

WASHINGTON TILTH ASSOCIATION

BYLAWS

ARTICLE ONE: NAME AND ADDRESS

The name of the organization shall be Washington Tilth Association. The principal office of the organization shall be located at 3830 S. 530 E., Greenbank, WA 98253. The organization may have such other offices as the Board of Trustees may determine from time to time.

ARTICLE TWO: PURPOSE

Washington Tilth is an educational and research association, the purpose of which is to support and promote biologically sound and socially equitable agriculture. Washington Tilth is organized for these purposes under 1954 IRS 501(c)3.

ARTICLE THREE: CHAPTERS

Sec. A. Washington Tilth Association will be organized in local chapters made up of members in good standing devoted to furthering the purposes of the organization.

Sec. B. New Chapters

1. A group or organization wishing to become a chapter of Washington Tilth Association shall:
 - a. Demonstrate that its purpose and activities are congruent with the purpose of Washington Tilth Association.
 - b. Have a minimum of five members, and at least three officers - President Secretary, and Treasurer (or equivalent titles).
 - c. Define its own geographic area insofar as it does not duplicate the area of an existing chapter, choose its own name, and be responsible for its own internal procedures and policies as long as they are consistent with the Bylaws of this organization
 - d. Have a financial base adequate for its obligations and a bookkeeping system that conforms to generally accepted bookkeeping practices, including the ability to provide Washington Tilth Association with an annual balance sheet and statement of profit and loss.
2. A qualifying group may apply to Washington Tilth Association by submitting:
 - a. A Washington Tilth Association Chapter Membership Application form.
 - b. A copy of its Articles of Incorporation and By-laws for an incorporated organization, or a copy of the group's policies and procedures for an unincorporated group.
 - c. A roster of Officers and members of the Board of Trustees
3. The decision to accept or reject an application for chapter status shall be made by majority vote of the existing chapters' representatives at any regularly scheduled or special meeting of Washington Tilth Association, or by mailed ballot.

Sec. C. Rights and responsibilities of chapters

1. Chapters shall accept members who support and endorse the purposes of the Washington Tilth Association and the local chapter. Chapters shall not deny membership to individuals on the basis of race, color, creed, gender, sexual orientation, disability, or age.
2. Membership dues
 - Each local chapter shall set its own dues, and determine the basic units (by individual, family, farm, etc) to which those dues apply.
3. Voting
 - Each local chapter may choose whether voting shall be one vote per individual,

even in a family or farm membership, or one vote per membership unit. Chapters shall also set their own rules as to what constitutes membership in good standing.

4. Meetings

Local chapters may set their own schedule for regular meetings, and their own procedures for calling special meetings. Local chapters shall also define the number of members in good standing necessary to constitute a quorum.

5. Accountability

Each chapter will maintain a bookkeeping system approved by the Board of Trustees and will provide to Washington Tilth Association any required financial reports.

6. Chapter Suspension

a. Grounds for chapter suspension:

1. Failure to operate as a nonprofit organization as defined under Section 501(c)3 of the IRS Code.
2. Failure to operate in a financially responsible manner and/or failure to provide Washington Tilth Association complete and accurate financial reports as required by law.
3. Failure to adhere to the purpose of Washington Tilth as stated in Article Two.

b. Any chapter failing to comply with the above criteria may be suspended by a majority vote of the Board of Trustees at any regular or special meeting of the Board. The suspension shall be in effect until the chapter complies with the criteria.

c. Representatives of a chapter that has been suspended may participate in all meetings of the Board of Trustees but shall not have a vote during the suspension period

7. Chapter Revocation or Reinstatement

- a. A chapter may not be reinstated until it has corrected the circumstances which led to its suspension.
- b. Compliance of a suspended chapter shall be reviewed by the Executive Committee upon petition by the suspended chapter. The Executive Committee shall review the petition and make a recommendation to the Board of Trustees within 30 days.
- c. Any chapter which has been suspended must be either terminated or reinstated by a majority vote of the Board of Trustees at a regular or special meeting of the Board, or by mailed ballot.

ARTICLE FOUR: ORGANIZATION

Sec. A. Board of Trustees

1. General Authority

The Board of Trustees shall be vested with the management of the affairs of this organization.

2. Election, Number, and qualifications

- a. The Board of Trustees shall consist of two representatives from each recognized chapter, plus two Trustees-at-large.
- b. All members of the Board must be members in good standing of the one or more local chapters.
- c. Board members representing local chapters shall be elected by their respective chapters, excepting that no person shall represent more than one chapter.
- d. Chapters may at their discretion elect alternates to their elected Board Representatives.
- e. Trustees-at-large shall be selected by the membership present at the annual meeting.
- f. Each representative on the Board of Trustees (or duly authorized alternate) shall have one vote on any and all matters submitted for a vote of the Board of Trustees.

3. Tenure

To assure continuity, the first year half of the Board of Trustees shall serve for one

year and the other half shall serve for two years. Thereafter each representative shall be elected to two year terms.

4. Officers

- a. The officers of this organization shall be the President, one or more vice-presidents (the number to be determined by the Board of Trustees), a Secretary, a Treasurer, and such other officers as may be deemed necessary by the Board of Trustees. Such officers shall have the duties prescribed by the Board of Trustees. No two offices may be held by the same person.

- b. Selection and Term of Office

The officers of by the Association shall be selected at the annual meeting of the Board of Trustees or at a special meeting called for that purpose. The Board of Trustees must select one officer from each chapter until such time as there are more chapters than officer positions. No chapter may be represented by more than 2 officers. Each officer must be a member in good standing of this organization and shall serve as ex-officio voting member of the Board of Trustees. Each officer shall hold office for a term of one year or until his or her successor has been duly elected.

- c. Removal

Any officer of this organization may be removed by a majority vote of the Board of Trustees whenever, in their judgement, the best interests of the organization would be served thereby.

- d. Vacancies

A vacancy in any office may be filled by the Board of Trustees at any regular or special meeting for the unexpired portion of the term.

- e. Powers and Duties

President: The president shall be the executive officer of the organization and the Board of Trustees and shall preside at all Board meeting. As representative of the Board, the president shall oversee the business and activities of the organization. The president shall be an ex-officio member of all committees.

Vice-president: The vice-president shall, in the absence of the president, exercise the powers and perform the duties of the president and shall be an ex-officio member of all committees.

Secretary: The secretary shall keep minutes of the meeting of the Board of Trustees and shall report them to the next meeting of the Board and forward such reports to the staff and local chapters; and shall perform all duties incident to the office of corresponding and recording secretary.

Treasurer: The treasurer shall have general responsibility for all financial matters of the association and shall report the financial condition of the organization at each meeting of the Board of Trustees.

4. Meetings

The annual meeting of the Board of Trustees shall be held at a date and place to be selected by the Board. Regular meetings may be held as often thereafter as necessarily. Special meetings of the Board of Trustees may be called and shall be held at such place and time as the Board may determine. Notice of any regular or special meeting of the Board shall be given at least 14 days before the meeting. Notice to each trustee shall state the business to be transacted at the meeting. The business of special meetings shall be limited to such a stated business agenda.

5. Quorum

A majority of the Board of Trustees shall constitute a quorum and a majority of the trustees in attendance at any regular or special meeting shall, in the presence of a quorum,

decide its action. In the absence of a quorum a majority of those present may reschedule the meeting.

6. Order of business

The order of business at the annual meeting shall be as follows:

Call to order
Reading of the minutes
Reports of officers
Reports of committees and other reports
Unfinished business
New business
Adjournment

7. Compensation

Trustees, as such shall not receive any salaries for their services, but by resolution of the Board of Trustees, may receive a fixed sum for expenses of attendance at any meeting of the Board or committees.

Sec. B Tilth services

1. Washington Tilth Association will contract with individuals or groups (as approved by the Board) to provide specific services to its members.
2. Washington Tilth Association 501(c)3 status may be extended to each service.
3. Each service is responsible for its own budget; and will be financially accountable to the organization as outlined for local chapters under Article Three, Sec B. nos. 5, 6, and 7.

ARTICLE FIVE: COMMITTEES

Sec. A Executive Committee

The Executive Committee shall consist of the president, vice-president, secretary and treasurer of the organization. The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the organization except where limited by law. 75% of the committee shall constitute a quorum. The Executive Committee shall have the authority to act for the organization in all matters. Minutes of the Executive Committee meeting will be sent to all trustees and chapter coordinators.

Sec. B The Executive Committee shall establish all standing and special committees.

Chairpersons of said committees shall be members in good standing in the organization. No committee shall have authority to take final action on any matter without approval by the Executive Committee. All active committees shall report to the Executive Committee at each meeting. Any member of a committee may be removed by the majority of the Executive Committee when in their judgement the best interests of the organization shall be served by such removal.

ARTICLE SIX: EMPLOYEES/CONTRACT SERVICES

The Board of Trustees shall have the authority to hire and fire all employees and/or contract with individuals or groups to provide staff management, financial, and administrative functions of Washington Tilth Association's operations.

ARTICLE SEVEN: MAIL VOTE

The Board of Trustees and any standing or special committee may submit a question to either the

Board of Trustees or the entire membership in writing by mail or email for vote and decision. The question thus presented shall be determined according to a majority of the votes received by mail or email within three weeks after such submission, provided that in each case, votes of at least 50% of either the Board of Trustees or the entire membership shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

ARTICLE EIGHT: CERTIFICATES OF MEMBERSHIP

The Board of Trustees shall provide for the issuance of certificates evidencing membership in the organization.

ARTICLE NINE: BOOKS AND RECORDS

The organization shall keep complete books and records of account and minutes of the proceedings of all its meetings. All books and records of the organization may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE TEN: FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January and terminate on the 31st day of December.

ARTICLE ELEVEN: AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The articles and bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Trustees at any regular or special meeting provided that a quorum is present and provided that at least 14 days notice is given of the meeting plus a copy of the proposed changes.

ARTICLE TWELVE: DISSOLUTION

Upon dissolution of Washington Tilth, distribution of assets to existing member chapters will be prorated according to their contribution to the assets, or, if not determinable, equally among all members. chapters.¹

ARTICLE THIRTEEN: INDEMNIFICATION

Every member of the Board of Trustees, every Officer, employee, or agent of Washington Tilth Association, and her or his estate, and who by virtue of her or his relationship to Washington Tilth Association is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, procedure, or claim, whether civil, criminal, or administrative, shall be indemnified by Washington Tilth against all such claims, including counsel fees, if she or he acted, or failed to act, in good faith and in the best interest of Washington Tilth and had no criminal knowledge or intent. However, no right of indemnification exists where the person's misconduct or omission makes her or him liable to Washington Tilth or where such action was outside the scope of authority granted by Washington Tilth Association.

STANDING RULES

1. Any chapter may use the name Washington Tilth for any appropriate project or event if approved by two officers of the state organization. One of the officers must be a member of a chapter other than the requesting chapter.
2. The Washington Tilth Association board and/or its Executive Committee has no special management rights or duties concerning the requesting chapter's project or event.

¹ As amended March 1998.
Amended December 26, 1999

3. The purpose of these rules is for information and record keeping. If the proposal meets the goals and guidelines established in the Washington Tilth Association Articles of Incorporation and bylaws, approval should be automatic.
4. The Executive Committee must send one copy of the approved proposal to each chapter in [the] Washington Tilth Association. It must also keep related records as needed for state and federal reporting requirements.
5. The format and details of the request form and instruction sheet may be changed as deemed necessary by the Executive Committee of [the] Washington Tilth Association.

Approved _____
date

President

Amended March, 1998

President

Amended December 26, 1999

President

Amended March 13, 2004

President