



**Bylaws:**

Amended as of February 2003, February 2006

**501 C5**

**Bylaw I • Name**

Section I. The name of this organization shall be the Northern Plains Sustainable Agriculture Society and shall be incorporated under Chapter 10, North Dakota Statutes, in accordance with the provisions of the North Dakota Nonprofit Corporation Act.

**Bylaw II • Preamble**

Section I. The Northern Plains Sustainable Agriculture Society was organized in response to a need originally expressed by a group of prairie farmers. As it began, so it continues – an organization intent upon assisting those persons interested in organic, biological, biodynamic, natural, ecological, alternative, or regenerative food production systems, as well as those persons who are seeking to make their farming operations more economically viable, more ecologically sound, more socially just and more humane. In pursuit of this objective, NPSAS recognizes that it must focus on three main areas of concern vital to its members.

NPSAS shall make education a goal both within its membership and toward the public. Its efforts shall recognize that farmers involved in sustainable agriculture depend heavily upon the exchange of information with each other, information drawn from experience and research. NPSAS shall promote this exchange through various means including farm tours, conventions, and newsletters. NPSAS shall seek information alliances with other sustainable agriculture groups, other farm organizations, legislative bodies or representatives thereof where such information pertains to sustainable agriculture promotion, practices or philosophy.

NPSAS is dedicated to assisting farmers in their goal of quality production. This organization shall provide practical advice and/or assistance in terms of soil management practices, natural weed and insect control, animal health maintenance, and equipment particularly suitable to sustainable agriculture practices. NPSAS shall review and consider findings based upon controlled, scientific experiments as well as upon personal experience.

Sustainable agriculture faces specific marketing needs. In regard to these needs, NPSAS shall work to help establish standards of production in which farmers and consumers both can feel confidence and pride. NPSAS shall bring together growers, traders, distributors, consumers and retailers in order that farmers may be better informed on marketing procedures and make wise evaluations of various marketing opportunities and that all may advance their understanding of the trade.

### **Bylaw III • Membership**

Section I. There will be two types of memberships: Members and Supporting Members. All Members will be eligible to vote and hold office. Annual membership fees shall be proposed by the board and approved by the membership. Subcategories of supporting memberships at different levels of fees may be determined by the board with approval of the membership.

### **Bylaw IV • Meetings**

Section I. NPSAS shall hold an annual membership meeting to elect the Board of Directors, receive the financial statement and hear reports on the state of the NPSAS. Special meetings may be called at any time with the required notice. Such meetings may be called by a majority of the Board of Directors or by petition of one-twentieth of the voting membership.

Section II. Written notice mailed to members not less than ten (10) days nor more than sixty (60) days before any meeting of the NPSAS membership.

Section III. Voting. Any member, other than subscriber, qualifies to vote. A farmer becoming a member includes a voting membership for each adult family member actively engaged in the farm operation. A business becoming a member has one voting membership.

Section IV. Quorum. One-tenth of the voting membership will be considered a quorum at any annual or special meeting.

### **Bylaw V • Board of Directors**

Section I. The membership shall elect no less than three (3) and no more than nine (9) directors.

Section II. Term of office will be three years. Directors shall be elected at the annual meeting of the Membership. Terms of office will begin upon election and expire upon election of the new directors.

Section II. A director may be removed for cause by a majority vote of those present at any meeting of the Membership, providing that the director has been given thirty (30) days notice of specific cause and has opportunity to answer such charges at the meeting at which the vote will be taken. The motion to remove must be mailed to every member a minimum of thirty (30) days prior to the meeting. Absence from three (3) consecutive board meetings is presumed to be a voluntary resignation. The Board shall have the right to appoint a member to fill an unexpired term.

Section IV. The Board will hold a minimum of three meetings per year. Regular meetings will be called by the President. Special meetings can be called by a majority of the Board. A majority of the Board shall constitute a Quorum. All Board meetings shall be open to the general membership. Time and place of meeting shall be announced to the membership in the Newsletter. Any member may propose an agenda item to the Secretary a minimum of five (5) days prior to the meeting.

Section V. The duties of the Board of Directors shall be to initiate, monitor and coordinate all NPSAS Activities. The Board shall report directly to the Membership.

Section VI. The Board of Directors shall elect from their number the following officers: President, Vice President, Secretary, Treasurer. Said election shall take place immediately after the annual meeting, and the results shall be announced to the Membership.

Section VII. Duties of the Officers:

a. The President shall preside at all Board and Membership meetings.

- b. The Vice President shall discharge the duties of the President in the absence of the latter.
- c. The Secretary shall keep a true and correct record of all Membership and Board meetings.
- d. The Treasurer shall keep a full and accurate account of receipts and disbursements. The Treasurer shall disburse NPSAS funds as may be directed by the Board, taking and maintaining proper vouchers for such disbursements. The Treasurer shall render true and accurate accounts of all financial transactions of the NPSAS and present accurate statements for the financial condition of NPSAS as may be required, and make and annual report at the annual meeting.

Section VIII. Executive committee. The Board may elect an executive committee of not less than three (3) directors and they shall have all the powers of the Board within the limitations fixed by law. Minutes of each executive committee meeting shall be presented to the Board.

#### **Bylaw VI • Fiscal Year**

Section I. The fiscal year shall be January 1 to December 31.

#### **Bylaw VII • Audits**

Section I. The Board may call for an audit of the financial records at any time but no less than once a year.

#### **Bylaw VIII • Amendment of Bylaws**

Section I. Any amendment of the Bylaws proposed by the Board must be mailed to all members not less than ten (10) days nor more than sixty (60) days before the meeting at which they will be voted upon. Members can propose by-laws changes at the annual meeting or special meeting.

Section II. By a majority vote of two-thirds of the members voting, by laws may be enacted, amended or repealed at any annual or special meeting.

#### **Bylaw IX • Committees**

Section I. The Board shall have the authority to appoint committees or task forces to assist it with the activities of NPSAS. All committees and task forces shall report directly to the Board.

Bylaws History:

*Original language adopted January 1989 following a major rewrite.*

*Amended January 1992 to open voting to non-farmers, change terms of office to three years, clarify special meeting notice, clarify bylaws amendment procedure, specify a quorum at membership meetings.*

*Amended in January 2001 to eliminate the subscriber category from the membership structure, leaving the categories of basic membership and supporting membership.*

*Amended February 2003 to alter the fiscal year from the calendar year to October 1-September 30.*

*Amended February 2006 to alter the fiscal year from October 1-September 30 to the calendar year.*