

**BYLAWS OF THE FOOD ALLIANCE
(A Non-Profit Corporation)**

**ARTICLE 1
NAMES AND OFFICES**

1.1 Names and Offices.

The corporation shall be known as “Food Alliance.” It shall be located in Multnomah County, State of Oregon. The corporation may have such other offices, either within or outside the State of Oregon, as the Board of Directors may determine from time to time.

**ARTICLE 2
MISSION AND GOALS**

2.1 Mission.

Food Alliance is a scientific and educational organization which promotes the development of sustainable agriculture for the public benefit. The Food Alliance works to develop better stewardship of natural and human resources and to promote sustainable economic development opportunities in rural communities.

2.2 Goals.

The mission is accomplished through a continuum of activities. The Board of Directors (BOD), in consultation with the staff, will develop annual goals consistent with the mission.

2.3 IRC.

This corporation is organized exclusively for charitable, scientific and educational purposes as a not-for-profit organization. It shall be so conducted that no part of its income or property and earnings shall inure to the benefit of any member, director, officer or other individual institution or association. Upon dissolution, any assets of this corporation shall be distributed to an organization enjoying an exempt status under the S501(c)(3) of the Internal Revenue Code or successor statutory authority.

**ARTICLE 3
BOARD OF DIRECTORS**

3.1 Board Composition and Number.

The Board of Directors (“the Board”) shall be comprised of persons interested and knowledgeable in agriculture, economics, sustainability and food or nutrition. The total number of voting board members shall not exceed fifteen (15).

3.2 Qualifications.

Board members are expected to possess the following qualifications:

- A. Understands, accepts and promotes the mission of the corporation.
- B. Demonstrates knowledge of and involvement in the food system.
- C. Possesses and demonstrates leadership ability.
- D. Ability to attend board meetings at various locations.

3.3 Powers and Duties.

The Board shall have the responsibility and authority to perform all lawful acts and things not prohibited by statute, Articles of Incorporation, or these Bylaws, including but not limited to the authority to delegate all or a portion of the powers of the Board from time to time to the Director, Executive Committee, or other standing or special committees.

The Board will function in a policy-making capacity. The Board's functions shall include, but not be limited to, legal functions, policy-making, community relations and advocacy activities and

1. Formulating general objectives, policies and programs.
2. Assisting in providing for long-term financial support, including actively engaging in fund raising activities.
3. Evaluating the progress of Food Alliance in meeting its mission, goals and objectives as well as monitoring expenditures. The Board will conduct a self-evaluation at the end of each fiscal year with regard to the achievement of that year's goals and the preparedness of Food Alliance to meet the coming year's goals.
4. Advocating for Food Alliance's mission and goals.
5. Selecting and evaluating the Executive Director.

3.4 Conflicts of Interest and Compensation.

- A. Directors may not enter into a contract, agreement, transaction or other action with Food Alliance in which the Director has a potential or real, direct or indirect, material or other interest, unless the Director first requests Board approval. The Board may approve such an action at a regularly called meeting if:
 1. the contract, agreement, transaction or other action was fair to the Corporation; and
 2. the material facts of the action and the Director's interest are disclosed or known to the Board prior to any action being taken or approval given; and
 3. the Board considered, and in good faith determined after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement; and the Corporation enters into the arrangement for its own benefit.
- B. Directors shall serve without compensation except that they shall be allowed reimbursement for travel expenses incurred in the performance of their duties as authorized by the Board and consistent with the Articles of Incorporation and these by-laws. In all cases, any monies or benefits received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the organization.

3.5 Elections, Terms, and Removal.

Directors may be elected on an ongoing basis with approval by a Board majority and no director shall serve more than two consecutive three-year terms.

- A. A member of the Board may be removed by a vote of two-thirds of the entire membership of the Board as then constituted. Any Director may resign at any time by giving written notice to the Board Chair or Executive Director.
- B. Directors missing more than two (2) consecutive meetings without a satisfactory excuse, as determined by the Board, shall be considered to have automatically resigned and be notified in writing by the Chair and be replaced at the next Board meeting unless determined otherwise by a Board majority vote.

3.6 Officers, Election, Terms, and Duties.

The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. Officers shall be elected by the Board at the annual meeting and shall serve at the pleasure of the Board for a term of one year and may stand for re-election.

- A. The Chair shall chair the Executive Committee and preside over all Board meetings. The Chair shall appoint all standing and ad hoc committees with the exception of a Nominating Committee and shall be an ex-officio member of all committees. If the office of the Chair shall become vacant, that position shall be filled by the Vice-Chair for the duration of the term.
- B. The Vice-Chair shall preside in the absence of the Chair and shall assist the Chair in fulfilling the duties and responsibilities of the Chair as requested. If the office of the Vice-Chair shall become vacant, that position shall be filled by election of a majority vote of the Board to serve for the duration of the term.
- C. The Secretary shall preside in the absence of the Chair and Vice-Chair. The Secretary will perform other duties as the Board or the Chair may designate. The Secretary may chair a Nominating Committee. Should this office become vacant, the position shall be filled by election of a majority vote of the Board to serve for the duration of the term.
- D. The Treasurer shall preside in the absence of the Chair, Vice-Chair and Secretary. Responsibilities include:
 1. reviewing financial activities of the corporation with the Executive Director,
 2. assisting the Executive Director with the provision of audits as necessary,
 3. reporting on fiscal matters to the Board, and
 4. performing other such acts or duties as the Board or Chair may designate.

If the office of the Treasurer shall become vacant, that position shall be filled by election of a majority vote of the Board to serve for the duration of the term. The Board may vest certain powers and duties of the Treasurer to the Executive Director to promote efficiency in carrying out the day-to-day business of the corporation.

3.7 Vacancies and Removal of Directors and Officers.

- A. Any Director's vacancy shall be filled by the Board. In the event of a vacancy of an office, other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.
- B. At a meeting of directors called expressly for that purpose, one or up to one-quarter of the board membership, with or without cause, may be removed from office by a consensus decision reached by the directors not under consideration for removal.

3.8 Non-liability of Directors.

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

3.9 Indemnification by Corporation of Directors and Officers.

The corporation shall, with or without a determination that indemnification is permissible in the circumstances of the specific case as provided in RCW 23B.08.550, indemnify, including advance of expenses, each of its directors and officers to the full extent and under all circumstances permitted by applicable law.

3.10 Insurance for Corporate Agents.

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 MEETINGS

4.1 Frequency of Meetings.

The Board shall convene at least three times in a calendar year with the annual meeting to be held during the first quarter of each calendar year.

4.2 Notification of Meetings.

The Executive Director shall be responsible for notifying each Board member, by person, first class mail, fax, telephone, or electronic mail, with notice of the time and place of meetings. The Board shall determine a reasonable time to allow for notification.

4.3 Communication and Decision-making Methods.

- A. Telephone conferencing or similar communications methods may be used for meetings and shall constitute a person's presence. A written statement may be accepted as being present (a facsimile or other electronic transmission method is acceptable).
- B. The Chair will have discretion in the structuring of board meetings. The Executive Director is responsible to appoint a staff person to record minutes.
- C. Decision-making by the Board will be by consensus of the board members present. Meetings shall be governed by consensus, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law. All members have the opportunity to contribute and careful consideration will be given to all views in the decision-making process. Board members who continue to disagree may have their dissension documented in the minutes or indicate they are willing to experiment with the decision for a period of time.

4.4 Special Meetings.

Special meetings may be called at any time by the Chair or by a majority of the members in accordance with these by-laws.

4.5 Quorum.

A quorum shall consist of at least 50 percent of the members of the Board of Directors. Except as otherwise provided under these by-laws, regular business of the board will be conducted and moved forward by the board members present, with every effort to solicit input from and inform the missing board members.

ARTICLE 5 COMMITTEES

5.1 General.

The Board of Directors may 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.

5.2 Executive Committee.

The Executive Committee shall be comprised of the four officers (Chair, Vice-Chair, Secretary, and Treasurer). The Executive Committee may operate for the board if an emergency exists requiring a decision in less than five days, and attempts are made to poll members prior to decision. In addition, the board may delegate to the Executive Committee 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 provision of law.

The board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below two (2), the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. 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 from time to time as the board may require.

5.3 Working Committees.

The Board of Directors or the Executive Committee acting upon the authority of the Board may establish a variety of different working or ad hoc committees as needed to conduct the business of the corporation. These committees may have functions such as finance, development, personnel, or may represent specific programmatic issues. The Executive Director may ask for assistance in forming advisory committees as needed.

ARTICLE 6 AMENDMENTS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 7 EXECUTIVE DIRECTOR

7.1 Executive Director.

The Board shall appoint an Executive Director who shall exercise general supervision over staff and shall administer the business of the corporation. The Executive Director is considered an agent of the corporation, and as such has all the rights, responsibilities and authority of an agent. The Executive Director shall, with the assistance of appropriate working committees, determine the programs undertaken by Food Alliance. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

8.2 Relationship with the Board, Powers and Duties of the Director.

- A. The Executive Director shall serve at the pleasure of the Board, and shall be an advisor to the Board. The Board determines broad policy; the Executive Director administers the office and its programs. The Executive Director is the instrument by which the organization's policies are implemented.
- B. The Executive Director shall hire, fire and exercise general supervision over staff and shall manage the business of the corporation and have the power to sign all deeds, conveyances, signatures, notes, bonds, mortgages or deeds of trust and other instruments and documents required to be executed by the corporation, and shall perform such other acts as are usually incident to his/her office or as may otherwise be required or authorized by the Board.
- C. The Executive Director prepares reports and budgets on a number of administrative matters and represents Food Alliance in the community.

ARTICLE 8
FUNDS AND PRIVATE FOUNDATIONS

8.1 Authorize and Deposit Funds.

The Board may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or may be confined to a specific instance or transaction. The Executive Director is a general agent of the Board. Operating funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust, companies, or other depositories as the Board approves. Fiduciary decisions and excess cash investment decisions must be made in accordance with guidelines created by the Executive Committee and subject to Board approval. The Board may accept in the name of and on behalf of the corporation, any contribution, gift, grant, contract bequest or devise for any purpose of the corporation. Any revenue generated by the corporation shall become the property of the corporation and shall be deposited in the appropriate accounts as defined above.

8.2 Required Signatures.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such authorized agents, and in such manner as shall from time to time be determined by resolution of the Board. The Executive Director is the agent of the Board for these purposes.

8.3 Private Foundation Requirements and Restrictions.

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

8.4 Use of a Line of Credit or Other Debt Instrument

Without specific board authorization, the Executive Director and staff shall have no right or ability to incur debt on behalf of Food Alliance either actively, by requesting a loan or credit of any person, business or institution, or passively, by allowing accounts payable to go beyond term.

A request to incur debt must be submitted to the board for formal approval, along with a detailed plan and timetable for repayment.

Approval will be designated as a vote in favor of the request by two-thirds of the board. In addition, all individuals, including staff, who have offered to personally guarantee debt on behalf of Food Alliance must be counted among the majority for the motion to pass.

In no case will the board approve a debt without reasonable demonstration of the organization's ability to repay as evidenced through accounts receivable, signed contracts, grant award letters or other means.

At the earliest opportunity Food Alliance will act to transfer any guarantee of debt provided by individual board or staff members to fixed assets owned by Food Alliance or to another organization or agency.

ARTICLE 9 **FISCAL YEAR**

9.1 Fiscal Year.

The fiscal year of The Food Alliance shall be the twelve months ending December 31.

ARTICLE 10 **BOOKS AND RECORDS**

10.1 Maintenance and Inspection of Corporate Records.

- A. The corporation shall keep at its principal office:
1. notices, minutes, and attendance of all Board and Committee meetings,
 2. correct and complete books and records of financial accounts kept in accordance with the law, articles of incorporation and these, and
 3. a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- B. Every Board member shall have the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, at any reasonable time, as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

ARTICLE 11 **DISSOLUTION**

11.1 Dissolution.

The activities of the corporation shall be so conducted that no part of its income or property and earnings shall inure to the benefit of any member, director, officer or other individual institution or association. Upon dissolution any assets of the corporation shall be distributed

to an organization enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code or to a state or local government, for a public purpose or to successor statutory authority. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

ARTICLE 12
IRC 501 (c) (3) TAX EXEMPTION PROVISIONS

12.1 Limitations on Activities.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. This corporation shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

12.2 Prohibition Against Private Inurement.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE 13
WAIVER OF NOTICE

13.1 Waiver of Notice.

Whenever any notice is required to be given under the provisions of applicable statutes, bylaws or articles of incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.