

Snake Den Farm Association

Bylaws for Incorporation

ARTICLE I: Mission

The mission of the entity is to foster mutually beneficial relationships between farmers to employ, maintain, and improve historic Snake Den Farm.

ARTICLE II: Purpose

Section 1. The purpose of the entity is to promote the collaboration of farmers in maintaining and improving Snake Den Farm.

Section 2. Entity Responsibilities:

- A. Amend and update full-farm operations manual as needed
- B. Coordinate infrastructure together before applying to NRICD for approval
- C. Organize payment for electrical use of leaseholders
- D. Organize payment for water use of leaseholders and pump maintenance
- E. Submit yearly payment and paperwork to State of RI
- F. Seeking and applying for full-farm grants
- G. Organize volunteer work, including 20 hrs/year/farm, including keeping barn clean and free of debris
- H. Organize applicable farmers to keep washroom up to FSMA standards

ARTICLE III: Membership

MEMBERSHIP:

Section 1. LEASEHOLDER MEMBERS: Any leaseholder at Snake Den Farm shall be eligible for membership as a "Producer Member" upon:

- A. Payment of all equally shared entity establishment fees.
- B. Complying with all equity requirements of the Snake Den Farmers Association.

C. Signing a membership agreement with the Snake Den Farmers Association.

Section 2. Forfeiture of membership: Any member shall forfeit membership in the event that the member ends their lease at Snake Den Farm. Notice of termination of lease shall be given to the Board of Directors within 30 days of lease termination.

MEMBER RIGHTS AND RESPONSIBILITIES

Section 1. Membership Rights

- A. Participate in triannual membership meetings.
- B. Vote in elections for the board or on ballots.
- C. Serve on the board of directors or on committees.

Section 2. Membership Responsibilities

Members are *expected* to participate in the activities of the entity, including, but not limited to the following:

- A. Know and understand the criteria for participation, bylaws, and policies of the entity.
- B. Participate in open comment periods after receiving meeting notices of voting topics.
- C. Compensate responsible members for payment of electric and water use.

ARTICLE IV: Membership Meetings

TRIANNUAL MEETING

The triannual meeting of the members of this Association shall be held no later than the 31st day of April, September, and December, or on such date as the board of directors may determine. The board shall designate the time and place of meetings.

TRIANNUAL MEETING NOTICE:

Not less than thirty (30) days notice shall be sent to the last known email address of each member before for each meeting. Meeting notices shall always be written, giving date, place, time, agenda, and a request for comments. The agenda for

an annual meeting shall include a slate of director candidates if applicable, any by-law amendments that will be considered, and any topics that will be voted on. The meeting notice shall serve as a comment period. Members may request directors read comments to members anonymously.

SPECIAL MEETINGS:

Special Meetings of the members of the entity may be called at any time by order of the Board of Directors, and shall be called at any time upon written request of at least one of the members. The request shall state the object of the meeting. The secretary of the entity shall schedule a membership meeting within 14 days of the request and notify members of the description of the request, date, place, time, and a request for comments.

QUORUM:

At any annual, special or membership meeting of the members, a quorum to qualify a vote shall consist of a majority of the members. Owners represented by a vote emailed to the board by the time of the meeting shall be counted in computing quorum but only on those questions on which the ballot or signed vote is taken.

MEETING RULES:

Prior to voting, a director will call for a comment period. At this time, members may make comments on the voting issue. Directors shall read aloud anonymous comments or other comments made prior to the meeting.

VOTING:

Each member shall be entitled to only one vote. Voting shall be permitted by mail, e-mail, or in person. Proxy voting shall be allowed. Each proxy shall be in writing or email, signed by the voting member and no members shall vote more than one proxy or representative.

REPRESENTATION OF ORGANIZATIONAL MEMBERS:

Members of leaseholding entities with multiple owners/operators must cast a single vote. Any owner/operator of these members may function as a representative of the member's single vote.

- A. The owners/operators must be named in writing at the time of membership application, and can be updated with a written mail or email notification to the board at any time.

ARTICLE V: Board of Directors

NUMBER, QUALIFICATIONS AND COMPOSITION OF DIRECTORS:

Section 1. Number and qualifications of the board.

- A. The board shall consist of at least three (3) directors.
- B. Directors must be members of the entity.
- C. Directors shall be elected by members.

POWERS AND SPECIFIC DUTIES OF THE BOARD:

All powers of the Association, except those reserved to the Members, shall be exercised by or under the authority of the board. The board of directors will set, implement, and interpret policies to further the mission of the entity.

TERMS OF DIRECTORS:

Directors will be elected by the members at annual membership meetings or at a special member meeting called to fill a vacancy. Directors will serve for one (1) year terms.

HOW ELECTIONS ARE CONDUCTED:

Members shall elect directors by written ballot, by mail, email, or google form. Directors will be elected at the December Meeting. Each member applying for a director position will be voted on individually, and directors shall be elected by a simple majority.

BOARD VACANCIES:

Vacancies occurring on the Board of Directors shall be filled by appointment by the remaining directors until the next Annual Meeting of members of the cooperative.

REMOVAL OF DIRECTORS:

Any elected director may be removed from office with or without cause by a vote of not less than two-thirds of the members.

INDEMNIFICATION:

The Board of Directors shall have general supervision of the affairs of the association, make recommendations to the association, and shall perform other duties as are specified by these by-laws. The association will hold harmless and indemnify Board members for any liability arising from good faith actions taken by the Board. Board members who accept special duties or assignments will not be held liable to any greater degree than any other Board member for their good faith actions.

BOARD COMPENSATION:

The entity will reimburse board members for purchases or expenditures only approved by members in connection with fulfilling board of director duties.

- A. Compensation, if any, for board members will be determined by members at annual or special membership meetings.
- B. No board director may vote upon reimbursement for their services.
- C. Board directors may count their time spent conducting director duties as volunteer hours for Snake Den Farm.
- D. Compensation for utility bills will be based on the amount of utility used. Water and electric use will be reported by the 31st of each month to the holder of the account, and payment will be made by the 15th of the following month.

CONFLICT OF INTEREST:

It shall be the duty of all board directors to make prompt and full disclosure to the board of any personal, professional, or financial conflict of interest in a matter under discussion.

BOARD MEETINGS

Section 1. Board Meetings. The directors shall hold their first Board meeting immediately after a member meeting. The chair may call a meeting at any time and shall do so upon the demand of a majority of the directors. The Board shall determine a regular schedule of meetings sufficient to meet the needs of the cooperative.

Section 2. Special Board Meetings.

Special meetings of the board may be held from time to time.

- A. The meeting will be called by any directors.

B. Held at a time and place designated in the meeting notice

MEETING NOTICE, QUORUM etc.

Section 1. Notice of Meetings.

Oral, written, or electronic notice of each meeting of the board of directors shall be given each director by, or under the supervision of, the secretary of the Association prior to the time of meeting. But such notice may be waived by any director, and their appearance at a meeting shall constitute a waiver of notice.

Section 2. Meeting Participation.

Participation in person is preferred, however, any board meeting may be conducted by telephone or other electronic means of communication through which the directors may simultaneously hear one another.

Section 3. Open Board Meetings. As a general rule the decisions and operations of the Association are open to all members. Formal notice is not required to non-board, Association members, but notice and agenda of regular and special meetings will be publicized to the membership at large. Any Association member may attend meetings of the Board of Directors, as an observer. When the Board of Directors meets in Executive Session, such meetings shall be closed to non-Board of Director members.

Section 4. Quorum. A majority of the directors in office shall constitute a quorum for transaction of business. An act of the majority of the directors present at a meeting at which a quorum is present shall be an act of the board.

Section 5. Decisions. Decisions of the Board of Directors shall be made by the affirmative vote of a majority of directors in office. However, affirmative decisions on any and all motions before the Board of Directors require a seven (7) day comment period for consent from any directors not present at the meeting. Receiving comments from absent directors shall end the comment period.

ARTICLE VI: Officers and Committees of the Board

Section 1. Election. At the first board meeting following the annual meeting, the board of directors will elect from among themselves a chair, a vice chair, a secretary and a treasurer. At their discretion, the board may choose to combine the office of treasurer with that of another office. Officers will hold office for one year unless removed early by resignation or for cause. In the case of death, resignation, or disability of any officer, the board may declare the office vacant and appoint any eligible member for that position.

Section 2. Duties of the Chair. The chair shall be the principal executive officer of the entity and preside at member and board meetings. The chair may call special meetings of the board or members. With the board's approval, the chair may sign contracts or other necessary documents.

Section 3. Duties of the Vice Chair. In the absence of the chair, the vice chair will perform the duties of the chair.

Section 4. Duties of the Secretary. The secretary will record and distribute accurate minutes of all member, committee, and board meetings. The secretary will submit required correspondence to the State of Rhode Island, keep reports required by law, and sign meeting minutes. Upon election of a successor, the secretary shall turn over all books and other entity property to the board.

Section 5. Duties of the Treasurer. The treasurer is responsible for all financial matters of the Cooperative and provides members with financial reports at each meeting and a financial statement at the end of each year. Upon election of a successor, the treasurer shall turn over all monies, property, books, records and documents pertaining to the board.

Section 6. Committees. The board may create temporary or standing committees. Committee powers shall be specifically stated by board resolution, and in no case shall any such committee exceed its conferred powers.

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ARTICLE VII: Amendment

SECTION 1. The initial By-Laws of the Snake Den Farm Association shall be adopted by a 3/4 vote of the initial Board of Directors at initial meeting.

SECTION 2. These Bylaws may be amended by the affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting, provided that notice of any proposed amendment shall be given at the preceding meeting and the notice to participants of the meeting at which the proposed amendment is to be acted upon. Also, amendments to these Bylaws require the affirmative vote of at least one director of each owner class.

ARTICLE VIII: Dissolution

SECTION 1. At any member meeting, whether or not a quorum is present, the co-op may dissolve if:

1. *Proper notice.* Notice that a resolution for dissolution will be considered and acted upon has been included in the notice of meeting; and
2. $\frac{3}{4}$ *member vote.* The resolution is approved by three-fourths of the member votes cast.

When the resolution is adopted, either a committee designated by the resolution or the board shall liquidate all assets and pay the net proceeds of such liquidation available for distribution to all persons entitled to the same by law, the articles, and the bylaws.

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this non-profit corporation.

ADOPTED AND APPROVED by the Board of Directors on this 10 day of December, 2019.

DIRECTORS:

Jeroen Koeman

Marina Capraro

Adam Graffunder

Rebecca Roberts

Lia Lee

Marc Paulhus