

- Section 10. **Place and Time of Board Meetings.** The Board shall hold quarterly meetings at the office of the Corporation or at such other place as it may from time to time determine. The Board may hold special meetings upon the petition to do so signed by three Directors and upon four weeks written notice to all members of the Board.
- Section 11. **Attendance.** All board members must attend a minimum of two of the four quarterly meetings. Attendance may be in person or via telephone conference call.
- Section 12. **Responsibilities.** Responsibilities of the Board shall include, but not be limited to: developing appropriate policies for major areas of Association activity, for example, personnel policies for employees, contracts with suppliers of goods and services, and guidelines for use of the corporate name, logos, and the like.
3. hiring and overseeing any personnel deemed necessary, and overseeing the activities of the Association to ensure that these activities are consistent with the Association's purposes and goals and any applicable laws.
- Section 13. **Committees.** The Board shall establish standing and *ad hoc* committees to further the purposes and objectives of the Association including, but not limited to a Nominating Committee and Elections Committee.

ARTICLE VI - OFFICERS AND DUTIES

- Section 1. **Officers.** Officers of the Association shall consist of a President, Vice-President, Treasurer, and Secretary. Officers shall be selected from the dues-paying members of the Association and shall be at least 18 years of age. Officers shall serve without compensation, except for expenses incurred as determined by the Board of Directors or as approved by the membership at an annual Association membership meeting with a quorum. Officers shall be responsible for administering and executing the business of the Association in accord with these by-laws and policies established by the Board.
- Section 2. **Terms of Office.** The president/vice-president shall be a two-year term, the first year as vice-president and the second as president. The treasurer and secretary shall have staggered two-year terms. Terms of office will begin at the end of the business meeting held at the annual Association Membership meeting in the year in which they are elected and ending at the end of the business meeting of the annual membership meeting at which their term expires.
- Section 3. **Nominations.** The Nominating Committee appointed by the Board shall be charged with locating suitable, willing candidates representing a range of Chapters and product areas and presenting the slate of candidates to the board at least 90 days before the annual meeting. Three or more members of the Association shall be able to jointly nominate candidates for office by sending the nominations in writing to the president, signed and postmarked or hand-delivered at least 90 days prior to annual meeting.
- Section 4. **Election.** Officers whose term is about to expire shall be elected by the membership by mailed secret ballot.
- Section 5. **Duties of Officers:** The officers of the organization shall be the President, Vice-President, Secretary, and Treasurer. Their duties shall be those normally incumbent on said officer as specified by the Board of Directors in the Policy and Procedures Manual.

ARTICLE VII - OPERATIONS

- Section 1. **Fiscal Year.** The fiscal year for the Association shall be January 1 through December 31. The membership year shall be the same as the fiscal year.
- Section 2. **Annual Membership Meetings and Elections.** An annual membership meeting of the Association shall be held within the first quarter of each fiscal year. All members, associate members, and friends shall be mailed written advance notice of the annual meeting a minimum of thirty (30) days prior to the meeting date. Included with the meeting announcement to members shall be ballots for Officers, an agenda for the business meeting of the annual meeting, and copies of all amendments and documents to be voted on. Completed ballots shall be mailed or otherwise delivered to the Secretary of the Association and those received shall be counted by the Elections

Committee before the annual business meeting of the Association.

- Section 2. **Special Membership Meetings.** Special membership meetings may be called by the Board of Directors or by a written petition from one-quarter of the voting members. Notice of special meetings shall be mailed as with the annual meeting, but with 15 days advance notice required.
- Section 4. **Quorum.** A quorum at a duly-called Association membership meeting shall consist of at least 20 eligible voting members or 10% of the membership, whichever is larger, of the Association.
- Section 5. **Decisions.** Decisions on any question shall be by a majority vote when a quorum unless contrary to law or to the parliamentary authority, as provided in Section 4 of this article, is present.
- Section 6. **Openness.** Except for confidential personnel matters, the minutes of meetings, policies, contracts, and other information pertaining to the operation of the Association shall be available for inspection by any voting member.
- Section 7. **Distribution of Earnings.** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization 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 Article II.
- Section 8. **Limits on Activities.** The organization shall not participate in, or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII - BY-LAW AMENDMENTS

- Section 1. **Proposed Changes.** Amendments to these by-laws may be proposed by action of the Board of Directors. Amendments may also be proposed by petition signed by at least 15 voting members and mailed to the Association president at least 90 days prior to the annual meeting. Written notice of any proposed by-law changes shall be sent by mail to all members at least 30 days prior to the next annual membership meeting of the Association.
- Section 2. **Approval Procedure.** Duly proposed amendments may be adopted by a two-thirds majority vote of the voting membership at any annual membership meeting of the Association, provided that a quorum is present at the meeting.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The latest edition of Roberts Rules of Order, Revised, shall serve as the Association's official parliamentary authority.

ARTICLE X - TERMINATION

In the event of dissolution of the Association, subject to any restrictions on use or transfer that may exist, all assets remaining after all liabilities and obligations have been met, shall be paid to an agricultural 501 (c)(3) not-for-profit organization, as determined by the Board of Directors.

ARTICLE XI - STARTUP

Notwithstanding any requirements stated in any of the previous articles, during the first year of the Association, the following shall apply:

- Section 1. **Article III, Section 3 and Article V, Sections 2 and 4.** The director and alternate representing each Chapter shall be nominated and elected by the members of that Chapter attending the first

annual meeting. One-half of the directors so elected shall be selected by lot for one-year terms.

Section 2. **Article VI, Sections 2, 3, and 4 and Article VII, Section 2.** Nominations for officers shall be made at the Association Business Meeting and shall be elected by the voting members present at the meeting. Both a president and a vice-president will be elected and the person elected as president will serve a one-year term. The secretary shall be elected for one year and the treasurer for two years. For the start-up year bylaws and officer nominations will be sent out as a mail ballot to those attending the first annual conference and others who are paid members.

Section 3. **Sunset.** All the provisions of this Article shall become null and void at the 2003 annual membership meeting of the Association and, with no further action by the Association, shall be deleted from these by-laws.

POLICY AND PROCEDURES MANUAL

This document shall contain all of the actions of the Board of Directors that relate to policies and procedures that shall be used by the Association. Items appearing in this document may be changed by the Board of Directors at a duly constituted meeting.

Current Specific Objectives of the Association:

1. Services for member small-scale food processors (hereafter "processors") and prospective processors, such as commercial liability insurance.
2. Assistance in connecting producers of agricultural products and processors.
3. Administrative support for Chapters.
4. Assistance in promoting and building awareness of foods produced by member processors in New York State and in strengthening their customer bases.
5. Educational support for member processors and prospective processors, including mentoring.
6. Providing means of sharing information and networking among member processors and prospective processors.
7. A unified voice for processors to communicate the importance and contributions of small-scale food processing to the general public, the agricultural community, retailers, government officials, and others.

Dues

The current dues for the Association for all classes of membership shall be \$25.00 of which \$10.00 shall be remitted to the chapter selected by the member unit.

Duties of Office

President. The president shall:

1. preside at all meetings of the Association and its Board of Directors.
2. appoint all committees and the chairs thereof and shall fill any vacancies on said committees.
3. perform any other duties that the Association or Board may request or assign.

Vice-President. The vice-president shall:

1. serve as chair of the annual meeting program committee.
2. perform any duties that the president may delegate.
3. perform the duties of the president in the president's absence.
4. assume the duties of the president when the president is unable to do so, either temporarily or permanently.

Secretary. The secretary shall:

1. be responsible for keeping the minutes of the meetings of the Association and the Board of Directors.
2. distribute said minutes to the members of the Association.

distribute meeting notices to the membership of the Association.

distribute ballots for the election of officers of the Association.

receive and count said ballots and report the results of elections to the officers, Board, and membership.

Treasurer. The treasurer shall:

1. manage the funds of the Association.
2. make disbursements as approved by the Board.
3. maintain copies of all bills and receipts of the Association.
4. submit a financial report at each meeting of the Board of Directors.
5. prepare an annual financial report and present it at the annual membership meeting.
6. prepare and file any official reports and forms required by governmental agencies.
7. provide for an annual review of the books.

HAPPENINGS

CHAPTER MEETING

The Southern region of the Leatherstocking Chapter will be holding an organizational meeting Thursday, May 18, at 10 am at the Cornell Cooperative Extension office, Front St., Binghamton.

Linda LaRosa-Mosner of the South Central RC&D will be there to discuss grant opportunities for small scale food processors.

Amanda Hewitt will lead a discussion with processors on what they see as priorities for the chapter, and how they can work with the Association to better meet their needs.

If you are planning to attend this meeting, please contact Paul Ravas at (607)729-2790. Everyone welcome!!

\$3.8 MILLION USDA GRANT TO CULTIVATE FOOD ENTREPRENEURSHIP

The New York State Agricultural Experiment Station and the University of Vermont will receive a four-year, \$3.8 million grant from the United States Department of Agriculture to nurture small food-processing ventures into solid businesses by funding the Northeast Center for Food Entrepreneurship. U.S. Agriculture Secretary Dan Glickman announced January 10.

"Entrepreneurship is increasing in the rural and urban landscapes of the Northeast. It is an important concept to support," says Olga Padilla-Zakour, assistant professor of food science and director of the Northeast Center for Food Entrepreneurship. "With this funding, we will be able to provide entrepreneurs with all the tools and information they need to start a food venture correctly."

While Padilla-Zakour will serve as the center's director, Richard A. Durst, Cornell professor of food science and chair of the food science and technology department at the Station will serve as the center's administrator.

Says Padilla-Zakour: "This will create new jobs in rural areas, help new food company start-ups, provide workshops and web-site information, and enhance food safety. You can't believe how excited we are to receive such a substantial grant. With it, we can go a long way in nurturing business start-ups in the Northeast."

NY Harvest for NY Kids Week

It is not too early to be thinking about NY Harvest Week October 7-15.

The NYS Task Force on Food, Farm and Nutrition Policy is looking for suggestion or information that you would like to see included in their mailing to school districts (which is done mid-May).

Their goal is not only to improve nutrition for children, but also to teach them about New York grown and produced foods, and help farmers and other food businesses to grow and prosper.

Send any fliers, educational materials, etc to:

NYS Assembly Task Force on
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Policy

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