustainable Farming Association of Minnesota will have standing committees including: Executive, Steering, and Fundraising. The President serves ex officio on every committee.

Adopted by the Board of Directors, October, 2015, replacing the previous policy from approved by the Board, April 20, 2007
SECTION 4

Staff, Officers and Directors Duties
Approved by the Board, April 20, 2007

Policy: The Sustainable Farming Association of Minnesota directors, officers and staff will have the duties and responsibilities described below and complementary to pertinent articles of the by-laws include:

PRESIDENT
1. Convene regularly scheduled Board meetings, and presiding or arranging for other members of the executive committee to preside at each meeting, in the following order: Vice President, Secretary and Treasurer;
2. Oversee Executive Committee meetings;
3. Serve as an ex-officio member of all committees;
4. Work in partnership with the Executive Director to make sure board resolutions are carried out;
5. Call special meetings if necessary;
6. Appoint all committee chairs and recommending who will serve on which committees;
7. Prepare the agenda for each board meeting with the assistance of the Executive Director. Agenda should be complete at least 10 days in advance of the meeting, at which time the President will send it to the Secretary for distribution;
8. Assure that new board members receive orientation by the Training and Orientation Committee;
9. Oversee searches for a new Executive Director;
10. Coordinate the Executive Director's annual performance evaluation;
11. Work with the appropriate committee to recruit new board members;
12. Act, along with the Executive Director, as a spokesperson for the organization;
13. Periodically consult with board members on their roles and helping them assess their performance;
14. Serve as the liaison between the board and the Executive Director.

VICE PRESIDENT
1. Chair committees on special subjects as designated by the board, and carrying out special assignments as requested by the board President;
2. Attend all board meetings;
3. Serve on the Executive Committee;
4. Understand the responsibilities of the board President and being able to perform these duties in the President’s absence;
5. Participate as a vital part of the board leadership.

SECRETARY
1. Keep records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements 30 days in advance of the meeting, sending copies of minutes and the agenda to each Board member 7 days in advance of the meeting, and assuring that corporate bylaws and records are accurately updated and maintained;
2. Attend all board meetings;
3. Serve on the executive committee;
4. Maintain all board records and ensuring their accuracy and safety;
SECTION 4 (cont.)

5. Assume responsibilities of the President in the absence of the board President, President-elect, and Vice President;
6. Provide notice of meetings of the board and/or of a committee when such notice is required.
7. Implement systematic reviews of policy that have been in effect for at least three years, bring these policies forward to the board for review;
8. Secretary shall prepare and submit annually a report on the status of the Chapter Charters.
9. From time to time, as needed and at the Executive Director's discretion, staff resources may be used to accomplish the responsibilities of the board secretary.

TREASURER
1. Make a report at each Board meeting;
2. Facilitate the formation and continuation of a Fundraising and Finance Committee and serving on that committee;
3. Assist the Executive Director in preparing an annual budget and presenting the budget to the board for approval;
4. Make financial information available to Board members and the public;
5. Maintain knowledge of the organization and personal commitment to its goals and objectives;
6. Understand financial accounting for nonprofit organizations;
7. Serve as financial officer of the organization;
8. Manage, with the Fundraising and Finance Committee, the board's review of and action related to the board's financial responsibilities;
9. Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis.
10. Assist the Secretary with the preparation and submission of the annual registration required by the Minnesota Secretary of State.

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS
1. Act as trustees on behalf of the members, the chapters, the organization’s funders, and, as a government chartered non-profit organization, on behalf of the government and taxpayers;
2. Those Directors who represent specific chapters and chapter organizing committees serve as a liaison between their chapter and the state organization;
3. Responsible for establishment and fulfillment of the Mission, including formation, oversight and implementation of a Strategic Plan to accomplish the Mission;
4. Responsible for the legal accountability of the organization;
5. Ensure financial solvency of the organization;
6. Hire a competent and effective Executive Director, and provide adequate supervision and support to that person;
7. Evaluate the performance of the Executive Director, (ref. Policy on Page 19) and determine compensation, and approve the hiring of additional staff;
8. Participate in self-evaluation and regular review of their own performance and composition to ensure constituent representation, board expertise and commitment;
9. Institute a fair system of policies and procedures for human resource management;
SECTION 4 (cont.)

10. Engender a culture of loyalty to the organization, its staff and other board members by keeping the inevitable disagreements impersonal, by practicing discretion, by accepting decisions made on a majority basis, and by promoting board unity, confidence and goodwill;
11. Attend and participate in the meetings and in ongoing duties between meetings, and support an effective committee structure that is appropriate to the mission and size of the organization and the board;
12. Effectively serve on committees as assigned, and assist with projects;
13. Carry out the responsibilities for management of the business and affairs of the corporation in accordance with Minnesota state law (Statute 317A), including the requirements for the specific functions of board president and treasurer;
14. Actively participate in the recruitment of new directors;
15. Observe appropriate communication channels, in which the board President acts as the liaison to the Executive Director and between the committees.
16. Directors who are Chapter Delegates are responsible for keeping their respective Chapter Charter current.

DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR
1. Oversee, with the Directors, the implementation of the Strategic Plan;
2. With the President, enable the Board to fulfill its governance function;
3. Give direction and leadership toward the achievement of the mission, strategy, goals and objectives;
4. Work with the Board to complete details of board meetings and periodic Executive Committee meetings, including the preparation of the agenda in collaboration with the President;
5. Report to the Board of Directors at each Board meeting;
6. Support the operations and administration of Board by advising and informing Board members, interfacing between Board and staff, and supporting the Board's evaluation of the Executive Director and other staff;
7. Oversee design, marketing, promotion, delivery and quality of programs, products and services;
8. With the Treasurer, recommend a yearly budget for Board approval and oversee the prudent management of the organization's resources within those budget guidelines, according to current laws and regulations;
9. Effectively manage the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations;
10. Assure that the organization and its mission, programs, products and services are consistently presented in a strong, positive image to the chapters, members and public;
11. With the Fundraising and Finance Committee and Treasurer, oversee fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administrating fundraising records and documentation;
12. Work with the Treasurer to complete requirements for annual filing of taxes and audit of financial statements;
13. Oversee grant administration, including oversight of work plans, invoicing and budgets;
14. Conduct outreach and communication with chapters, including attending chapter events and meetings;
SECTION 4 (cont.)

15. Work with the Events Committee to complete details of the annual meeting and conference, as well as other statewide events;
16. Work with Cornerpost editor and publisher to publish a quarterly newsletter,
17. Oversee the work of subcontractors and approving their work for payments;
18. Meet with statewide partners at strategic planning meetings and policy discussions;
20. Work with project directors to plan, coordinate and facilitate project objectives and deliverables;
21. Other duties as may be assigned from time to time by the board.

Amended February, 2014
SECTION 5

Director Recruitment, Orientation, and Training
Approved by the Board, April 25, 2014

Policy: The Sustainable Farming Association of Minnesota will implement ongoing director recruitment, orientation, and training including:
1. Required active participation by existing officers, directors and staff in recruiting;
2. Required proper orientation and training of new directors, conducted by the Executive Director, before first board meeting attendance if possible;
3. Development and maintenance of an Orientation and Training Presentation;
4. New directors are eligible to vote only after completion of the Orientation and Training Presentation.

Previous Version:
Approved by the Board, April 20, 2007
Policy: The Sustainable Farming Association of Minnesota will implement ongoing director recruitment, orientation, and training including:
1. Required active participation by existing officers, directors and staff in recruiting;
2. Required proper orientation and training of new directors before first board meeting attendance;
3. Development and maintenance of an “Orientation and Training Packet;”
4. New directors eligible to vote only after completion of training and return of signed “Agreement Letter” which affirms their understanding of and agreement to uphold the by-laws and their duties as director under the by-laws and the position description.
5. Required completion of training and signing of “Agreement Letter” by existing directors.
SECTION 6

Executive Committee Authority to Approve Grant Applications
Approved by the Board, April 23, 2004

**Policy:** The Executive Committee has the authority to approve grant applications when the deadlines make it impossible to deal with them at regularly scheduled board meetings.
SECTION 7

Chapters with Bank Accounts, Financial Reporting
Approved by the Board, February 21, 2003

Policy: Chapters that have active bank accounts and are using the state tax ID number must submit quarterly financial reports by the 10th of the month following the last day of the quarter. If these chapters are accepting grant funds, the following information should be provided to the state – that an application has been made, a copy of the contract if grant awarded, and the grant should include funds for bookkeeping in the grant application.

NOTE: Bylaw 10.2 has superseded this policy. Regional Committee Chapters are not permitted to have their own checkbooks; and Incorporated Chapters would have their own tax ID numbers.
SECTION 8

Chapter Dues to SFA
Approved by the Board, February 22, 2002

Policy: Chapters will provide $5 per member per year to the state SFA for Cornerpost expenses.

4/13/12: This policy is superseded by SECTION 24.
SECTION 9

Standardization of Registration Process and Form
Approved by the Board, November 13, 2009

(awaiting clarification)
SECTION 10

Policy on Mileage Reimbursement
Motion to adopt the federal charitable mileage reimbursement rate.

Passed February 20th, 2009

Revise February 13th, 2015 to include “charitable”

(Cross reference SECTION 25.)
SECTION 11

At-large positions on the board be advertised to the membership.
Passed February 19th, 2010
SECTION 12

Schedule for Treasurer Reports
The following reports will be provided to the SFA State board before each scheduled board meeting:
- Current Balance Sheet, with Fiscal Year-To-Date Comparison;
- Current Profit and Loss Statement, with Fiscal Year-To-Date Comparison;
- Reports on recent SFA Events;
- Reports on Grants Receivable when warranted by recent changes;
- other relevant reports as requested by the Finance Committee, Executive Director, or Board President.

The following reports will be sent preferably by email to each chapter on a quarterly schedule:
- Checking Account Ledger for Regional Committee Chapters;
- Updated list of chapter members from Databank records;
- other reports requested by an individual Chapter.

Passed February 19, 2010
SECTION 13

Schedule for Book Keeper Timeline

- Check writing, when appropriate detail and approval is supplied: 10 days excluding holidays and mail time;
- Checks and cash deposited in the appropriate bank account: 14 days excluding holidays and mail time;
- “Special request” reports and miscellaneous requests: 10 days excluding holidays and mail time.

Passed February 19, 2010
SECTION 14

Family Membership Rate

Family membership rate of $40 for one address, in which all people who at that address are members.

Only one Cornerpost will be sent to the registered farm address.

Approved October 26, 2013

Replaces previous policy:

Farm Membership Rate

Farm membership rate of $40/one address where all people who live on the farm are members.

Only one Cornerpost will be sent to the registered farm address.

Approved February 19, 2010
SECTION 15

Membership Renewal Dates

Membership Drives

- As of April 1, 2010, all memberships will have a renewal date of March 1. Any member who renewed or joined between November 1, 2009 and April 1, 2010 will be asked to renew by March 1, 2011.
- In the future, membership drives will kick off in November of each year, and those who renew or join between November 1 and March 1 will have membership until the following March 1.
- Members who renew or join between March 1 and November 1 each year will be asked to renew on March 1 of the following year.

Approved February 19, 2010
SECTION 16

New Committee on Electronic and Social Media

SFA state board will establish a new committee per Article V, Section 5.3 of the By-laws to aggressively develop SFA’s online electronic and social media presence. The title of committee will be determined by discussion.
SECTION 17

New Committee: Member Services

Created at the Board Meeting on April 16th, 2010
SECTION 18

Guidelines for Chapter Delegates to SFA Board

Introduction
In the past, SFA chapter leadership have asked for help in determining what makes for a good Chapter Delegate to the SFA board. This document is intended to provide that clarity. Comments and questions should be directed to the Executive Director, the Board Chair or the Chair of the Steering Committee (responsible for by-laws).

Requirements as written in the SFA By-laws
Chapter Delegates to the SFA Board agree to:

1. Faithfully attend regular association board meetings

2. Serve faithfully and regularly on a committees as assigned by the board president

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.

Please note that as of February, 2010, the SFA Board has gone to three meetings per year in recognition of the difficulty many of us have in meeting over the summer. Regular meetings are in February at the annual conference, mid-April and late October.

In addition, the Chapter Delegate will also:
1. Have an interest in and enthusiasm for the overall work of the SFA organization.

2. Play a leadership role in representing the chapter.

3. Chapter Delegate shall be a voting member of the respective chapter board; and the Delegate should be prepared to fulfill this duty.

Modified by the Board of Directors, October, 2015, originally adopted April 16, 2010
SECTION 19

Executive Director Evaluation

The Executive Committee, under the direction of the board President, and with input from the full board, shall annually review the Executive Director’s performance. (ref. SECTION 4B, Item 7)

Adopted October 22, 2010
SECTION 20

Political Activities

1) Pursuant to 501(c)(3), individual Chapters and the SFA may engage in educational and advocacy activities regarding legislation and public policy, as long as such activity does not become a substantial part of the Chapter’s or the SFA’s overall activities or expenditures.

2) Pursuant to 501(c)(3), Chapters and the SFA will not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

3) Chapters that choose to participate in political activities must not claim that they represent the SFA as a whole, or that they have the support of the SFA, unless the Chapter has first received approval from the SFA Board of Directors to make such claims.

4) Positions taken by chapters must be in alignment with the mission of the organization

Adopted October 22, 2010
SECTION 21

Exhibitors

1) All materials, content and products that are displayed, conveyed or sold by vendors and exhibitors at SFA events must be in alignment with the stated mission of the SFA.

2) Should a question arise as to the appropriateness of a vendor’s or exhibitor’s materials, content or products, the issue will be decided as follows: for events sponsored by Chapters, the Chapter President will decide if the vendor or exhibitor will be allowed; for events sponsored by the SFA and not a particular Chapter, the Executive Committee will decide if the vendor or exhibitor will be allowed.

3) SFA and its Chapters retain the right to refuse the application of any vendor or exhibitor that is determined, in the manner stated in this Policy, to be not in alignment with the stated mission of the SFA.

Adopted October 22, 2010
SECTION 22

Definition of an Official SFA Event for Event Liability Eligibility

Only officially sanctioned events will be covered by SFA’s Event Liability Insurance. To be considered officially sanctioned, an event must meet the following criteria. This includes events produced in collaboration with organizations and individuals.
1) The event must be approved by either the appropriate chapter board or the SFA board and recorded in the appropriate minutes;
2) The event must be in alignment with SFA's mission;
3) Particularly in regard to collaborative events, there must be some advantage, bonus or discount to SFA members or the association as a whole;
4) All publicity for the event should include the SFA logo and website at a minimum.
SECTION 23

Social Media Policy

The intent of the SFA’s use of social media is to promote the mission of SFA. The following is the Sustainable Farming Association of Minnesota’s (SFA) social media and social networking policy. The absence of, or lack of explicit reference to a specific site does not limit the extent of the application of this policy. Where no policy or guideline exists, employees, contractors and members should use their best judgment and take the most prudent action possible. Consult with the Executive Director of the SFA, the Executive Committee of the SFA state board or your chapter boards if you are uncertain.

- The state organization of SFA has official social media accounts through a Facebook fan page. In the future this could include YouTube channel, a Twitter account or other forms of social media. One or more SFA employees, contractors or members will staff these accounts. These accounts will be the official voice of SFA on that social media outlet and the staff will use their professional judgment about what is appropriate content to post.
- Content of official SFA social media accounts should be a mix of event and programming promotion, useful information, current events, etc. These accounts should not be solely used to shamelessly promote events, nor should they be used as a “soapbox.”
- SFA’s Policy on Political Activities applies in these situations (Policy Manual, Page 20).
- Personal blogs should have clear disclaimers that the views expressed by the author in the blog is the author’s alone and do not represent the views of SFA. Bloggers should be clear and write in first person. Making it obvious that the writer is not speaking on behalf of the SFA.
- Information published on blog should comply with the SFA’s confidentiality and disclosure of proprietary data policies. This also applies to comments posted on other blogs, forums, and social networking sites.
- Persons writing in blogs and elsewhere should be respectful to SFA, other employees and contractors, members, funders, partners, and competitors.
- Social media activities should not interfere with work commitments, though social media can and should be used to promote SFA’s events and programming. Social media should be balanced with other media and publicity strategies.
- Persons using social media in reference to SFA will not reference or site SFA’s clients, partners, or members without their express consent, and will not publish any information regarding a client during the engagement.
- Copyright laws will be respected, and sources will be cited appropriately.
- SFA’s logo and event logos may be used to promote SFA events on employees’, contractors’, members’ and partners’ websites and social media outlets. Employees, contractors, members and partners should seek written consent for other applications of SFA’s logos and trademarks.
- SFA members may use the “member version” of the SFA logo on their websites, social media outlet or publications. The SFA member logo does not mean that SFA endorses these farms, businesses or organizations; this only means that the farm, business or organization is a member in good standing with SFA.
- SFA Chapters should follow similar guidelines as outlined above for their chapter logos. If they have questions they should consult the Executive Director of the SFA or their chapter boards.
SECTION 24

Membership Money Collected by Chapters

Regarding money received for memberships that designate a particular chapter, the entire amount shall be credited to the particular chapter's account, less any transaction costs for online registrations.

Approved by the board on 4/13/12

Supersedes SECTION 8

Supersedes this section in “Bookkeeping Procedures for Chapters of the Sustainable Farming Association of Minnesota”:

“3. Chapters will pay dues/CornetPost subscriptions for their members to SFA of MN by authorizing the transfer of funds to SFA of MN from their checking sub-account.”
SECTION 25

SFA of MN authorizes the payment for mileage reimbursement of board members to attend board meetings.

Passed 4/13/12

(Cross reference SECTION 10.)
SECTION 26

Policy on Funds Allocated to Chapters that are Not in Good Standing

Regarding chapters that are not in good standing, as defined in the Bylaws, Section 10:

1) Existing funds allocated to that chapter may be used by association staff and directors for the purpose of re-establishing the chapter.

2) A chapter may be deemed to be no longer in good standing by a simple majority vote of the SFA board of directors. This vote must take place and be recorded in the minutes before the chapter’s funds may be used as stated above.
SECTION 27

Policy on Business & Organizational Membership

SFA will have the following membership categories:
   Business and Organization Patron
   Business & Organization Member

SFA reserves the right to refuse membership to businesses and organizations who are not in alignment with SFA's stated mission.

If a Business & Organization Patron/Member designates a chapter, 20% of the membership fee will be credited to the chapter.

No Business & Organization Patron/Member will be given access to our mailing or membership lists.

Business & Organization Patron/Membership expiration dates will be based on the calendar year from the date that their membership application is approved.
SECTION 28

NETWORKING GROUPS

Members who are interested in starting an SFA Networking Group may contact the Communications Coordinator to make the arrangements.

Networking Groups need to be for the benefit of the SFA membership and consistent with the SFA mission to be approved.

SFA reserves the right to determine any and all content.

Groups are encouraged to report to the SFA board annually.

Adopted October 28th, 2014
SECTION 29

Procedure for Creating a New Chapter

This procedure may also be used for chapters in which the chapter board and become inactive, and there is a desire to reform the chapter board.

1) A Chapter Organizing Committee (COC) is formed. This committee may be formed by existing SFA staff or board members, or may be organized by other interested SFA members. If this committee is not already working with an SFA staff or board director, they shall notify the SFA Executive Director, who will assign a staff person or board director to the COC as a mentor. This mentor will conduct orientation for the COC.

2) SFA will send an email to people in the database who live in the geographical area of the proposed chapter, informing them that a Chapter Organizing Committee has been formed and encouraging them to participate.

3) The Mentor will provide orientation to the COC that will include elements of the Chapter Resource Guide and SFA Board Director Orientation.

4) After the orientation is complete, the COC will organize a Chapter Meeting, during which a Chapter Board will be elected. This may occur as an actual face-to-face meeting, or electronically.

5) The Chapter Board will then elect a delegate to the association board (Ref. Bylaws 3.1.1, 10.1.1, 10.1.9; Policies & Procedures Page 4 & 18)

6) The chapter board will submit a signed chapter charter. (Ref. Bylaws 10.1.7)

7) The chapter delegate will take orientation for the association board, and then will become a voting member of the association board. (Policies & Procedures Page 5)

8) The association will sign and file the chapter charter, and the new chapter will become official.

Adopted 10/24/14
CHAPTER RESOLUTION POLICY

Objective:
Improve the overall effectiveness and cohesion of the Farmer-to-Farmer network by increasing regional member and chapter input on SFA priorities.

Proposal:
- Resolutions shall be specific in nature as to guide the Executive Director and Board in goal setting for the organization.
- Each regional chapter may vote for said delegate to bring forth no more than two resolutions per year to the Board.
- Chapters must consider all resolutions submitted to them by any SFA member or At-Large Board Member.
- Resolutions must be submitted to the Board no later than September 30th to be considered for implementation the following year.
- The Board shall approve no more than three resolutions per year.
- Resolutions shall include a estimated budget to carry resolution to fruition.

Sample Resolution
Submitted by the Esden Chapter of SFA
Whereas, Grass feed Lama products hold great potential for sustainable farmers, And whereas, there is little information on Lama production in MN.
Therefore Be It Resolved that the SFA will promote education programs on Lama production, And Be It Further Resolved, SFA will seek grant funding to study the feasibility of Lama production in MN.

Budget:
Develop basic educational materials on Lama production $500
Hold Lama workshop to gauge interest $1500
Grant writing for feasibility study (10 hours) $750
Total $2750

Adopted 10/24/14
SECTION 31

The Nominating, Recruitment and Succession Committee is dissolved. All duties and responsibilities previously assigned to this committee are transferred to the Executive Committee.

Passed by the Board on April 23, 2015

Supersedes the section on SECTION 3 regarding this committee.
SECTION 32

Conflict of Interest Policy
Approved by Executive Committee, September 4, 2015

Section 1: Purpose
The intention of this policy is to avoid conflicts and potential conflicts of interest between Sustainable Farming Association and those connected to this organization, with the understanding that the interest of Sustainable Farming Association supersedes all other interests.

No member of the SFA Board of Directors, or any of its Committees, Chapters or Networking Groups shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with Sustainable Farming Association. Each individual shall disclose to SFA any personal interest which he or she may have in any matter pending before SFA and shall refrain from participation in any decision on such matter.

1.1) This policy intends to cover the board of directors, staff, contractors and volunteers of the organization, in recognition of:
- the statutory requirement by the State of Minnesota to cover board directors (State Nonprofit Corporation Act, Chapter 317A)
- the Internal Revenue Service suggestion to cover the board, officers and key employees (Form 990, Part VI, Section B)

1.2) The types of conflict addressed in this policy include material financial interest, personal benefit, private interest, and personal financial, professional or political gain.

1.3) This policy is supplementary to the current statute which controls.

Section 2: Definitions
A conflict of interest exists when someone with a fiduciary responsibility is in a situation where their own self-interest and the interests of the organization might be in conflict, where that person’s obligation to further the organization’s charitable purposes is at odds with their own financial interests.

2.1) “Interested Person”: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2) “Financial Interest”: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
(a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
(b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

2.3) “Material Facts”: Material facts are facts that would be to a reasonable person germane to the decision to be made as distinguished from an insignificant, trivial or unimportant detail. In other words, it is a fact which if expressed, could reasonably result in a different decision on the matter at hand.
Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the board of directors or appropriate committee decides that a conflict of interest exists.

Section 3: Procedures

3.1) Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Furthermore, every meeting of the board of directors shall include in the agenda a call for disclosure of any actual or possible conflicts of interest that have not been disclosed in advance of the meeting. This will occur at or near the beginning of the meeting.

3.2) Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3) Procedures for Addressing the Conflict of Interest
   (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   (c) After exercising due diligence, the governing board or committee shall determine whether SFA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4) Violations of the Conflicts of Interest Policy
   (a) If the board has reasonable cause to believe a director, staff member or volunteer has failed to disclose actual or possible conflicts of interest, it shall inform that person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
   (b) If, after hearing the interested person’s response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

4.1) Minutes
The minutes of the board and all committees with board delegated powers shall contain:
   (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board’s decision as to whether a conflict of interest in fact existed.
(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Review of Policy

To ensure that SFA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include determining whether partnerships, joint ventures, and arrangements with other corporations or individuals:

- conform to SFA's written policies;
- are properly recorded;
- reflect reasonable investment or payments for goods and services;
- further charitable purposes and mission of SFA;
- do not result in impermissible private benefit.

The State of Minnesota considers potential for conflict in a transaction or contract between:

- an organization and its directors;
- a common director with a related organization;
- a common director with another organization; and
- any family members therein involved.

Chapter 317A requires that any potential conflict transaction or contract be “fair and reasonable” to the organization when approved, that the “material facts” of the matter be fully disclosed and known to all parties to a transaction or contract and to the board or appropriate committee for good faith approval. It also requires that the vote of the potentially interested director not count in a Board’s authorization or ratification process. M.S.A. § 317A.255 (2009).

Under Minnesota state law, a contract between a nonprofit corporation and a board member or members may be voidable unless the interested board member or members can establish that:

- The contract is fair and reasonable;
- Full disclosure by the interested board member or members was made to the full board or voting members.

The IRS Form 990 asks in Part VI, Section B,

Question 12a: Does the organization have a written conflict of interest policy?
Question 12b: Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
Question 12c: Does the organization regularly and consistently monitor and enforce compliance with the policy?

Adopted by Executive Committee, August 31, 2015
SECTION 33

Information Security Policy

SFA does not share or release the personal information of donors to any outside organization or individual. For credit card transactions, the online database entry method is the primary means for making transactions (SFA staff do not have access to the entire credit card number when this method is used). In instances when we must take credit card information via phone or mail, the paper record of the card number is destroyed as soon as it is entered in the database.

Adopted by Executive Committee, September 4, 2015
SECTION 34

Procedure for Starting a New SFA Networking Group

1) Contact the Network Coordinator, 1.844.922.5573 Ext. 700, to begin the process.

2) Compile a list of group participants with the following information on each person: Name, Email, Mailing Address.
   You may include more information for your own purposes, but this is the minimum.
   There should be at least ten participants to form the networking group.
   Submit that list to Jason Walker, Communications Coordinator, jason@sfa-mn.org
   An Excel Spreadsheet document works best for conveying this information.
   (Networking Group participants are not required to be SFA members; however, they will be contacted and encouraged to join. They will also receive all regular SFA emails and mailers.)

3) Designate one person to serve in each of the following capacities:
   - Group Chair: leads the group and serves as primary contact.
   - Financial Liaison: coordinates revenue with the association, including check requests, holding receipts, submitting checks and reviewing the monthly financial report. (For more information: http://www.sfa-mn.org/networking-groups-resources-guide/#revenue
   - Member Liaison: updates and maintains group participant mailing list (more info: http://www.sfa-mn.org/networking-groups-resources-guide/#membership)
   - Secretary: keeps minutes of the networking group’s meetings and files them with the association.
   Submit the names and contact information for these people to Jerry Ford and Jason Walker.

4) Once all of the above is implemented, send a request to the SFA Board President, Jim Chamberlin, jchamberlin@hugllc.com for board approval.

5) Once approved, refer to the Networking Groups Resources Guide (http://www.sfa-mn.org/networking-groups-resources-guide/#membership) for operating and procedural instructions.