

DRAFT-DRAFT-DRAFT-DRAFT-DRAFT-DRAFT-DRAFT-DRAFT-DRAFT-DRAFT

MISSION STATEMENT OF CERTIFIED ORGANIC GROWERS  
COOPERATIVE MARKETING ASSOCIATION

The purpose of the corporation is to engage in marketing, buying, selling, treating, dealing in, handling or manufacturing agricultural products or by-products; the purchase of and selling or supplying to its members of materials relating to their agricultural products or by-products; the procuring of insurance for its members; and the undertaking of any lawful act or activity for which corporations may be formed under the Connecticut Non Stock Corporation Act and the provisions thereof relating to cooperative marketing corporations.

The corporation shall operate for the mutual benefit of its members as producers. The corporation shall not deal in the products of nonmembers to an amount greater in value than such as are handled by it for members.

Furthermore, the purpose of the corporation is to provide educational opportunities for both the general public and its members, to provide communication both among its members and between its members and the general public and to promote quality standards for the agricultural products and by-products of its members.

Any person, firm, partnership, corporation or association who (i) operates a certified organic farming business in the State of Connecticut and (ii) meets other uniform conditions as may be prescribed by the Board of Directors, shall be eligible to be a Member. The Board is authorized to prescribe procedures for application or nomination for membership. Members shall be elected at any meeting of the Board of Directors by the vote of two-thirds of the Board members present and voting.

The Board is authorized to create a category of "Associate Members," which shall have such qualifications and shall be elected or appointed upon such terms as the Board of Directors may prescribe.

The voting rights of Members shall be equal and no Member shall have more than one vote upon each matter submitted to a vote at a meeting of the Members. Each certified organic farming business, whether operated by a person, firm, partnership, corporation or association, shall be entitled to one Membership and one vote. Until such time as the Board of Directors may prescribe otherwise, each Member shall be a member of the Board of Directors. All Members shall have the same rights and privileges. Associate Members shall not have the right to vote and shall not have the same rights and privileges as Members unless so prescribed by the Board of Directors.

The terms of the existence shall be perpetual.

# **CERTIFIED ORGANIC ASSOCIATED GROWERS BYLAWS**

## **ARTICLE ONE: NAME**

The legal name of this association shall be known as "Certified Organic Associated Growers of Connecticut."

## **ARTICLE TWO: PURPOSE**

The purpose of the Certified Organic Associated Growers of Connecticut (COAG) is to engage in marketing, buying, selling, treating, dealing in, handling or manufacturing agricultural products or by-products; the purchase of and selling or supplying to its members of materials relating to their agricultural products or by-products; the procuring of insurance for its members; and the undertaking of any lawful act or activity for which corporations may be formed under the Connecticut Non Stock Corporation Act and the provisions thereof relating to cooperative marketing corporations.

COAG shall operate for the mutual benefit of its members as producers. The corporation shall not deal in the products of nonmembers to an amount greater in value than such as are handled by it for members.

Furthermore, the purpose of COAG is to provide educational opportunities for both the general public and its members, to provide communication both among its members and between its members and the general public and to promote quality standards for the agricultural products and by-products of its members.

## **ARTICLE THREE: MEMBERSHIP**

Section 1: Any person, firm, partnership, corporation or association which (i) operates a farming operation that has been certified as organic by the Certification Committee of the Northeast Organic Farming Association of Connecticut or any other certifying body that has been accredited or approved by the National Organic Standards Board or the United States Department of Agriculture and (ii) meets other uniform conditions as may be prescribed by the Board of Directors, shall be eligible to be a Member. Organic certification shall include at least one on-farm site visit by an independent inspector who has been approved by the certifying body.

The Board is authorized to prescribe procedures for application or nomination for membership. Members shall be elected at any meeting of the Board of Directors by the vote of two-thirds of the Board members present and voting. The voting rights of members shall be equal and no member shall have more than one vote upon each matter submitted to a vote at a meeting of the members. Each certified farming

COAG BYLAWS  
PAGE TWO

business, whether operated by a person, firm, partnership, corporation or association, shall be entitled to one Membership and one vote.

Section 2: There shall be a class of Associate Members who may be any individual or organization that believes in the mission of COAG and shall have such qualifications as the Board of Directors may prescribe. Associate Members shall be elected at any meeting of the Board of Directors by the vote of two-thirds of the Board members present and voting. Such members shall not have voting privileges, may have their dues waived by the Board of Directors, shall be able to attend and speak at meetings and shall have rights and privileges as prescribed by the Board of Directors.

Section 3: No membership shall be effective until dues or other charges have been paid in full by the member. Dues shall become payable at the annual membership renewal date which the Board of Directors shall establish.

ARTICLE FOUR: GOVERNMENT

Section 1: The management, control and government of COAG, its property and affairs shall be vested in a Board of Directors.

Section 2: The Board shall consist of all the member farming operations that are current with their dues and any other charges owed to the organization, although the Board of Directors may, at such time as the total number of members become too many to effectively conduct business as a whole, amend these bylaws to develop a formula for representation on the Board of Directors.

Section 3: Should a vacancy occur among the Officers, the Board shall promptly appoint a member of the COAG in good standing to fill such vacancy for the period of the unexpired term.

Section 4: A quorum at any Board meeting shall be 33% of the current membership.

Section 5: The Board, at the first Annual Meeting and at each Annual Meeting thereafter, shall elect officers to serve for a term of one year. Such officers shall be chosen from the membership of the Board.

Section 6: The Board shall have the authority to do all of the following in addition to such other powers as it may be allowed under the laws of the State of Connecticut:

COAG BYLAWS  
PAGE THREE

- a) establish committees which it may deem necessary with such powers as it may authorize;
- b) designate the bank or banks in which the funds of COAG shall be deposited and determine the manner in which check, drafts and other financial instruments of COAG shall be executed;
- c) make application for and receive public and private grants for the purpose of furthering the purposes of the organization; make such commitments and agreements as are required and deemed necessary in order to receive grants from public or private institutions or agencies, provided the same shall not be inconsistent with the purposes of COAG, and shall comply with all laws and regulations pertaining to nonprofit incorporation under the laws and regulations of the State of Connecticut or tax exempt status under the laws and regulations of the U.S. Internal Revenue Service.

Section 7: The Board shall meet monthly from November through March. It may convene additional meetings as it may deem advisable.

ARTICLE FIVE: OFFICERS

Section 1: The President shall preside at all meetings of COAG, its Board and Executive Committee. He or she may appoint, subject to the confirmation of the Board, the chairpersons of all committees. He or she shall be an ex-officio member of all committees except the Nominating Committee. The President shall also be responsible for all marketing activities of the organization and may select or accept volunteers to comprise a Marketing Committee to assist in said responsibilities.

Section 2: The Vice-president shall have such duties as may be assigned to him or her by the President and/or the Board, including the delegation of the powers and duties of the President in the absence or disability of the latter. The Vice-president shall also be responsible for all public education activities of the organization, including but not limited to public relations, in-service training, trade shows, fairs, educational workshops, etc., and may select or accept volunteers to comprise a Public Education Committee to assist in said responsibilities.

Section 3: The Recording Secretary shall send out notices and agendas of all meetings of COAG, its Board and Executive Committee, keep all minutes of all such meetings and perform other duties as may be reasonably requested by the President or the Board. The Recording Secretary may select or accept volunteers to comprise a Recording Committee to assist in said responsibilities.

COAG BYLAWS  
PAGE FOUR

Section 4: The Corresponding Secretary shall be responsible for all official correspondence from the organization, Board or Executive Committee and shall also be responsible for maintaining membership files and for membership recruitment. The Corresponding Secretary may select or accept volunteers to comprise a Correspondence and Membership Committee to assist in said responsibilities.

Section 5: The Treasurer shall keep the accounts of COAG, collect its revenues and pay its bills as approved by the Board. He or she shall deposit the funds of COAG received by him or her, in the name of COAG, in such depositories as may be designated by the Board. He or she may perform such other duties pertaining to the office as may be reasonably requested by the President or the Board. The Treasurer shall be responsible for the finances and fundraising for the organization and may select or accept volunteers to comprise the Finance and Fundraising Committee to assist in said responsibilities.

Section 6: All officers shall be elected annually.

ARTICLE SIX: COMMITTEES

Section 1: The standing committees shall consist of the Executive Committee, Correspondence and Membership Committee, Finance and Fundraising Committee, Recording Committee, Nominating Committee, Marketing Committee and Public Education Committee.

Section 2: There shall be such other committees as the Board shall deem necessary or advisable for the management and operation of COAG.

Section 3: Committee chairpersons, except those designated in these bylaws, shall be appointed by the President and approved by the Board.

Section 4: Committee chairpersons shall select the members of their committees from the general membership with the exception of the Executive Committee of which the President shall act as chairperson.

Section 5: The Executive Committee shall consist of the President, Vice-president, Recording Secretary, Corresponding Secretary, Treasurer and two at-large members. The two at-large members shall be elected by the Board at the Annual Meeting which shall elect the at-large members based on sensitivity to regional representation and to representation of the type of marketing of members (e.g., farmstand, wholesale, farmers' markets, etc.) The Executive Committee shall act on behalf of the Board between meetings of the Board and its action shall be submitted to the Board at its next regular meeting for ratification.

COAG BYLAWS  
PAGE FIVE

ARTICLE SEVEN: MEETINGS OF COAG

Section 1: COAG shall hold its Annual Meeting on the first Sunday in November of each year, or at such time and place as the Board shall determine and shall hold special meetings upon the call of the President or the Board.

Section 2: At each Annual Meeting, the Order of Business shall include the submission of Committee reports, the election of the officers of the Board of Directors to succeed those whose terms have expired, the passage of a budget for the upcoming fiscal (calendar) year and such other business as may properly come before the meeting.

Section 3: In addition to special meetings called as provided herein above, special meetings of COAG may be called upon the written request of ten percent (10%) of the membership setting forth the purpose thereof and such special meeting shall be duly called by the President within thirty (30) days following the receipt of such request.

Section 4: Notice of the Annual Meeting shall be mailed to all members at least twenty-one (21) days prior to the date thereof. The Notice shall contain the names of the candidates for officers of the Board of Directors replacing those whose terms are expiring at the time of the Annual Meeting and which names have been duly submitted to the President by the Nominating Committee or by the membership in advance of the required Notice of the Meeting.

Section 5: Notice of regular and special meetings of COAG shall be mailed to all members at least fourteen (14) days prior to the date thereof, and such notice shall state the purpose for which the meeting is called, and no other business shall be transacted at special meetings of COAG.

Section 6: Only members whose dues are fully paid, and are otherwise in good standing, shall be entitled to vote at meetings of COAG; one vote shall be cast by the representative of each farming operation member.

Section 7: Thirty-three percent (33%) of the membership of COAG shall constitute a quorum at any meeting of COAG.

Section 8: Whenever notice to COAG members is required, the mailing of such notice to the last known address of a member as shown in the records of COAG shall constitute due notice.

COAG BYLAWS  
PAGE SIX

ARTICLE EIGHT: NOMINATIONS

Section 1: The Chairperson of the Nominating Committee shall be appointed by the President and confirmed by the Board. The members of this Committee shall be designated by the Board. The Committee shall be comprised of three members of the Board of Directors.

Section 2: The Nominating Committee shall nominate the candidates to serve as officers of the Board of Directors to be elected as provided in ARTICLE FOUR, Section 5, above, and shall report the names of those persons to the President at least four (4) weeks prior to the date of the Annual Meeting.

Section 3: Other nominations for candidates for election as officers of the Board of Directors may be made in writing, signed by at least ten percent (10%) of the membership and delivered to the President at least four (4) weeks prior to the date of the Annual Meeting. Notice of such nominations by the membership shall be given to all members entitled to vote as provided in ARTICLE SEVEN, Section 4.

ARTICLE NINE: GENERAL PROVISIONS

Section 1: Robert's Rules of Order shall govern the proceedings at all meetings of COAG, its Board and Committees.

Section 2: COAG shall not be dissolved or otherwise have its existence terminated by its membership except upon the affirmative vote of two-thirds of the members entitled to vote.

Section 3: Upon the dissolution or termination of COAG, any funds remaining after payment of all just debts and obligations shall be paid over to the Connecticut Chapter of the Northeast Organic Farming Association or its successors or assigns.

ARTICLE TEN: AMENDMENTS

These bylaws may be amended at the Annual Meeting or at any special meeting called for that purpose, by a vote of not less than two-thirds of those members present, provided written notice of the proposed amendment, including the text thereof, shall be mailed to all members entitled to vote, at least twenty-one (21) days prior to the date of the meeting.

*Certified Organic Associated Growers of Connecticut, Inc.*  
*(COAG)*

*The COAG Pledge*

We are local farmers and growers who regard our work as a craft and an art, not an industry. We grow food of high quality, choosing varieties for flavor and nutrition, to bring you freshly-picked produce with a minimum of transport -- this is the same food we feed to our families.

We have a major stake in returning food security to Connecticut and reducing our area's dependence on far-away domestic and foreign food sources. In doing so, we help to lower fossil fuel consumption and its attendant pollution.

We work towards environmental improvement by building healthy soils and using methods that do not harm the quality of our air and water. We work towards social justice by treating workers fairly, animals humanely, and donating surplus produce to local soup kitchens and food banks.

We recycle local waste sources such as manure and leaves to build truly sustainable systems of agriculture, avoiding petro-chemicals and their undesirable side-effects. We help to build local economies by doing business with local merchants and avoiding multi-nationals and domestic giants who send their profits out of our communities.

We work to improve our understanding of the food we grow and how we grow it, and to pass that knowledge along to our workers and our customers.

We grow and preserve stocks of heirloom varieties to maintain the agricultural heritage of our past, its customs and flavors. We seek out new varieties and ethnic specialties to enhance the diverse tastes and demands of our customers.

We support home gardeners and encourage them to preserve their own food to increase a healthy local food supply.

We view standards for organic certification as the beginning, not the end, of developing sustainable organic growing methods.

Our foremost goals are:

- o improving food safety and nutrition;
- o growing a wide variety of local food;
- o building a strong local economy;
- o and, preserving our environment.



## **CERTIFIED ORGANIC ASSOCIATED GROWERS OF CONNECTICUT (COAG)**

### **Profile**

In January, 1996, several certified organic growers in Connecticut gathered to talk about forming a trade organization to address the specific needs of certified organic growers. Shortly thereafter, Certified Organic Associated Growers of Connecticut (COAG) was born. The beginnings of the organization are being supported through a grant from the Northeast Region Sustainable Agriculture Research and Education program through the University of Vermont.

At its first meeting, the group identified short-term and long-term goals as well as activities that the group should engage in on an on-going basis. All the goals and activities can be grouped into three categories: marketing, communication and education.

In terms of marketing, COAG hopes to increase the marketing opportunities for the state's certified organic growers and therefore, make locally-grown, certified organic produce more readily available to the state's consumers.

In terms of communication, certified growers want to decrease the feelings of isolation growers experience and create networks and opportunities for growers to communicate with each other on a regular basis.

In terms of education, there were two areas of interest: educating consumers about organic farming and certified organics, and in-service training for certified growers.

By the end of 1996, the majority of certified growers in the state of Connecticut had joined COAG, the group had developed and passed bylaws, produced a "Consumer Guide to Connecticut Certified Organic Produce" brochure, and begun helping each other sell surplus produce.

In 1997, COAG worked at the State Legislature to establish an organic legislation task force that will study both the federal and other states' laws concerning organics to introduce new legislation to the Connecticut General Assembly in the 1998 session. COAG will also sponsor the state's first all-certified organic farmers market on September 14th in Farmington and will also produce a brochure about COAG members that will be distributed to the over 100 food cooperatives and buying clubs throughout the state.

DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
ANDOVER MA 05501

DATE OF THIS NOTICE: 09-30-96  
NUMBER OF THIS NOTICE: CP 575 L  
EMPLOYER IDENTIFICATION NUMBER: 06-1463471  
FORM: SS-4 (TELE-TIN)  
0825520642 0

CERTIFIED ORGANIC ASSOCIATED  
% ANTHONY NORRIS  
PO BOX 3005  
NEW BRITAIN CT 06050-3005

FOR ASSISTANCE CALL US AT:  
1-800-829-1040

OR WRITE TO THE ADDRESS  
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE  
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Tele-TIN phone call. We assigned you employer identification number (EIN) 06-1463471. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments, and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing, incorrect information in your account, or cause you to be assigned more than one EIN.

If you want to receive a ruling or a determination letter recognizing your organization as tax exempt, you should file Form 1023/1024, Application for Recognition of Exemption, with your IRS Key District office. Publication 557, Tax Exempt Status for Your Organization, is available at most IRS offices and has details on how you can apply.

Please use the label IRS provided when filing tax documents. If that isn't possible, you should use your EIN and complete name and address as shown below to identify your account and to avoid delays in processing.

CERTIFIED ORGANIC ASSOCIATED  
GROWERS  
% ANTHONY NORRIS  
PO BOX 3005  
NEW BRITAIN CT 06050-3005

If this information isn't correct, please correct it using page 2 of this notice. Return it to us at the address shown so we can correct your account.

If you haven't already completed Form SS-4, Application for Employer Identification Number, we need you to do it now so your account record will be complete. You can get Form SS-4 at your local IRS office or by calling 1-800-TAX-FORM (1-800-829-3676). After you complete the Form SS-4, sign and date it and write your new EIN, 06-1463471, in the upper right hand corner. Please return it to us with page 2 of this notice by 10-15-96. We've enclosed an envelope for your convenience.

Thank you for your cooperation.

## CERTIFICATE O

NONSTOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470

Return confirmation of filing to: Customer I.D. # Name Anthony J. Norris Address 301 East Street City New Britain, CT 06051 State Zip Code	Space for office use only
--	---------------------------

### 1. NAME OF CORPORATION:

Certified Organic Associated Growers of Connecticut, *Inc*

### 2. NATURE OF BUSINESS TO BE TRANSACTED OR THE PURPOSES TO BE PROMOTED OR CARRIED OUT BY THE CORPORATION:

The purpose of the corporation is to engage in marketing, buying, selling, treating, dealing in, handling or manufacturing agricultural products or by-products; the purchase of and selling or supplying to its members of surplus materials, including federal materials, machinery and demovable housing units, or other machinery, equipment or supplies; the procuring of insurance for its members; and the undertaking of any lawful act or activity for which corporations may be formed under the Connecticut Non Stock Corporation Act and the provisions thereof relating to cooperative marketing corporations. The corporation shall operate for the mutual benefit of its members as producers. The corporation shall not deal in the products of nonmembers to an amount greater in value than such as are handled by it for members.

Furthermore, the purpose of the corporation is to provide educational opportunities for both the general public and its members, to provide communication both among its members and between its members and the general public, and to promote quality standards for the agricultural products and by-products of its members.

### 3. CLASSES, RIGHTS, PRIVILEGES, QUALIFICATIONS, OBLIGATIONS, AND THE MANNER OF ELECTION OR APPOINTMENT OF MEMBERS:

There shall be one class of members. Any person, firm, partnership, corporation or association who (i) operates a certified organic farming business in the State of Connecticut and (ii) meets other uniform conditions as may be prescribed by the Board of Directors, shall be eligible to be a Member. The Board is authorized to prescribe procedures for application or nomination for membership. Members shall be elected at any meeting of the Board of Directors by a vote of two-thirds of the Board members present and voting. The voting rights of Members shall be equal and no Member shall have more than one vote.

(Note - If the corporation is to have no members or members who are not entitled to vote, so state)

4. APPOINTMENT OF STATUTORY AGENT FOR

Name of agent: Mark D. Gauger	Business address: Same
	Residence address: 276 Locust Road Harwinton, CT 06791

Acceptance of appointment

*Mark D. Gauger*  
 Signature of agent

5. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

6. Other provisions:

The term of existence shall be perpetual.

Dated this 17th day of January, 19 97

I/We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Certificate must be signed by each incorporator.

NAME OF INCORPORATOR(S) (print or type)	SIGNATURE (S)	ADDRESS
Anthony J. Norris	<i>Anthony J. Norris</i>	301 East St New Britain CT 06051
Wayne M. Hansen	<i>Wayne M. Hansen</i>	1080 Plainfield Pike Greece, CT 06373
Kathryn Y. Caruso	<i>Kathryn Y. Caruso</i>	86 Nooks Hill Rd Cromwell, CT 06416
Elisa Santee	<i>Elisa Santee</i>	85 South Bedlan Rd Plainfield Center, CT 06250
Michael A. Kandefer	<i>Michael A. Kandefer</i>	301 East St New Britain CT 06051
Jerry L. Horkey	<i>Jerry L. Horkey</i>	183 Packville Rd Plainfield, CT 06374

SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

JANUARY 27, 1997

ANTHONY J. NORRIS  
301 EAST ST.  
NEW BRITAIN, CT 06051

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

CERTIFIED ORGANIC ASSOCIATED GROWERS OF CONNECTICUT, INC

Work Order Number: 1997009108-001  
Business Filing Number: 0001690442  
Type of Request: CERTIFICATE OF INCORPORATION  
File Date/Time: JAN 24 1997 03:28 PM  
Effective Date/Time:  
Work Order Payment Received: 140.00  
Payment Received: 65.00  
Amount Balance: .00  
Customer Id: 219571  
Business Id: 0552758

If applicable for this type of request, a summary of the business information we have on record is enclosed.

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

Commercial Recording Division  
SUSAN LOGATTO

SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

JANUARY 27, 1997

ANTHONY J. NORRIS  
301 EAST ST.  
NEW BRITAIN, CT 06051

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of the following business filing:

Business Name:  
CERTIFIED ORGANIC ASSOCIATED GROWERS OF CONNECTICUT, INC

Work Order Number: 1997009108-002  
Business Filing Number: 0001690447  
Type of Request: ORGANIZATION AND FIRST REPORT  
File Date/Time: JAN 24 1997 03:28 PM  
Effective Date/Time: JAN 24 1997 03:28 PM  
Work Order Payment Received: 140.00  
Payment Received: 25.00  
Account Balance: .00  
Customer Id: 219571  
Business Id: 0552758

If applicable for this type of request, a summary of the business information now on our records for this business is enclosed.

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

Commercial Recording Division  
SUSAN LOGATTO

BUSINESS FILING REPORT

WORK ORDER NUMBER:1997009108-002  
BUSINESS FILING NUMBER: 0001690447

BUSINESS NAME:

CERTIFIED ORGANIC ASSOCIATED GROWERS OF CONNECTICUT, INC

BUSINESS LOCATION:

301 EAST ST.  
NEW BRITAIN,CT 06051-3212

PRINCIPAL INFORMATION FOR UP TO SIX PRINCIPALS:

NAME:ANTHONY J. NORRIS  
TITLE:PRESIDENT

NAME:WAYNE M. HANSEN  
TITLE:VICE PRESIDENT

NAME:KATHRYN Y. CARUSO  
TITLE:RECORDING SECRETARY

NAME:ELISA SANTEE  
TITLE:CORRESPONDING SECRETARY

NAME:MICHAEL A. KANDEFER  
TITLE:TREASURER

NAME:JERRY L. HORKEY  
TITLE:DIRECTOR

\*\* END OF REPORT \*\*