

SOUTH WHIDBEY TILTH ASSOCIATION BYLAWS

Amended June 19, 2014

ARTICLE ONE: NAME

The name of the organization shall be South Whidbey Tilt Association. The organization is organized exclusively for educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE TWO: PURPOSE AND PRINCIPLES

1. South Whidbey Tilt Association is an educational association, the purpose of which is to support and promote biologically sound and socially equitable agriculture. Our commitment is to advocate, study and teach agricultural practices consistent with stewardship of the natural world. We promote and demonstrate principles and practices of sustainable agriculture, as well as cultivate a variety of opportunities for local market gardeners and farmers.
2. We are committed to a democratic structure and process in the governing of our organization and in our interactions with the community we serve.

ARTICLE THREE: MEMBERSHIP

Sec. A. Membership qualifications

1. Any person who supports and endorses the purpose and principles of this organization, and who contributes annual dues, may become a member. Membership shall not be denied on the basis of race, color, creed, gender, sexual orientation, disability or age.
2. A member in good standing shall be defined as any member who is current on the payment of dues and who is not in violation of our purpose and principles.

Sec. B. Membership rights

Each member in good standing shall have the right to:

1. Bring business to business meetings
2. Discuss this business at the meeting
3. Cast one vote on any and all matters submitted for a vote of the membership.

Sec. C. Dues

The membership dues shall be set by the Council of Trustees.

ARTICLE FOUR: COUNCIL OF TRUSTEES

Sec. A. General Authority

1. The Council of Trustees shall perform the duties prescribed by these bylaws and the parliamentary authority.
2. The Council of Trustees shall be subject to the will of the members and none of its acts shall conflict with action taken by the membership.

Sec. B. Number and Tenure

1. There shall be no more than eight members of the Council of Trustees.
2. Members of the Council of Trustees shall be elected for two-year terms.
3. The President (position 1) and Council positions two, four, and six shall be elected on even years. Positions three, five, seven and eight shall be elected on odd years.

Sec. C. Duties and responsibilities

1. The Council of Trustees is charged with the management of South Whidbey Tilt Association. Management shall include the setting of operational policies and procedures. The Council of Trustees shall refer major policy matters to the annual, regular or special business meetings.
2. At its discretion the Council of Trustees may delay votes on any policy matters in order to solicit written or emailed opinions from South Whidbey Tilt Association members unable to be present, or may submit such matters to a vote at a business meeting. Notification must be mailed or emailed

no less than 10 and no more than 30 days prior to the meeting at which such a vote is to be held.

3. The South Whidbey Tilt Association Council of Trustees shall communicate with the membership via a regularly published newsletter, whose primary purpose is to disseminate information pertinent to the mission and operation of South Whidbey Tilt Association, including notice of the annual meeting, educational articles and notices of organizational events and opportunities for community involvement.. Frequency of publication shall be set by the Council of Trustees.
4. **Employees and Contract Services**
The Council of Trustees shall have the authority to hire and fire all employees and may contract with individuals or groups to provide financial and administrative functions, and staff management, for South Whidbey Tilt Association's operations and projects. For purposes of confidentiality, the council may go into executive session.

Sec. D. Financial Accountability

1. South Whidbey Tilt Association shall:
 - a. maintain a financial base adequate for its obligations
 - b. implement and maintain a bookkeeping system which is approved by the Council of Trustees
 - c. prepare a budget for each fiscal year, to be submitted no later than the business meeting two months prior to the new fiscal year, for approval no later than the business meeting one month prior to the new fiscal year.
 - d. Any expenditure that would cause the amount allocated for that budget item to be exceeded by more than \$100 must be authorized by a vote of the majority of eligible members present at a regular or special business meeting prior to the funds being disbursed.
2. All books and records of the organization may be inspected by any member in good standing, or his or her agent or attorney, for any proper purpose at any reasonable time with reasonable notification.
3. An internal audit of the financial records shall be conducted annually at a time to be specified by the Council of Trustees, but not sooner than the half-way point of the fiscal year.

Sec. E. Compensation

Trustees as such shall not receive any salaries for their services as Trustees, but, by resolution of the Council of Trustees, may receive a fixed sum for expenses for attendance at any meeting of the Council or committees, or meetings, conferences, etc. deemed of value to South Whidbey Tilt Association. Trustees may receive compensation for other approved, contracted services.

Sec. F. Qualifications

A Trustee candidate must:

1. support the purpose and principles of South Whidbey Tilt Association, as stated in Article Two.
2. have been a member of the Association for at least one year at the time of nomination and must have made some contribution or show of involvement in the South Whidbey Tilt Association during the year prior to nomination, such as: active participation in a committee, volunteer project, contributions to the newsletter or attendance at business meetings. Exceptions to this rule may be allowed by the Nominating Committee for a person with special qualifications or a person who has been a member for one year of an organization with similar goals.
3. be able to attend the business meetings.

ARTICLE FIVE: ELECTIONS

Sec. A. Nominations

1. Nominations by committee

- a. The Council of Trustees shall establish a Nominating Committee of Association members to nominate qualified candidates for the Council.
2. Nomination by petition may be in writing or by email
 - a. The nominating committee shall accept a petition to nominate a candidate signed by five members in good standing.
 - b. Petitions must be received five days in advance of the newsletter deadline preceding the annual meeting.
 - c. The nominating committee shall determine that all nominees meet the qualifications established in Article Four, Section F.
3. Nominations from the floor
 - a. Nominations of qualified candidates (as defined in Article Four, Section F) may also be made from the floor by any member in good standing.

Sec. B. Council of Trustees

1. The President of the Council of Trustees (Position 1) shall be elected by a majority of eligible ballots cast at the annual meeting.
2. Up to seven other Trustees shall be elected by a plurality of eligible ballots cast at the annual meeting. These seven Trustees will fill Positions 2 through 8, as prescribed in Article Six.

Sec. C. Officers

1. Officer titles and duties of Trustee positions 2 through 8 will be chosen by the Trustees from among themselves.
2. The office of president (Trustee Position 1) shall be elected as in Article Five, Sec. B 1.
- 3.

Sec. D. Absentee ballots

1. Provision shall be made by the Council of Trustees for mailed, emailed and/or proxy ballots.

ARTICLE SIX: OFFICERS

Sec. A. Titles of Officers and Selection

1. The Council shall choose the Officer Titles for positions 2 through 8 in alignment with the functions of the standing committees. These must include a Vice President, a Secretary and a Treasurer.
2. The duties of President, Vice President and Secretary are defined by the Parliamentary Authority. Their additional duties and duties of the other trustees will be defined by the Council of Trustees .
3. Each Trustee shall hold an office. All officers have equal responsibility for stewarding the South Whidbey Tilt Association.
4. The Council of Trustees shall determine an order of succession for assuming the duties of the Vice President should the President or Vice President be temporarily absent or incapacitated.

Sec. B. Terms of office

1. The term of the officer positions of President and Vice President shall be two years.
2. The terms of officer positions 2 through 7 shall be at least one year, or until her/his successor has been duly selected.
3. Vacancies: see Article Ten

ARTICLE SEVEN: MEETINGS

Sec. A. Annual Meeting

1. The annual meeting of the general membership of South Whidbey Tilt Association shall be held in the month of January, at a location, date, and time to be determined by the Council.

2. Members shall be notified of the annual meeting at least ten days in advance
- Sec. B. Business meetings
1. Regular business meetings of South Whidbey Tilt Association shall be held monthly at a location, date, and time to be determined by the Council of Trustees, with notification to members via the South Whidbey Tilt Association newsletter and email.
 2. Attendance and voting at business meetings is open to all South Whidbey Tilt Association members in good standing.
- Sec. C. Special business meetings
1. The President of the Council of Trustees or any two other Trustees shall have the power to call special business meetings.
 2. The Council of Trustees must state the business to be transacted at the meeting, and the business transacted at the special meeting must be limited to the stated agenda.
 3. Attendance, voting, quorum, and publication of minutes requirements shall be identical to regular business meetings.
 4. The Council shall make a reasonable effort to notify the membership of the special meeting through electronic mail, and publication in the newsletter shall not be required.
- Sec. D. Community gatherings
1. The Council of Trustees shall be responsible for assuring that South Whidbey Tilt Association offers regular community gatherings.
 2. The purpose of community gatherings shall be to provide educational and social opportunities for the members of South Whidbey Tilt Association and the larger community.
- Sec. E. Minutes of meetings
- South Whidbey Tilt Association shall keep minutes of the proceedings of its annual, regular and special business meetings, and may make them available for the general membership on the website or in the newsletter at the discretion of the Council. Any member in good standing may request and receive a copy of the minutes of any meeting.

ARTICLE EIGHT: QUORUM

- Sec. A. Definition
1. A quorum of four members of the Council of Trustees shall be required to conduct the ordinary business of South Whidbey Tilt Association and decide on operational policy matters at regular or special business meetings.
 2. A quorum of four members of the Council of Trustees and three other members in good standing shall be required to decide major policy matters at regular or special business meetings.
 3. Fifteen members in good standing, including Trustees present, shall constitute a quorum at an annual meeting.
- Sec. B. Decision-making
1. A majority of the members in attendance at any meeting shall, in the presence of a quorum, decide its action.
 3. In the absence of a quorum, a majority of those present may reschedule the meeting.
 4. In the absence of a quorum, on major policy matters, the council may postpone discussion and shall not vote on such matters until there is a quorum of members and Trustees at a business meeting. The council may continue with other ordinary business.
 5. Business decisions required between regular meetings may be conducted by the President using an

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electronic poll of the full board via email. Any board members without access to email will be polled by other means. For these purposes, a quorum of trustees must vote and a majority of those voting must vote for the issue before the President can proceed.

ARTICLE NINE: COMMITTEES

Sec. A Standing committees

1. Standing committees shall:
 - a. be established for ongoing administrative duties and projects of the organization
 - b. be chaired by a Trustee, and shall be composed of members in good standing. Other Trustees may serve as committee members.
 - c. be entrusted with operation functions of the organization and shall report at each regular business meeting.
 - d. make recommendations to the Trustees on major policy matters.
2. Standing committees shall be:
 - a) Education
 - b) Land stewardship
 - c) Membership, development and community relations
 - d) Market
 - e) Finance and audit; the chair shall serve as the Treasurer.
3. The Council shall define the goals, objectives and priorities of standing committees.
4. Should there not be a full complement of Trustees on the Council, the Council may appoint a member in good standing, to chair Standing Committees. This committee chair shall report directly to a designated Trustee.

Sec. B. Special (ad hoc) committees

1. The Council of Trustees shall establish special committees as needed.
2. The Council shall define the goals, objectives, priorities and duration of each special committee.
3. The Council shall appoint the chairperson of such committees.
4. A special committee will be dissolved at a business meeting when the stated goal has been completed.

Sec. C. Selection of committee members

1. Members in good standing may indicate their interest in serving on a committee to the appropriate chairperson.
2. A committee chair will recommend individual committee members to the Council of Trustees.
3. Final approval of committee members shall be given by the Council of Trustees.
4. Any member of a committee may be removed by a majority vote of the Council of Trustees without cause.

Sec. D. Obligations of committees

1. No committee shall have authority to take final action on any matter without approval by either the business meeting or the Council of Trustees, whichever is appropriate to the action in question.
2. All active committees shall report to the Council of Trustees at each business meeting.
3. The President shall be an ex-officio member of all committees, except the nominating committee.
4. Committees shall record proceedings of all meetings and submit a report to the Secretary of the Council.

ARTICLE TEN: VACANCIES, REMOVAL, RECALL, AND INITIATIVE

Sec. A. Vacancy

1. A vacancy is any Council position, which becomes open before the expiration of its term.
2. A vacancy in any office other than President may be filled by appointment by the Council of Trustees at any regular or special meeting for the unexpired portion of the term.
3. In the event the President is unable to complete her/his term, the Vice President shall serve the balance of the term.

Sec. B. Removal

1. Any Officer of this organization may be relieved of specific officer duties by a two-thirds vote of the Council of Trustees without cause. She/he may be reassigned to other officer duties.
2. Any Trustee of this organization may be removed by a two-thirds vote of the members present at a regular or special business meeting, provided that 15 days notice of such a vote is provided to the membership by telephone, mail or email.

Sec. C. Members have the rights of Initiative and Recall.

1. Initiative
 - a. A petition signed by 10 percent of the members in good standing shall be sufficient to submit an initiative to a vote of the general membership.
 - b. The subject of such a petition must first have been submitted to the Council of Trustees for consideration and have been rejected, tabled for more than three business meetings, or modified so substantially as to no longer reflect the original intent of the request.
 - c. Such a petition must be submitted to a regular business meeting or the annual meeting.
 - d. The Council of Trustees shall have a maximum of 62 days from the formal submission of such a petition to verify names and bring the matter to a vote at a regularly scheduled or special business meeting.
 - e. A majority vote of members in good standing present at this meeting shall decide the matter.
2. Recall
 - a. A petition signed by 25 percent of the members in good standing shall be required to compel a recall vote for any Trustee.
 - b. Such a petition must be submitted to a regular business meeting or the annual meeting.
 - c. The Council of Trustees shall have a maximum of 62 days from the formal submission of such a petition to verify names and bring the matter to a vote at a regularly scheduled or special business meeting.
 - d. A two-thirds vote of the entire membership shall be required for a successful recall.
 - e. Provision shall be made by the Council of Trustees for mailed, emailed and/or proxy ballots.

ARTICLE ELEVEN: PARLIAMENTARY AUTHORITY

The parliamentary authority for South Whidbey Tilth Association shall be *Modern Parliamentary Procedure*, by Ray E. Keeseey

ARTICLE TWELVE: AMENDMENTS TO BYLAWS

1. The bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the eligible ballots cast. A notice shall be emailed to the general membership no less than 10 days and no more than 30 days prior to the meeting at which the amendment will be considered. Any board members without access to email will be polled by mail postmarked no less than 10 days and no more than 30 days prior to the meeting at which the amendment will be considered. The email and mailing shall include a notice of the meeting date, time and location plus a copy of both the existing language and proposed changes.
2. Amendments to bylaws may be proposed by any member in good standing. Proposed amendments must be

submitted to the Council of Trustees in writing, signed and dated.

3. The Council of Trustees shall create an ad hoc rules committee to which the Council of Trustees will submit the proposed amendment.
 4. The rules committee shall
 - a. evaluate the merits of a proposed amendment, including its harmony with existing bylaws.
 - b. reword it as needed to conform to the language style of the existing bylaws.
 - c. propose the amendment, via a main motion, to a business meeting within 90 days from the date of creation of the rules committee
 - d. The committee may include with its motion, its recommendation for adoption or rejection by the business meeting.
 5. Provision shall be made by the Council of Trustees for mailed, emailed and/or proxy ballots for a vote on a bylaws change.
- ARTICLE THIRTEEN: INDEMNIFICATION OF TRUSTEES AND OFFICERS, AND LIABILITY INSURANCE**

1. Indemnification: The Association shall indemnify and hold harmless to the full extent permitted by the law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that she/he, her/his estate, (whether testate or intestate) is or was a Trustee, Officer, employee or agent of the Association or serves or served any other enterprise at the request of the corporation. However, no right of indemnification exists where the person's misconduct or omission makes her or him liable to South Whidbey Tilt Association, or where such action was outside the scope of authority granted by South Whidbey Tilt Association.
2. Insurance Coverage: The South Whidbey Tilt Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Association, or is serving at the request of the Association as Trustee, Officer, employee or agent of another association, partnership, joint venture, trust or other enterprise, against any liability asserted against her/him and incurred by her/him in any such capacity or arising out of her/his status as such, whether or not the Association would have the power to indemnify her/him and hold harmless against such liability under the provisions of this section.

ARTICLE FOURTEEN: DISSOLUTION

Upon dissolution of the corporation, the Council of Trustees shall, after paying or making provision for the payment of all of the liabilities of South Whidbey Tilt Association, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Council of Trustees shall determine. The Council shall give preference to Island County based organizations.

These bylaws amendments have been reviewed and adopted by the South Whidbey Tilt Council of Trustees and a majority of the Association membership on June 19, 2014.