

BYLAWS OF THE NORTH COAST GROWERS ASSOCIATION

I. NAME AND LOCATION

This association shall be known as the North Coast Growers Association and shall locate its principal office in the County of Humboldt, State of California.

II. MISSION & VISION

NCGA Mission Statement

The North Coast Growers' Association's mission is:

- To operate certified farmers' markets for the benefit of both producers and consumers
- To promote awareness of and support for farmers' markets
- To work with other direct marketing associations to share resources and improve market management
- To educate consumers, and
- To promote and improve access to local agricultural products for the community.

NCGA Vision Statement

We envision a stable and resilient, membership-run organization where...

- Our farmers and markets are thriving and profitable, and market opportunities match the needs of our members and community.
- We offer robust community education and advertising, and our customers are knowledgeable about the value of local food and small farms.
- We advocate to support local, small-scale agricultural producers.
- We foster responsible stewardship of our agricultural resources, while promoting awareness of our environmental impact.
- We actively engage a more culturally and economically diverse customer base.
- Stall fees support basic market operations, diverse grant funding supports community engagement and outreach programs, and we cultivate alternative local funding sources.
- The board represents the interests of the membership in guiding the work of the staff, and members are actively engaged in the organization.

III. MEMBERSHIP

Membership in this association is open to new, existing and potential agricultural and non-agricultural producers operating in Humboldt County. A person shall be considered a member and eligible to be a vendor at NCGA farmers' markets when their annual dues are paid and completed membership application has been accepted by the association.

- 1.) Agricultural Producers (Growers)
- 2.) Non Agricultural Producers

Section 1: Definition of membership

1.) Agricultural Producer (Grower) members are individuals who raise or grow agricultural products within Humboldt County. Grower members shall be eligible to vote in Board elections and association business one month from the date they initial dues are received by the association and shall remain an active member so long as annual dues are paid.

2.) Non Agricultural Producer members are individuals who produce value-added artisan products, featuring locally grown agricultural products in Humboldt County. Non Ag members shall be eligible to vote in board elections and association business one month from the date of s initial dues are received by the association. They shall remain an active member so long as annual dues are paid.

Supporting members are *either* Ag or Non Ag, are not eligible to vote and do not accrue seniority. Supporting members may attend no more than 6 markets per location, per season.

Section 2: Member Rolls

Every member of this association shall be responsible for providing the association with written notification of they current address. The association shall be responsible for compiling and maintaining current lists of the names, principal addresses and effective dates of membership of all members of this association.

Section 3: Rights of Members

As so far as is consistent with the law and these By-Laws, the members of this association shall have the following rights and obligations:

- A. Any member of this association shall have the right to attend any or all meetings held at the request or under the supervision or authority of the Board of Directors as provided for in these By-Laws.
- B. All members of this association are entitled to participate in and to vote in all elections, referendums and annual meetings.
- C. Non Agricultural members of this association are entitled to participate in and to vote in all elections, referendums and annual meetings, with a maximum of 20% of total voting membership present. In the event non-ag membership exceeds 20% of voting members at any given meeting vote will be weighted to maintain the 80/20 (ag/non-ag) voting ratio.
- C. Supporting members of this association are not entitled to vote.
- D. The rights and duties of membership in this association may not be transferred to another member, person or association, unless otherwise stated in these By-Laws.

Section 4: Voting Process

There is no quorum requirement. The membership will be informed, in writing, of all voting items at least 30 days prior to the meeting during which the vote will occur. Members may vote prior to the meeting in writing, by proxy or in person at the meeting.

All voting items (including Rules and Regulations and By-Laws changes) will be decided by a majority of all votes collected.

Section 5: Proxies

Members entitled to vote shall have the right to do so either in person, by a written proxy executed by the member and filed with the Board of Directors of the association, or by permission through another proxy member present and voting. Any proxy duly executed continues in full force until the conclusion of the meeting after which it is revoked.

Section 6: Liabilities of Members

No person who is now or who later becomes a member of this association shall be personally liable for any indebtedness or liability except as they may be held liable under state law, and any and all creditors of this association shall look only to the assets of this association for payment.

Section 7: Dues

A. Membership Fee Structure

The Board of Directors of the Association shall establish the annual fee for Ag and Non Agricultural members and may adjust the fee by a vote of the Board of Directors and ratification by the voting membership. The board of Directors may require a late payment fee, in addition to dues, from members who are delinquent in payment of their dues. In no event will the late payment fee be an amount greater than the annual dues.

B. Fee Structure for Supporting Members

The Board of Directors of the Association shall establish the annual fee for supporting members and may adjust the fee by a vote of the Board of Directors.

C. Annual Membership

Membership in the association is on an annual basis. The Association's fiscal year is the calendar year; regardless of the date of initial membership. Annual membership dues are payable March 1st. Dues become delinquent April 1. Delinquent dues will be assessed a \$10/month late penalty until

July 1st, after which date seniority will be lost. A waiver of late fees may be requested in writing to the Board of Directors.

In no event shall late payment be an amount greater than the annual dues.

IV. ANNUAL MEETINGS

Section 1: Annual Meeting

The annual meeting of the members of this association shall be held in November or December of each year at such time and place as shall be determined by a resolution of the Board of Directors. Written notice of the time and place of the meeting shall be mailed or personally delivered to each member 30 days before the date of the meeting. The election of the Board of Directors shall be held at this annual meeting.

Section 2: Regular Meetings

Regular meetings will be held on dates fixed by the Board. At least one (1) spring and one (1) fall meeting will be held during each calendar year. One (1) of these, in November or December, will be the Annual Meeting.

The grower membership will be notified of the date and place of the regular meeting, such notices being sent out at least 7 days prior to the scheduled meeting date.

Section 3: Special Meetings

Special meetings of the members of the association may be called at any time by a majority of the Board of Directors. Written notice of the time and place of the meetings shall be mailed or personally delivered to each grower member at least 48 (forty-eight) hours before the date of the meeting.

Section 4: Open Meetings

All meetings of the association, the Board of Directors or any of its committees shall be open to the public, except executive session of the Board of Directors concerning personnel matters or litigation.

Section 5: Conduct of Meetings

Meetings of the association or Board of Directors shall be presided over by the president or vice president. The secretary shall ensure minutes of the meetings are recorded with accuracy including Directors present and actions taken at each meeting. Minutes shall be kept as a permanent record of the association. All meetings shall be governed by Robert's Rules of Order. Voting shall be decided by majority rule.

V. BOARD OF DIRECTORS

Section 1: Number and Composition of the Board of Directors

The Board of Directors shall consist of seven (7) members, each of whom shall be a member of this association. Of the seven (7) Directors five (5) must be grower members. The remaining two (2) Directors may be non-farmers.

Section 2: Quorum

The presence in person or by proxy of four (4) members of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided for in these By-Laws, all decisions and business conducted by the Board of Directors must be approved by a majority of the Directors present.

Section 3: Powers of Directors

Subject to limitation of the By-Laws and of California law, all powers of this association shall be exercised by or under the authority of the Board of Directors and the business and affairs of this association shall be controlled by them. Without limiting the general powers, the Board of Directors shall have the following powers and duties.

- A. To select and remove all the officers, agents and employees of the association, prescribe such powers and duties for them that are not inconsistent with law or these Bylaws, fix their compensation and, if deemed necessary, require from them security for faithful service.
- B. To conduct, manage and control the affairs and business of the association as to make and enforce rules and regulations not inconsistent with these By-Laws. The powers under this subsection (B) may be exercised by the Board of Directors directly or by such manager, executive committee or other delegates as a majority of the Board of Directors shall designate.
- C. To enter into leases, contracts or other agreements necessary or desirable for the accomplishment of the association's purposes.
- D. To make available to all grower members of this association a copy of the annual report.
- E. To set and establish rights of supporting members not inconsistent with law or these By-Laws subject to ratification by the grower members at a regular meeting of the association.
- F. To meet a such times as required by these By-Laws.

Section 4: Elections

Elections for the Board of Directors shall be held at the annual meeting every year. Except as otherwise limited in Article V, Section 1 of these Bylaws any member of this association may be a candidate for the Board of Directors by election or petition. Nominations shall be made from the floor at the annual meeting. Every

member of this association shall receive written notification of the election at their principal mailing address at least 30 days prior to the election. Every member shall be entitled to one (1) vote for each vacancy. All voting shall be done in person at the Annual Meeting or by proxy. The candidates receiving the highest votes in descending order of votes are elected to fill vacant positions. Newly elected board members will review and sign Board Member Agreement prior to the start of their term. In the event a newly elected members chooses not to sign the agreement, the candidate who received the next highest number of votes will be appointed.

Section 5: Term of Office

Except as further provided in this article, the term of office for each Director of this association shall be two (2) years, and shall begin January 1 following the election. Directors are elected to serve overlapping terms. Three (3) Directors plus any vacancies shall be elected in even numbered years. Four (4) Directors plus any vacancies shall be elected in odd numbered years. The initiating Directors will determine which of their number will serve only until the first annual election.

Section 6: Removal

A Director may be removed from office if they fail to meet the obligations contained within the Board Member Agreement, by majority vote of the board. A director may be removed from office if 2/3rds (two-thirds) of all the members of the association so vote.

Section 7: Leave of Absence

A Director may request a leave of absence from the Board for a period not longer than six (6) months. If the majority of the Board of Directors accept the leave request, the director's seat shall not be considered vacant.

Section 8: Vacancies of Directors

A vacancy is created upon the death, resignation or removal of a Director. Vacancies shall be filled by a majority vote of the Board of Directors. The term of those elected by the Board to fill vacancies shall be only until the next annual election.

Section 9: Compensation

Directors shall receive no compensation for their services as directors, except that they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this article.

Section 10: Committees

The association shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of members who are not also members of the Board. These committees shall act in an advisory capacity only to the Board, and shall be chaired by a board member.

Section 11: Non-liability of Directors

The directors or officers shall not be personally liable for the debts, liabilities, or other obligations of the Association, to the extent allowable by law. In the event criminal, administrative or investigative proceeding are brought against a director or officer, that person can request a vote of confidence be taken by the board to confirm the officer or director was acting in the best interest of the association and following the duty of care and the duty of loyalty required by California law.

Section 12: Indemnification by Association of Directors, Officers, employees and other agents

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred in connection with such proceeding.

If such person either settles any claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this association but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 13: Insurance for Association Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a Director, officer, employee or other agent of the association) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the association would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Benefit Corporation Law.

VI. OFFICERS

Section 1: Officers

The officers of this association shall be a president, vice-president, secretary and treasurer. No person may hold more than one (1) office. Officers must be members of the Board of Directors.

Each officer shall have, in addition to the duties and powers hereinafter set forth, such additional duties and powers as may be prescribed by law, by the Articles of Association, or by these Bylaws or, from time to time, by the Board of Directors.

Section 2: Duties of the President

The president chair of the Board. Subject to the control of the Board of Directors, they shall supervise the affairs of the association and the activities of the officers. They shall perform all duties incident to the

office and such other duties as may be required by law, by the Articles of Association of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. They shall preside at all meetings of the Board and of the members.

Section 3: Vice-President

In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president will actively support the president in all their duties and may co-facilitate meetings.

Section 4: Secretary

The secretary shall certify and keep at the principal office of the association the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Ensure the following are kept at the principal office of the association or at such other place as the Board may determine: a book of minutes of all meetings of the directors, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular or special, how called, how noticed thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. Shall ensure all board meeting materials are available and complete at meetings.

Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of all the association records to ensure accuracy including these bylaws, board meeting materials and record of board meeting minutes.

Shall ensure the following are kept at the principal office of the association and updated quarterly: a membership directory containing the name and address of each and any members, and, in the case where any membership has been terminated, they shall record such fact together with the date on which such membership ceased; up to date records of seniority and assigned market spaces.

Exhibit at all reasonable times to any director of the association, or to their agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the association.

Section 5: Treasurer

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

Provide fiduciary oversight and ensure all funds and securities of the association, and deposits of funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors are accurate and timely; ensure monies due and payable to the association from any source are collected, accurately and timely; disburse or cause to be disbursed the funds of the association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Shall Ensure accuracy of accounts of the association’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to the Director of the association, or to his or her agent or attorney, on request therefore.

Render to the president and Directors, whenever requested, an account of any or all of their transactions as Treasurer and the financial condition of the association.

Prepare, or cause to be prepared, and certified, or cause to be certified, the financial statements, vital records, board materials and annual timelines to be included in any required reports.
Shall chair the financial planning committee.

Section 6: Election-Vacancies of Officers

The Board of Directors shall elect all officers for terms of one year or until their successors are elected in January. A vacancy in any office shall be filled by the Board of Directors. Any officer may be removed if five (5) of the directors so vote.

Section 7: Members at Large

Be active participants in board meetings, listen, advise, vote, chair committees, and engage in active communication with association members.

VII. RULES AND REGULATIONS FOR THE OPERATIONS OF THE FARMERS MARKETS

The Board shall suggest rules and regulations for the operation of the Farmer's Markets including issuing permits, assigning spaces for selling at the markets and collecting reasonable fees from sellers and shall take other action reasonably necessary for the efficient management and operation of the markets.

All Rules and Regulations voting items will be decided by a majority of all votes collected.

VIII. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

IX. ASSOCIATION RECORDS AND REPORTS

Section 1: Maintenance of Association Records

The association shall keep at its principal office in the State of California:

- a) Minutes of all meetings of Directors, Committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- c) A record of its members indicating their names and address and, if applicable, the class of membership held by each member and the termination date of any membership.
- d) A copy of the association Articles of Association and Bylaws as amended to date, which shall be open to inspection by the members at reasonable times during office hours or as arranged with any officer of the association.

Section 2: Director's Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the association.

Section 3: Member's Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a) To inspect and copy the records of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand on the association, which demand shall state the purpose for which the inspection rights are requested.
- b) To obtain from the Secretary of the association, upon written demand and payment of a reasonable charge, a list of names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by a member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after demand is received or after the date specified therein as of which the list is to be compiled.
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members of the Board or committees of the Board, upon written demand on the association by the member, for the purpose reasonably related to such person's interests as a member.

Section 4: Right to Copy and make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspect includes the right to copy and make extracts.

Section 5: Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the association's fiscal year and presented to the association and members at the Spring Meeting. Said report shall contain the following information in appropriate detail:

- a) The assets and liabilities of the association as of the end of the fiscal year.
- b) The principal changes in assets and liabilities during the fiscal year.
- c) The revenue or receipts of the association, both unrestricted and restricted to particular purposes, for the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the association that such statements were prepared without audit from the books and records of the association.

X. WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Association of the North Coast Growers Association, a California Nonprofit association, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-Laws, consisting of 12 pages, as the By-Laws of this association.

CERTIFICATE

We the Officers of the North Coast Growers Association hereby certify that the foregoing is a true and correct copy of the By-Laws of the association named in the title thereto and that such By-Laws were duly adopted by the Board of Directors of said association on the date set forth above.
