

## **BYLAWS**

### **Community Food Initiatives (CFI)**

Revised & Ratified at the CFI Annual Membership Meeting  
March, 15, 2014

#### **Article 1: Name**

The name of the corporation is Community Food Initiatives (CFI)

#### **Article 2. Purpose**

The purposes for which said Corporation is formed are:

- A. To research, develop and implement educational food and gardening projects to benefit the Southeast Ohio, and the general public.
- B. To educate and assist low- income people and the general public about gardening and food- related issues.
- C. To conduct and support educational programs related to local food system development, diversification and resiliency as identified by members of the community.
- D. To encourage broad demographic participation in local food access.
- E. To assist in the establishment of an educational clearinghouse for the demonstration of techniques related to small-scale food production and consumption.
- F. And for any other purpose lawful or allowable to a non- profit corporation under the laws of the state of Ohio.

#### **Article 3. Prohibited Activities**

No part of the net earnings of CFI shall inure to the benefit of, or be distributed to, its members, directors, officers, or others, or other private persons, except that CFI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of these Bylaws.

#### **Article 4. Membership**

##### **A. Qualifications**

CFI shall have members that subscribe to the purposes and basic policies of CFI's ability to carry out its charitable and education purposes. No person shall hold more than one membership. CFI Board retains the right to refuse membership for just cause or activity that is contrary to the purposes of the organization.

##### **B. Rights of Membership**

Members shall have the right to vote, as set forth in these bylaws, on the annual election of Directors; the right to vote on amendments to these bylaws; and the right to vote in any election to dissolve CFI. CFI may serve, benefit, or assist persons who are not members,

but may restrict the provision of certain benefits, services, and assistance to members. No member shall be entitled to any dividend or any part of the income of CFI or to share in the distribution of CFI assets upon the dissolution of CFI.

**C. Dues, Fees and Assessments**

Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the board. Those members who have timely paid the required dues, fees and assessments and who are not suspended shall be members in good standing.

**Article 5. Board of Directors**

The Board of Directors will be comprised of members of Community Food Initiatives (CFI). All individual members in good standing of CFI shall be eligible for a seat on the Board of Directors. The Directors shall solicit participation representative of the SE Ohio community.

**A. General Powers**

- a. The Directors shall insure that the programs and activities of CFI are:
  - i. Consistent with the purposes of CFI.
  - ii. Legal and consistent with 501C-3 and state nonprofit laws and regulations.
  - iii. Implemented in a fiscally sound manner
- b. Working jointly with the staff the Directors shall develop long range plans for CFI and establish polices.
- c. The Directors shall:
  - i. Approve the acquisition of property and other assets.
  - ii. Authorize fund raising.
  - iii. Approve budgets.
  - iv. Establish personnel policies.
- d. The Directors shall monitor the finances and maintain an overview of the implementation of plans and polices.
- e. The Directors shall require the program staff to furnish project reports and other financial information.
- f. The Directors shall hire, fire, and annually evaluate the executive director.

**B. Number and Tenure**

There shall be no less than seven (7) and no more than eleven (11) Directors, each serving for a two- year term.

**C. Selection**

- a. New Directors shall be elected by the existing membership at the Annual Meeting.
- b. Seats will be determined by the plurality of votes cast.
- c. The terms of new Directors shall begin immediately upon election.
- d. Other vacancies on the Board shall be filled by the board membership at regular meetings of Directors. These appointments shall be interim positions, held until the next annual meeting.
- e. All elections of Directors shall be made in accordance with the process of decision making outlined in Article 8.

f. There shall be no limits on Board of Director terms.

**D. Removal/ Resignation**

a. Removal

a) A Director may be removed from the Board for specified conduct which is detrimental to the best interests of CFI. A Board Director who misses 2 meetings in a row without notification may be terminated by the Board. A two- thirds majority vote of the occupied seats is required to remove a Board Director.

b. Resignation

A Director may resign at any time by giving written notice submitted to the Executive Committee.

**Article 6. Officers**

There shall be a President, Secretary, Vice President and Treasurer elected by the Board each year. Vacancies among the officers shall be filled by the Directors at regular or special meetings of the Directors.

**Article 7. Committees**

The Board shall create committees and appoint members to these committees as the need arises. The Board will determine if these committees are to be standing, permanent committees, or temporary, ad hoc committees. There shall be an executive committee comprised of three of the following, the president, secretary, vice- president, treasurer, and director-at-large, that can take action for the directors between meetings of the board. Any meeting of the Executive Committee must consist of at least three of the above. The Executive Committee can take action for the directors between meetings of the board. Any decisions made by the executive committee will be reported to the entire board at the next meeting.

**Article 8. Meetings**

**A. Members Annual Meeting**

There shall be an Annual Meeting to be held (between January 1 and April 30) at the discretion of the Board of Directors. Written Notification of the Annual Meeting shall be sent to the members at least two weeks in advance. Nominations for Board of Directors may also be taken on the floor of the annual membership meeting. This mailing will include a list of the candidates for election for Directors and any proposed changes in the bylaws and other business. Decisions shall be reached with a simple majority vote, using all votes received on the date of the annual meeting, written and verbal. Minutes from the Annual Members Meetings shall be made available to all members.

**B. Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall occur no less than four (4) times per year. Special Board of Directors meetings may be called by a majority of Directors

provided that all Directors are given at least one day's notice. A quorum shall be reached with a simple majority vote, provided that a quorum is present. CFI defines a quorum as a simple majority of the current board of directors.

**Article 9. (Deleted)**

**Article 10. Amendments**

Amendments to these Bylaws will be proposed by the Board Directors in accordance with the decision-making process as outlined in Article 8, and must be approved by CFI members at the Annual Meeting. Members will receive a written copy of proposed amendment modifications two weeks before the annual members meeting to reach a decision.