

BYLAWS OF
The Port Susan Food & Farming Center

The mission of the Port Susan Food & Farming Center is to provide long-term economic vitality for the food and farming community in Stanwood and Camano Island area through development of a local foodhub in Stanwood with a strong retail and educational component.

Article 1: Name

The organization shall be called the Port Susan Food & Farming Center.

Article 2: Purpose

The Port Susan Food & Farming Center's (PSF&FC) primary purpose is to support a viable food and farming community in the Stanwood/Camano Island area. PSF&FC will support agriculture, agricultural production, food systems, and agriculture related education and economic development in this area. The PSF&FC will coordinate its education and business development programs with other county and regional entities with similar goals. PSF&FC may also pursue any reasonable activity related to the production, manufacturing, processing or sale of agricultural products, which may be lawfully undertaken by a nonprofit charitable corporation in the State of Washington.

Activities may include:

- Engage the local community in supporting and promoting local, sustainable food and food traditions, and in advocating for good, clean and fair food for all people.
- Create and sustain a community sponsored farmers market where Washington state farmers, producers, artists, crafts people, food specialists and youth may offer their wares, products and creations for sale.
- Provide a physical location for a farmers market and other year round retail market activities and provide publicity for establishing and perpetuating these activities.
- Develop a local food hub in Stanwood to serve Port Susan area farmers.
- Organize annual events to support farm marketing activities and education of the general public. Events could include Harvest Jubilee, Spring Jubilee, and Farm-to-Fork annual dinner.
- Conduct an ongoing marketing campaign to support the goals and activities of the members. This could include the All Season Farm Guide, Port Susan web site, and social media such as Face Book.

The Port Susan Food & Farming Center is structured as a nonprofit organization under the provisions of Chapter 24.03 of the Revised Code of Washington and shall at all times be operated on a nonprofit basis, and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any Director or Member.

Article 3: Membership

- A. **Definition/Qualifications:** Members are those persons, having paid their dues, who abide by these by-laws and other guidelines prepared by the Board. They are entitled to all rights and privileges set forth in these by-laws, including but not limited to the right to attend meetings, to vote annually for board members, and to hold office. The PSF&FC shall have the following classes of members:
1. **Farmers Market Vendors:** Farmers market vendors that have paid the annual registration fee.
 2. **Volunteers:** Those adult volunteers who contribute 40 or more documented volunteer hours to PSF&FC. This includes all volunteer hours contributed to the Farmers Market, Farm Tours and Farm Guide. The membership period will begin on the first day of the month following fulfillment of 40 hours of volunteer time. Volunteer hours must be repeated annually to retain voting membership status.
 3. **Community Groups & Individuals:** Any person or organization that properly fills out an application and pays the annual membership fee is eligible for membership. Only one person appointed by each Community Group is allowed to vote.
 4. **Corporate:** A business that properly fills out an application and pays the annual membership fee by cash or in-kind investment is eligible for membership. Membership dues can be included in a corporate sponsorship package. A corporate member shall have only one membership vote.
- B. **Membership Guidelines**
1. Membership to the PSF&FC is open to all regardless of race, creed, color, religion, gender, sexual orientation, or age.
 2. Membership is official once an individual or organization has paid their annual membership fee to the Port Susan Food & Farming Center and approved by the Board of Directors.
 3. Membership is terminated when:
 - a. A renewal is not received prior to the end of the membership period
 - b. A member has requested to be removed as a member,
 - c. A member has their membership terminated for cause by a majority vote of the Board of Directors.
 4. The amount of annual membership dues shall be determined by the Board of Directors.
 5. The annual membership period begins on the first day of the month following the date the membership application was received.

Article 4: Dues

- A. **Payment of Dues:** Dues are payable at the time of application for membership. Upon payment of dues and approval by the Board, applicant is considered a member in good standing.
- B. **Amount of Dues:** Annual dues shall be such as determined by the Board of Directors.

Article 5: Meetings of Members

- A. **Annual Meeting:** The annual meeting of the members of this Association shall be held in Snohomish or Island County, State of Washington, within sixty (60) days of the end of the fiscal year.
- B. **Special Meetings:** Special meetings of the members of the Association may be called at any time by order of the Board of Directors, or by the petition of 25% of members in good standing.
- C. **Notice of Meetings:** Verbal, written, or printed notice of the annual meeting of the members and special meetings of members shall be transmitted to the last recorded address (email or U.S. postal service) of each member not less than ten (10) days nor more than 60 days before such meeting. Such notice shall state the object or objects thereof and the time and place of the meeting. No business shall be transacted at special meetings other than that referred to in the meeting notice. Any member shall have the privilege of attending the meetings of the corporation.
- D. **Voting Members:** All members in good standing shall be entitled to vote during annual elections of the Board of Directors and special meetings of the members of the corporation. A community group or corporate member which has paid for one membership shall be considered a unit with one vote.
- E. **Quorum:** The quorum for the annual meeting shall be 10% of the voting membership. A quorum shall include those present at the meeting AND properly completed absentee ballots AND properly executed proxy statements. A majority of the votes cast at a meeting at which a quorum is present shall be necessary for the adoption of the Board of Directors.
- F. **Proxies:** At the annual meeting, any member in good standing may vote by proxy executed in writing by him/her and delivered to the Board of Directors prior to the meeting. The President shall state the votes cast by the proxy at the same time the votes are counted.
- G. **Order of Business:** The order of business for annual meetings shall be as follows:
 - a. Call to order
 - b. Action on Minutes
 - c. Treasurer's Report
 - d. Receiving Communications
 - e. Reports of Officers
 - f. Reports of Committees
 - g. Unfinished Business
 - h. New Business
 - i. Any Other Business
 - j. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules shall govern all debates, when not in conflict with these bylaws (using Robert's Rules of Order Revised).

Article 6: Directors & Officers

- A. **Powers:** The Board of Directors shall manage the affairs of the PSF&FC between annual meetings of the general membership. The Board of Directors shall establish membership criteria, operating guidelines, dues and fees. The Board of the PSF&FC will guide the general direction of the group, ensuring the projects and activities are consistent with the ideas and values of the PSF&FC, and follow the mission and purpose of the organization. Voting rights are only extended to Officers and Directors, not Advisors.
- B. **Qualifications:** A member of the Board of Directors shall be an active member in good standing of the corporation, or the appointed representative of a community group member or corporate member.
- C. **Number:** The number of the Board of Directors shall not be less than seven (7) or more than eleven (11) voting members. Advisors to the Board shall not exceed six (6). Five (5) Advisor positions are reserved for the following designations: Past President, City of Stanwood representative, NABC Representative, Farmers Market Manager, and local (Stanwood/Camano area) business owner.
- D. **Election and term:**
- a. **Officers (4):** Officers shall be elected by the majority of the membership eligible to vote at the annual meeting. Officers will each hold office for two (2) years. Officers are: the President, Vice-President, Secretary, and Treasurer. In the first year of formal operations (2013), the President and Treasurer shall serve a one (1) year term set such that the election will provide for staggered terms of two officers elected each year. In the event that all board positions are open then the President and Treasurer shall serve one (1) year terms to re-establish staggered terms.
 - b. **Special Committee Chairs:** Chairs shall be elected by the majority of each of the committee's members to serve a one (1) year term. Initial special committees shall be:
 - i. **Farmers Market Committee**
 - c. **At-Large Directors (max7):** Directors shall be elected by the majority of the membership eligible to vote at the annual meeting. A Director's term shall be one (1) year.
 - d. **Advisors (max 6):** Advisors are appointed to the Board by a simple majority vote of the voting members of the Board of Directors. An Advisor's term will be ad hoc. The term of the Farmers Market Manager shall be concurrent with the dates of the Manager's Independent Contractor Agreement.
- E. **Attendance at Board Meetings:** Any Board member who misses two regular Board meetings without a reasonable excuse given to the Board Chair may be removed from the Board. The Vice President Chairs the Nominating and Board Development Committee (see Article 9 Section A Item 2).
- F. **Specific duties:** The **Officers** specific duties are described here:
- a. The President runs general meetings, acts as one of two signing authorities for the bank account, acts as primary contact for the group, oversees the activities of the organization, and ensures that PSF&FC is meeting all annual requirements.
 - b. The Vice President acts in the President's stead when the President is unavailable.

- c. The Treasurer tracks the income and expenditures, acts as one of two signing authorities for the bank account, prepares an annual budget, and assists the Executive Board with setting fundraising goals and activities.
 - d. The Secretary distributes agendas and minutes for Board meetings and the Annual Membership meeting.
- G. **Additional duties.** In addition, but not limited to its specific duties, the Board of Directors shall perform the following duties:
- a. The Board of Directors shall fill vacancies in any office between meetings of the general membership at its discretion. Trustees so appointed shall serve until the next general election.
 - b. The Board of Directors shall meet at least quarterly. The Board should accomplish the following annually:
 - i. A review of the last year's business.
 - ii. Annual financial review.
 - iii. Plans for the coming year's business.
 - iv. Appointment of committees as required to accomplish the planned business.
 - v. Such other business as is necessary.
 - c. The Board of Directors is charged with the hearing of grievances and taking action to alleviate such grievances.
 - d. The Board of Directors is charged with hiring staff necessary for operation of the Farmers Market and other activities consistent with the PSF&FC by-laws.
 - e. The Board of Directors shall comply with all government regulations affecting the operation of the corporation.

Article 7: Meetings of Directors & Officers

- A. Board meetings are held quarterly at minimum or at such other times and at such places as the Board and/or President may determine.
- B. A special meeting of the Board of Directors shall be held whenever called for by the President or by a majority of the Directors. Any and all business may be transacted at a special meeting. All Board members must be notified a minimum of 48 hours in advance of a special meeting via U.S. Postal Service or email to the last known address of each Director.
- C. The board meeting agenda shall be sent in advance via U.S. Postal Service or email.
- D. A quorum for Board of Directors meetings is defined as one-half of currently filled positions plus one.
- E. Decisions shall be made by the majority of Board members present at the meeting.

Article 8: Standards of Conduct

- A. The Port Susan Food & Farming Center Board members have the obligation to meet the following standards of conduct, and to hold other leaders accountable to them as well.
- B. Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.
- C. Create a welcoming environment for new members and volunteers; avoid exclusiveness, and language or behavior that offends others.
- D. Always represent the Port Susan Food & Farming Center and its mission in a positive and professional manner; keep disagreements within the organization.
- E. Accurately present the Port Susan Food & Farming Center's policies and positions when communicating on behalf of the organization.
- F. Do not use the Port Susan Food & Farming Center leadership role or title to advance personal views.
- G. Respect your obligation to the Port Susan Food & Farming Center's members; use member lists and information about members for organizational purposes only.
- H. Use The Port Susan Food & Farming Center resources wisely and in keeping with the fiduciary responsibility of all leaders.
- I. Foster an open democratic decision-making process; respect decisions once they are made.
- J. Praise publicly, criticize privately and tactfully.
- K. Handle disputes on the most local level, according to the guidelines provided by the Non-Profit Risk Management Center. If disputes cannot be resolved locally, an Alternative Dispute Resolution provider should be engaged.

Article 9: Committees

- A. **Standing Committees.** The following shall be standing committees of the corporation and shall consist of those members noted below.
 - 1. **Executive Committee:** The Executive Committee shall consist of the Officers of the corporation as provided for in Article 6 of these By-Laws, with the Chair of the PSF&FC serving as chairperson of the Executive Committee. The purpose of this committee shall include preparing a strategic plan for review by the Board, conducting the annual performance evaluation and compensation of the staff members to be reviewed on a minimum of an annual basis and make recommended adjustments as needed, conducting the annual review of any service contracts, and other duties as assigned by the Board. The Executive Committee shall have the authority to act on behalf of the Board on matters of importance between regularly scheduled board meetings when time is of the essence and it is therefore impractical to delay a decision until the regular Board meeting
 - 2. **Nominating and Board Development Committee:** Chaired by the Vice-Chair and consisting of two (2) additional board members appointed by majority vote of the Board of Directors. The purpose of this committee is to develop a slate of candidates consistent with the guidelines outlined in Article 6 of these bylaws for approval at the Annual Meeting. Also, to regularly evaluate and enact strategies to enhance and improve the quality of the Board.

3. **Finance Committee:** Chaired by the Treasurer and consisting of two (2) additional board or general members in good standing and shall be appointed by majority vote of the Board of Directors. The purpose of this committee is to work with PSF&FC staff each year to develop a proposed operating budget for the organization, plan an annual fundraising program, and oversee the financial records of the organization.

- B. **Special Committees.** Special committees may be formed or dissolved from time to time for such purpose as determined by the Board of Directors. A majority of the whole committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Special Committees shall consist of a committee chair and two (2) additional board or general members in good standing and shall be appointed by majority vote of the Board of Directors. Initial special committees shall be:
 1. **Farmers Market Committee:** Responsible for the operation of the Port Susan Farmers Market.

Article 10. Accounting and Finance

- A. **Fiscal year.** The fiscal year of the PSF&FC shall begin on January 1 of each year and shall end on December 31 of each year.
- B. **Accounting System and Reports.** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles, an appropriate accounting system.
- C. **Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the PSF&FC.
- D. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of monies, and all notes, bonds, or other evidence of indebtedness issued in the name of the PSF&FC shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. An agent cannot be a contracted bookkeeper.
- E. **Deposits.** All funds of the PSF&FC shall be deposited from time to time to the credit of the PSF&FC in such depositories as the Board of Directors may select.
- F. **Audits.** The Board of Directors shall determine if an annual audit is required and the level of audit required (a. compilation, b. review, c. full audit) for the fiscal year. The Board of Directors shall appoint the Certified Public Accountant (CPA) firm if so required.
- G. **Budget.** The Finance Committee shall prepare the budget of the corporation, including receipts and disbursements, annually. The Board will approve the budget prior to the annual meeting. Copies of the proposed budget must be mailed by U.S. Postal Services, e-mailed or otherwise hand delivered to the members of the Board prior to the meeting where the budget will be considered for approval.

Article 11: Amendments

- A. Any member may submit a proposal for the amendment of these bylaws.
- B. This submission must be made to the Board of Directors.
- C. The By-Laws may be amended, modified or repealed from time to time at any Board meeting with a qualified quorum. A vote of two-thirds (66.6%) of the full Board of Directors in good standing is required for said amendment or modification. Board members may vote in person or by signed proxy to another Board member.

Article 12: Conflicts of Interest

- A. Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. Public perception and confidence in PSF&FC are vital to the success of the organization. The PSF&FC is a volunteer-run organization and recognizes that its leaders and members have conflicts of interests from time to time. Introducing a conflict of interest policy to the Board is meant to protect, not punish, the interest of the corporation when it is contemplating entering into a transaction or arrangement.
- B. A conflict of interest may arise whenever the personal or professional interests of a board member, staff, or volunteer are potentially at odds with the organization's best interests. Such conflicts are common and acceptable if they benefit the group and if the Board makes decisions in the corporation's best interests in a fair and informed manner.
- C. The standard of behavior at PSF&FC stipulates that all Board Members scrupulously avoid conflicts of interest between the organization's interests on one hand, and their personal, professional, and business interests on the other. PSF&FC cannot be a vehicle for any one business. This includes avoiding potential and actual conflicts of interest, as well as perceptions of such conflicts.
- D. The following steps should be followed to avoid even the appearance of impropriety:
 - 1. No member of the PSF&FC Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the PSF&FC. This conflict-of-interest policy prohibits or limits business transactions by Board members and requires them to disclose potential conflicts.
 - 2. Upon joining the board, each Board member will sign a conflict of interest policy statement.
 - 3. As a normal practice of the Board, each individual shall disclose to the Board, any personal interest which he or she may have in any matter pending before the Board and shall refrain from participation in any decision on such matter. Such disclosures should be recorded in the meeting's minutes.
 - 4. Require Board members to withdraw from discussion and voting on decisions that present a potential conflict.
 - 5. Although it is not a conflict of interest to reimburse board members for expenses incurred, they are prohibited from being paid to serve on the Board.
 - 6. Board members will not receive pass-through dollars for individual projects.
 - 7. Establish procedures to ensure the organization is receiving fair value in the transaction.
 - 8. The Board is responsible for:

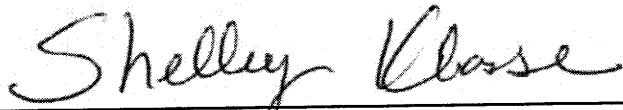
- I. Establishing by example and attitude an atmosphere of personal integrity. Some situations may need only a brief, informal comment to maintain that climate. In others, a decision may be delayed because of the need to ensure that it has been made in the organization's best interests. Each of us, by our daily words and actions, contributes to a culture of integrity and responsibility.
- II. Record in the minutes of the Board Meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.
- III. Decide only to hire or contract with a board member if they are the best qualified individuals available, and willing to provide the goods or services needed at the best price.

Article 13: Dissolution Clause

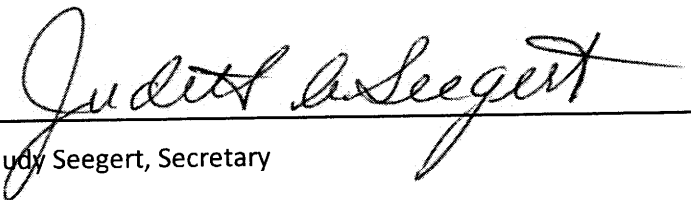
The Port Susan Food & Farming Center may proceed with dissolution (in accordance with WA RCW 24.03) only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. Upon dissolution, all remaining assets shall be distributed to such tax-exempt organizations (with similar purposes) as specified by the residing Board of Directors.

Approval of By-Laws

The foregoing Bylaws are true, accurate, and complete and were adopted by resolution of the members of the Board of Directors on November 26, 2012; and amended by a super majority vote of attending board members at the November 21, 2013 Board of Directors meeting; and further amended by a super majority vote of attending board members at the April 17, 2014 Board of Directors meeting; and further amended by a super majority vote of attending board members at the January 8, 2016 Board of Directors meeting.



Shelley Klasse, President



Judy Seegert, Secretary