

BY-LAWS
of the
VIRGINIA ASSOCIATION FOR BIOLOGICAL FARMING

This corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes, without pecuniary gain or profit to its directors or officers or to any private individual.

ARTICLE I – NAME

The name of this corporation shall be the “VIRGINIA ASSOCIATION FOR BIOLOGICAL FARMING.”

ARTICLE II – PURPOSE

It is the conviction of members of this corporation that an ecologically sound system of agriculture will improve the health and well-being of the humans, animals, and plants living on this planet, and that healthy soil and clean water are necessary prerequisites for the continuation of life on Earth. Further, an ecologically sound system of agriculture is an economic, social, and philosophical system as much as it is a scientific system. Therefore, this corporation has the following purposes:

- 1) To engage in activities which will educate the public about the need for, and methods and techniques of, ecologically-oriented agriculture.
- 2) To engage in scientific research and study on an ecological system of agriculture.
- 3) To obtain and disseminate to the public by any appropriate means information on the scientific, economic, social, and philosophical aspects of ecological agriculture.
- 4) To encourage the adoption and widespread use of ecologically sound methods and techniques of agriculture, horticulture, aquaculture, and livestock husbandry as the best means of a) providing humans with food that is as nutritious and free from toxic residues as possible, and b) preventing soil erosion and water pollution.
- 5) To promote humane and caring standards of livestock management.

ARTICLE III – MEMBERSHIP

Section III-A Membership

The corporation encourages anyone who subscribes to the purposes as stated in Article II to become a member.

Section III-B Term of Membership

Terms of membership are established by the Board of Directors in Standing Rules.

Section III-C Voting Rights

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IV – MEETINGS OF THE CORPORATION

Section IV-A – Regular Meeting:

Annual Business Meeting-- The purpose of this meeting is to conduct whatever business needs to be brought before the entire membership and to elect members to the Board of Directors.

The dates and location of the annual meeting for the upcoming year shall be determined by the Board of Directors and shall be published in the official VABF publication, which shall be sent to each member no less than ten nor more than sixty days prior to such meeting.

Section IV-B – Additional and Special Meetings

Additional field days and educational seminars may be held as needed or desired. These meetings may be initiated by the Board of Directors, a Standing Committee, or upon the written request of 10% of the membership. Notice of these meetings will be given in the most expedient way.

Special meetings of the Corporation may be convened by the Board of Directors, or upon the written request of 10% of the membership. Notice of such meetings shall be made to each member.

Section IV-C – Quorum

10% of those members eligible to vote shall constitute a quorum for regular and special meetings.

Section IV-D – Proxies

At any meeting of members, a member entitled to vote may vote by written proxy. The proxy will be cast at the called election.

Section IV-E – Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws. Where Directors are to be elected by the members or a matter must be voted upon by the members at a time other than the annual business meeting, such election or vote may be conducted by mail in such a manner as the Board of Directors shall determine.

ARTICLE V – BOARD OF DIRECTORS

Section V-A – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall set the policies of the Corporation, shall engage in long-range planning, and shall have whatever powers are customary for Boards of Directors and necessary to the proper management of the Corporation.

Section V-B – Number, Tenure, and Election

There shall be not fewer than five (5) Directorships. Subject to the above, the actual number of directorships for each year may be fixed by resolution of the members, or, in the absence thereof, shall be the number of directors actually elected by the members in good standing. A reduction in the number of directorships, by member resolution, shall not remove any director currently in office or shorten his or her term. The Directors shall serve staggered two-year terms with one-half of the Directors being elected each year at the annual business meeting of the members. Each Director shall hold office for two years, and will be limited to 3 consecutive terms (6 years). Each Director shall serve until his/her successor shall have been elected.

The President of the Corporation shall appoint a nominating committee five months prior to the annual meeting. Suggestions for nominees to the Board of Directors shall be sent to the Committee. The Nominating Committee shall prepare a slate of nominees. This list with a summary of each nominee's qualifications shall be published in the official publication of the corporation. The Chairperson of the Nominating Committee shall present the slate of nominees to the members at the annual business meeting. At this time nominations for Directors made from the floor shall be accepted provided the nominator has the permission of the nominee.

A simple majority of the votes cast shall be necessary for election to office.

Section V-C – Regular Meetings

The Board of Directors will provide by resolution the time and place for the holding of regular meetings of the Board without other notice than such resolution.

Section V-D – Special Meetings

Special Meetings of the Board of Directors may be called by the President or at the request of the President, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section V-E – Notice

Notice of any special meeting of the Board of Directors shall be given at least two days prior to the meeting in the most expedient way.

Section V-F – Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section V-G – Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section V-H – Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section V-I – Compensation

Directors as such shall not receive any stated salaries for their services. However, nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section V-J – Informal Action by Directors

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

ARTICLE VI – OFFICERS

Section VI-A – Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be deemed desirable and necessary by the Board of Directors. These officers shall have the authority to perform the duties prescribed by the Board, including transmittal to the Archives on a regular basis of all papers and records of historical value.

Section VI-B – Election

The Officers of the Corporation shall be elected or appointed annually by the Board of Directors from among themselves or the membership at large. New offices may be created and filled at any meetings of the Board of Directors.

Section VI-C – Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the officer so removed.

Section VI-D – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section VI – E - Executive Secretary

The Board of Directors shall have the authority to hire an executive secretary and such other supporting staff as may be deemed necessary when in its judgment the affairs of the corporation would be best served by doing so.

Section VI-F – Duties of the Officers

- 1) **President:** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 2) **Vice-President:** In the absence of the President or in event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- 3) **Secretary:** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; transmit all papers from the preceding year to the archives; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

- 4) Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5) It shall be the duty of each officer to transmit to the archives all papers necessary to his office.

ARTICLE VII – STANDING COMMITTEES

Section VII-A – Establishment

The Board of Directors has permission to establish such Standing Committees as necessary to accomplish the purposes of the organization. At the time of establishment, terms of membership, specific responsibilities and powers of these committees and their chairs shall be clearly defined (see standing rules).

Section VII-B – The Board may authorize the president to establish ad hoc committees for particular appointments or programs, and to appoint the chairs of these. The terms of appointment, responsibilities and powers of such shall be specified by the Board.

Section VII-C – Meetings

Each Standing and Special Committee shall meet during the year at times and places generally convenient to the Committee members and designated by its Chair. The purpose of the meetings shall be to further the goals and objectives of that Committee.

Section VII-D – Records of Proceedings

The Chair of each Standing Committee shall see that minutes of the Committee’s meetings are kept and that copies are provided to the Archivist to be made a part of the permanent records of the Corporation.

ARTICLE VIII—Chapters

The Board may establish chapters which will operate within the purposes of the organization (Article II)

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section IX-A – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section IX-B – Checks, drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, 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 permission of the

Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section IX-C – Deposits

All 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 of Directors may select.

Section IX-D – Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X – FISCAL YEAR

The fiscal year shall be the calendar year unless otherwise determined by a majority vote of the Board of Directors.

ARTICLE XI – DUES

The Board of Directors of the Corporation shall set the annual dues for each class of members; For particulars, see the Corporation’s Standing Rules.

ARTICLE XII– AMENDMENTS

These By-Laws may be amended or repealed or new By-laws may be adopted, either by a majority vote of the Board of Directors, or by a majority of the proxy votes, if any, and of the votes of those members in good standing in attendance at the meeting at which the proposed amendments, etc., to the by-laws are considered. By-laws adopted or amended by the Board of Directors shall be subject to amendment or repeal by the members. By-laws adopted by the members, if the adopting resolution shall so expressly state, may not be amended or repealed by the Board of Directors.

Members unable to attend a meeting at which a proposed change of the By-Laws is to be considered may indicate in writing to the Secretary, by letter posted at least four days in advance of the meeting, a proxy vote on his/her stand. The vote may include a short written statement which the Secretary shall read at the meeting and then enter into the recorded discussion of the proposed change.

ARTICLE XIII– STATUS

Section XIII-A – VABF, a non-profit corporation, is incorporated under the Virginia Non-Stock Corporation Law, for activities specified in its Purpose, ARTICLE II (above).

Section XIII-B – The Board of Directors shall not engage in any substantial way in activities, nor exercise powers, not in accord with its Purpose, ARTICLE II (above).

Article XIV – ASSETS

Section XIV-A – The assets of the non-profit Corporation are dedicated to its Purpose, ARTICLE II (above). No part of the net earnings or assets of the Corporation shall inure to the exclusive benefit of any person, or Director of the Corporation except as outlined in ARTICLE V-I (above).

Section XIV-B – Upon dissolution of the Corporation, assets remaining shall be distributed in the manner described in its ARTICLES OF INCORPORATION.

Approved as amended: _____
(date)

Note: Standing rules are intended to amplify, interpret, and explain the by-laws, and will be numbered consistent to the article to which they apply.

(December 17, 2008)