

# IFOAM North America

## Bylaws

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### Article I: Identity and Purpose

#### Section 1. Name.

The name of the organization is IFOAM North America.

#### Section 2. Mission.

IFOAM North America's Mission is to educate the public, provide a forum to exchange ideas, and engage in North American-specific activities to advance organic agriculture and its principles, in partnership with IFOAM-Organics International and the global organic community.

#### Section 3. Purpose.

IFOAM North America is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. Subject to the limitations stated in the Articles of Incorporation, the purposes of IFOAM North America shall be to engage in any lawful activities that advance its mission and is consistent with Section 501(c)(3) of the Internal Revenue Code and Chapter 65 of the Oregon Revised Statutes or its corresponding future provisions.

### Article II: Membership

#### Section 1. Qualifications.

Affiliates of IFOAM – Organics International located in Canada, the United States, and English-speaking countries of the Caribbean are eligible to join IFOAM North America.

#### Section 2. Classes and Voting Rights.

Classes of Membership are based on the Affiliate Status with IFOAM—Organics International. Full Members of IFOAM North America are IFOAM-Organics International affiliated organizations with voting rights, Associate Members of IFOAM North America are IFOAM-Organics International affiliated organizations without voting rights, and Supporting Members of IFOAM North America are IFOAM-Organics International affiliated individuals without voting rights.

#### Section 3. Membership Meeting.

A Membership Meeting shall be held annually, with a date and place set by the IFOAM North America Board. The membership shall be informed at least 90 days in advance of the date and location of a regular Membership Meeting. If 25% of the Full Members of IFOAM North America, the IFOAM North America Board of Directors, or if the World Board of IFOAM—Organics International makes a written request for an extraordinary Membership Meeting, one shall be convened within 120 days of receipt of that written request.

#### Section 4. Quorum and Voting.

A quorum consists of 25% of all Full Members in good standing, represented in person or by proxy. Unless otherwise provided by law or in these Bylaws, all matters before the Membership Meeting shall be decided by the votes of a simple majority of the quorum. Voting is open, or by secret ballot if so requested by one Full Member. Full Members have one vote each. Associate Members and Supporting Members cannot vote, but may attend and be recognized to speak.

**Section 5. Votes by Proxy.**

Votes by written proxy are permitted, provided that no person present shall be allowed to cast more than five votes, including the vote of the person holding the proxies if the person is a Full Member. Any natural person may hold a written proxy. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form. Decisions of the Membership Meeting are recorded in Minutes, which are signed by the Chair and distributed to all the members and to IFOAM – Organics International.

Membership Meetings, General Assemblies, and other events of IFOAM North America are generally open to the public, but may be restricted to members only, either in advance of, or during a meeting, at the request of one Full Member and approval by majority vote of Full Members present.

**Section 6. Action by Written Ballot; Action by Electronically-transmitted Consent.**

Members may act outside of a Membership Meeting by written ballot delivered to every member entitled to vote, if the ballot sets forth the proposed action(s), states the number of responses needed to meet quorum requirements, states the percentage of approvals needed to approve each matter other than the election of directors, and specifies a reasonable time the ballot must be received by the corporation in order to be counted. Actions may also be taken by unanimous written consent of Full Members, which consent may be transmitted electronically.

**Section 7. Matters Reserved by the Membership.**

Election of Directors, Officers, Membership dues, and Amendments to these Bylaws are reserved to the membership; *provided*, the Board may act to:

- a) Fill vacancies of the Board and Officers.
- b) Remove a Director or Officer.
- c) Recommend dues on the membership subject to member ratification.
- d) Amend the Bylaws to comply with applicable Federal or State laws, subject to member ratification.

**Section 8. Standing and Expulsion.**

All members are expected to abide by the IFOAM—Organics International Landmarks, including the Principles of Organic Agriculture, the IFOAM Standards or their IFOAM-recognized equivalent. The IFOAM North America Board of Directors may expel members who violate the Landmarks or otherwise act against the objectives or interests of IFOAM – Organics International or IFOAM North America.

An expelled member shall be sent written notice of the effective date of the expulsion and the reason therefor at least 15 days before the member is expelled. The member will be given an opportunity to be heard by the Board either in person or by teleconference not less than five days before the effective date of expulsion. Adverse decisions by the Board may be appealed to the IFOAM NA Membership at the next Membership Meeting. Adverse decisions by the IFOAM North American Membership at the Membership Meeting may be appealed to IFOAM – Organics International in accordance with the rules thereof. The decision by IFOAM — Organics International is final and is not reviewable by any Court.

## Article III – Board of Directors

### Section 1. Number.

The corporation shall have no fewer than five and no more than nine directors and collectively they shall be known as the Board of Directors or simply the Board.

### Section 2. Qualifications.

Directors shall be of the age of majority in Oregon. Directors shall be a member, employee, or affiliate of a Full Member or an Associate Member in good standing.

### Section 3. Election by Members.

The Membership elects directors at a Membership Meeting where there is a quorum present in person or by proxy. A written ballot may also be sent to the Membership if an announced Membership Meeting fails to reach a quorum. In the case of a written ballot, a minimum of 25% of IFOAM NA members must cast ballots and the Board is elected by majority vote.

### Section 4. Term of Office.

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies. Terms shall be staggered so that no more than one-third of the Board is elected in any given year.

### Section 5. Powers and Duties

Subject to the laws of Oregon and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### Section 6. Place of Meetings.

Meetings may be held in-person or by telecommunication, as determined by the President. If held by telecommunication, all directors participating must be able to simultaneously hear or read each other's communications during the meeting.

### Section 7. Notice of Meetings.

At least one week prior notice shall be given by the secretary of the corporation to each director of a meeting of the board. Notice may be given by email, telephone, first-class mail, or facsimile machine. On the request of three directors, a meeting of the Board shall be called with six weeks' notice following the request.

### Section 8. Quorum for Meeting.

A quorum shall consist of 50% of the currently seated Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no action shall be taken by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### Section 9. Conduct of Meetings.

The Board shall conduct its meetings according to the current edition of Robert's Rules of Order, except where they may conflict with Federal or State laws, IFOAM-Organics International Landmarks, or other polices determined by majority vote of the Board.

**Section 10. Decisions Outside of Meetings.**

The Board may act between meetings by unanimous electronic consent. Any such action shall be considered and recorded at the next meeting.

**Section 11. Vacancies.**

Vacancies on the board of directors shall exist on the death, resignation, or removal of any director, or by failure of the membership to elect a quorum.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except as provided under the laws of the State of Oregon.

**Section 12. Removals.**

Directors or officers may be removed from office with or without cause, as permitted by and in accordance with State of Oregon laws, following an internal review by a quorum of the Board.

**Section 13. Filling Vacancies.**

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by majority vote of the Directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until their death, resignation, or removal from office.

**Section 14. Compensation.**

Directors serve without compensation. Direct expenses related to carrying out the duties of being a director may be reimbursed.

**Section 15. Nonliability of Directors.**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, unless where the debt, liability or other obligation is the result of a director's gross negligence or intentional misconduct.

**Article IV Officers.****Section 1. Designation of Officers.**

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

**Section 2. Qualifications.**

Only directors shall be qualified to serve as officers.

**Section 3. Election and Term of Office.**

Officers shall be elected annually by the Board.

**Section 4. Duties of the President.**

The President shall:

- a) Be the chief officer of the Board, and shall supervise the affairs of the corporation, its Board,

- committees, and staff subject to the control of the Board.
- b) Perform all duties required by law, the articles of incorporation, these bylaws, or the Board.
  - c) Preside or designate who will preside over all meetings of the Board and over the Membership Meeting.
  - d) Be or name the point of contact with IFOAM — Organics International.
  - e) Be responsible for communication with the membership.
  - f) Execute such deeds, mortgages, bonds, contracts, checks, or other instruments in the name of the corporation as authorized by the board of directors, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws.

### **Section 5. Duties of the Vice-President.**

The Vice President shall:

- a) Perform all the duties of the president, in the absence of the president, or in the event of their inability or refusal to act, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.
- b) Become President until the next election by members upon the President's resignation, removal, death, or other cause for vacancy of the office.
- c) Have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board.

### **Section 6. Duties of the Secretary.**

The Secretary shall:

- a) Be the custodian of records, the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- b) Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- c) Be responsible to schedule and oversee the keeping of the records of the Board and Membership Meetings in accordance with the provisions of these bylaws or as required by law.
- d) Ensure that a current list of Members is maintained, and, in the case where any membership has been terminated, they shall record such fact in the membership book together with the date on which such membership ceased.
- e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- f) Perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board.

### **Section 7. Duties of the Treasurer.**

The treasurer shall:

- a) Have the overall responsibility for the corporation's funds and securities, and oversee the proper deposits, disbursements, receipts, and payments for all funds in the name of the corporation in such banks, trust companies, or other depositories as authorized by the Board.
- b) Ensure that complete and accurate financial records of the corporation are maintained.
- c) Prepare or cause to be prepared certified financial statements of the corporation that include assets, liabilities, receipts, disbursements, gains, and losses.
- d) Provide reports to the Board regarding the financial transactions conducted and financial condition of the corporation.
- e) Upon the request of any Director of the corporation, or their attorney, exhibit at all reasonable times the books of account and financial records.

- f) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 8. Vacancies.**

The Board is authorized to fill officer vacancies. Except under extenuating circumstances, the Board shall fill an officer vacancy at its next meeting.

### **Section 9. Resignations.**

Officers may resign at any time by notification of the Board, and the acceptance of resignation is not necessary to make it effective.

### **Section 11. Compensation.**

Officers serve without compensation. Direct expenses related to carrying out the duties of being an officer may be reimbursed.

## **Article V: Committees**

### **Section 1. Executive Committee.**

The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer. The Board shall be informed of meetings of the Executive Committee and Directors may attend any Executive Committee meeting, may be recognized as members of the Executive Committee for establishing a quorum and conducting business at any meeting they so attend, and may vote on any item considered.

The Executive Committee may make decisions on any issue that is the responsibility of the Board, subject to Board ratification. A minimum of three Executive Committee members present at a duly noticed meeting is needed to conduct business. Decisions are made by majority vote of the members present, or by consensus if only two members attend. Minutes of the Executive Committee shall be maintained.

### **Section 2. Other Committees.**

The Board may appoint other Committees to conduct business and to act in an advisory capacity to the Board. Committees shall not act in the name of the Corporation without express approval by the Board. Such committees may consist of persons who are not also members of the Board.

## **Article VI: Corporate Indemnity**

### **Section 1. Indemnification.**

IFOAM North America shall indemnify its Board, Officers, employees, and volunteers to the fullest extent permitted by the law of the State of Oregon.

### **Section 2. Insurance.**

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation—including a director, officer, employee, or other agent of the corporation—against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

### Article VII Amendments to Bylaws

Any amendments to these Bylaws must be approved by a majority vote of the voting members of IFOAM North America and communicated to the IFOAM – Organics International Executive Director before they enter into force. The Board may amend these Bylaws to comply with applicable Federal or State Laws, subject to ratification by the voting membership.

### Article VIII: Dissolution

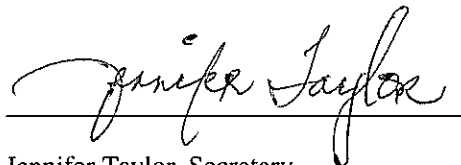
Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted by the IFOAM North America Board of Directors, June 19, 2018.

Certified to be correct, December 16, 2018

A handwritten signature in cursive script that reads "Jennifer Taylor". The signature is written in black ink and is positioned above a horizontal line.

Jennifer Taylor, Secretary