

BYLAWS OF FairShare CSA Coalition, INC.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the corporation shall be FairShare CSA Coalition, Inc.

Section 2: The corporation is an organization dedicated to educational and charitable activities to improve community health and vitality through increased access to locally produced food. The corporation works to support and connect Community Supported Agriculture (CSA) growers and eaters and envisions a future where CSA is the backbone of a strong local food system; where all families have access to locally produced, organic food and have strong connections to their farms, food and community. The activities of the organization further the common good and general welfare of the people in the region. FairShare CSA Coalition raises funds to assist low income families in purchasing farm-fresh produce; conducts outreach and educational activities to inform the public about the health, environmental and community benefits of locally-grown, fresh produce; and educates farmers and consumers about sustainable agriculture and culinary practices to build and strengthen the local food system in our region.

ARTICLE II - MEMBERSHIP

The corporation shall have no members. Recipients of assistance from the corporation, students in community courses, farmers, and other individuals who reside in Wisconsin, or the surrounding areas are welcome to participate in corporation events, but such individuals shall not be considered members with any right to vote on the directors.

ARTICLE III - MEETINGS

Section 1: Regular Board Meetings. The Board shall meet at least four times per year at an agreed upon time and place.

Section 2: Special Board Meetings. Special meetings of the Board may be called as needed by the President or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each director, not less than ten days before each meeting.

Section 4: Process and Decision making. Decisions are made by a majority vote of the directors. Roberts Rules of Order are used where appropriate.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the corporation, and delegates responsibility for day-to-day operations to corporation

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staff and committees. The Board shall not be fewer than 5 directors and no more than 13 directors. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2: Board Elections. New directors shall be elected by a majority vote of the current directors. Nominations for new directors may be received from present directors by the Board President two weeks in advance of a regular January board meeting. These nominations shall be sent out to directors with the regular board meeting announcement. The nominee shall then attend the next regular board meeting of which they are able. By majority vote of the Board, elections can be held outside of this time frame as needed.

Section 3: Terms. Board members shall serve a term of three years, which may be renewed up to a maximum of three consecutive terms (9 years), pending re-election by the Board. Board Members who reach the maximum term length may pursue a seat again after a hiatus of one year.

Section 4: Quorum. Board meetings must be attended by at least 50% of directors before business may be transacted by motions made or passed.

Section 5: Officers and Duties. There shall be three officers of the corporation consisting of a President, Record Keeper, and Treasurer. Their duties are as follows:

The President shall convene regular Board meetings and shall preside or arrange for other members of the executive committee to preside at each meeting; sets board meeting agendas; works with staff to ensure compliance with legal requirements

The Record Keeper keeps Board meeting minutes; maintains Board contact information; ensures a record of all important decisions are kept.

The Treasurer shall chair the Financial Development Committee, assist in the preparation of the budget, and make financial information available to the Board and the public.

Section 6: Vacancies. A vacancy is open whenever a director resigns, is expelled, or there are less than the maximum number of directors. The Board may operate with vacancies as long as the minimum number of directors is maintained.

Section 7: Resignation, Expulsion and Absences. Resignation from the Board must be in writing and received by the Board President. A director shall be expelled for excess absences if s/he has three unexcused absences from regular Board meetings in one year. A director may be expelled for other reasons by a three-fourths vote of the remaining directors. Notice of a vote to expel must be posted in the meeting's agenda.

ARTICLE V - COMMITTEES

Section 1: The Board maintains minimally 3 standing committees: Executive, Financial Development, and Governance. Additional committees may be convened by the Board. Committee descriptions will be maintained and documented in the Committee Descriptions and Responsibilities document. Committees select their own chair.

Section 2: The Executive Committee is comprised of the President and two other Board members. The Executive committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee acts on behalf of the board during on-demand activities that occur between meetings. These acts are later presented for full board review.

Limits of authority: To avoid delegating essential powers away from the full board, the Executive Committee cannot: amend bylaws; elect or remove board members; hire or fire staff; approve or change the budget; or make major structural decisions (add or eliminate programs, approve mergers or dissolve the organization).

Section 3: The Financial Development Committee is comprised of the Treasurer and other director or non-director participants. The committee works with staff to plan, monitor, and evaluate fiscal procedures, annual budgets, and fundraising efforts, and works with staff to develop long-term fundraising goals and strategies. The committee reviews and provides oversight of organizational finances on a quarterly basis and works with FairShare staff to develop yearly budget, subject to Board approval. The Financial Development committee oversees annual 990 and appropriate IRS documentation, and recommends and develops fiscal policies and procedures for Board approval. The fiscal year shall be the calendar year. Financial records of the organization are public information and shall be made available to the public upon reasonable request.

Section 4: The Governance Committee oversees operations and general affairs of the Board; all personnel policies; coordinates annual Executive Director evaluation and salary review; oversees board member recruitment and orientation; and initiates and manages annual review of strategic plan.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Board President to be sent out with regular Board meeting announcements.