

By-Laws for the Farm Alliance of Baltimore City

1. Name and Purpose

- a. Name. This organization is called The Farm Alliance of Baltimore City. It is an independent project with fiscal sponsorship through Civic Works, Inc.
- b. Purpose. The Farm Alliance of Baltimore City is a network of producers working to increase the viability of urban farming and improve access to urban grown foods. We are united by practices and principles that are socially, economically, and environmentally just.

2. Principal Office - The Principal Office of the Farm Alliance of Baltimore City is located at: Civic Works, Inc. | 2701 St. Lo Drive | Baltimore, MD 21213

3. Board Membership

- a. Role/Duties. The Full Members of the Farm Alliance of Baltimore City will steer the decisions of the group.
- b. Number/Composition. There is no maximum number of member producers.
- c. Classes of Board Membership. The three types of membership in the Farm Alliance of Baltimore City include:
 - i. Full Members: These are more established producers who were founding members or have already completed a provisional membership year. They may participate in all activities of the Farm Alliance of Baltimore City, including voting.
 - ii. Provisional Members: These are producers who are first-year members to the Farm Alliance of Baltimore City. They may participate fully in the activities of the group, but cannot vote as provisional members. To be a provisional member, a producer must apply through the process described in Section 3e. Once a provisional first year is completed, the Full Members will vote on whether to offer the Provisional Member a Full Membership at the Annual Meeting.
 - iii. Nonvoting Member: This is a non-Producer who is active in the Farm Alliance through a staff position. They may participate in meetings and serve as an officer or committee member, but as a non-Producer they will not have a vote.
- d. Membership Requirements. All members must:
 - i. Be a "Producer" with at least one location in Baltimore City limits. For the purpose of membership, a "Producer" is a person or group of people who are generating foods, fibers, and/or byproducts from plant crops or animals they raise as well as agricultural products such as seedlings and compost.
 - ii. Meet minimum production requirements outlined in Membership Agreement.
 - iii. Support the Mission Statement of the Farm Alliance of Baltimore City.

- iv. Adhere to the signed Membership Agreement, which may include but is not limited to: submitting soil tests, a food safety plan, and production data.
 - v. Follow the Member Standards document.
 - vi. Attend at least two of the four quarterly meetings and fulfill other duties as outlined in the Membership Agreement.
 - vii. Renew their membership no later than the Annual Meeting. This requires being current on all fees, meeting the above requirements, and submitting a new Membership Agreement.
- e. Application for Membership. The process to apply is:
- i. Submit an application to the Membership Committee that includes the Membership Agreement, basic operation plan, soil test results and an on-farm food safety plan (as relevant to each operation), and two references.
 - ii. The Membership Committee will then review the application, complete a site visit, and make a recommendation to the group on accepting the proposed member.
 - iii. New member applications will be reviewed during the fall and winter, with the deadline for submission being October 31st. Special exceptions for mid-season applications can be made at the discretion of the Membership Committee.
 - iv. In order to review and recommend new members, the Membership Committee will employ a Member Review Rubric that outlines the areas for evaluation.
- f. Voting. Each Full Member may have one representative cast a vote. If a Member cannot attend a meeting, they may designate a proxy using the Proxy Form. The Member must specify whether the Proxy is to vote on one specific issue for them or on any topic at the meeting. The Proxy must present the form to an Officer.
- g. Termination of Membership. A Member who has paid any outstanding fees may terminate their membership by sending written notice to the President. The group may choose to terminate a membership if the Member does not meet the requirements outlined in the By-Laws and the Membership Agreement. This may be initiated by the President or if at least three members propose an inquiry at a meeting or directly to the President. The Membership Committee will then review the case and make a recommendation to terminate or not. The Farm Alliance of Baltimore City can terminate a Member at a Quarterly or Annual meeting through a 2/3 majority. Any membership dues or fees will not be prorated even if the entire membership year is not fulfilled and the dues have been paid.

4. Officers

- a. Election/Vacancies. The Officers shall consist of President, Secretary, Treasurer, Membership Chair. The Officers shall be elected at the Annual Membership Meeting.

The membership shall fill any vacancy occurring in any office from the current members. Any Officer so elected shall fulfill the term of his/her predecessor.

- b.** Term. Officers shall serve a term of one year, and until their successors are elected, or until they are removed. To remain in office for consecutive terms, they must be re-affirmed by a vote of the Members.
- c.** Removal. An Officer may be removed, without cause, as determined by a 2/3 vote of the Members present at any meeting at which there is a quorum.
- d.** Resignation. An Officer may resign only by submitting a written resignation to the Program Director or to the membership, if the resigning person is the President.
- e.** Authority and Duties. The Officers shall have the authority and responsibility delegated by the membership and as follows:
 - i.** The President shall preside at and conduct all meetings of the Members. The President shall sign all contracts and agreements in the name of the Farm Alliance of Baltimore City after the Members have approved them, serve as the representative of the group in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Members.
 - ii.** The Secretary shall keep accurate records and minutes of all meetings of the group; distribute copies of the minutes of the previous meeting in advance of each meeting; maintain a current listing, with phone numbers, mailing addresses, and email addresses, of the Members; and maintain a current membership roster and make such roster available at all meetings where votes may be taken.
 - iii.** The Treasurer shall oversee the management of funds by the Program Director, including the use of grant funds, membership fees, and any other revenue.
 - iv.** The Membership Chair will oversee the Membership Committee and spearhead the review of new member applications.
 - v.** Staff. In addition, the Board of Directors may from time to time appoint one or more persons to staff positions, including the position of Program Director, to carry out the instructions of the group's Members and Officers.

5. Meetings

- a.** Annual Meeting. The Annual Membership Meeting shall be held between mid-January and mid-February of each year, no later than February 15th.
- b.** Regular Membership Meetings. The Farm Alliance of Baltimore City shall have Regular Membership Meetings at least quarterly beginning with the Annual Meeting.
- c.** Advisory Committee Meetings. The Advisory Committee will meet quarterly in the month before the membership meetings. Specific dates will be determined by members' availability.

- d. Special Meetings. Special meetings of the Board or Membership shall be held at any time and at any place within Baltimore City when called by the President or at least three Full Members.
- e. Notice of Meetings. Notice of special and regular meetings shall be sent by e-mail at least one week prior to the meeting.
- f. Voting/Quorum. Except as otherwise provided in these bylaws, all decisions shall be made by vote of a 51% or greater of those present and eligible to vote at any meeting at which there is a quorum, except in the case of admitting a new Provisional or Full Member - which requires a $\frac{2}{3}$ majority. In all cases, at least 50% of Full Members eligible to vote will constitute a quorum.
- g. Representation. Members may have 1-3 representatives at each meeting.

6. Committees

- a. Membership Committee. The Farm Alliance of Baltimore City shall have a standing committee to evaluate, review, and make recommendations on accepting new members. This committee shall be made up of at least three Full Members (or the Program Director), including one Chairperson. The committee members will be self-nominated and must be approved by the members at the Annual Membership Meeting to serve a one-year term.
- b. Advisory Committee. The Advisory Committee is composed of non-members who have relevant expertise and are invited by the Program Director to join. The role of the Advisory Committee is to offer expertise, input, and advice to the group through quarterly meetings with the Program Director. Members may also recommend new Advisory Committee members in writing to the Program Director. Advisory Committee members will serve one year from the Annual Membership Meeting date and may choose to renew their service at the end of the year.
- c. Additional Committees. The membership may decide to establish ad hoc committees as needed.

7. Fiscal Policy – The board of the Farm Alliance of Baltimore City delegates fiscal decision-making authority to the Program Director as laid out in this section, with oversight from the Treasurer.

- a. While some funding is restricted to one sole use, when there is a decision to be made, Officers and Members will be consulted. Decisions regarding more than \$150 will be approved by the Treasurer via email and decisions regarding more than \$300 will be sent to all Full Members by email.
- b. Fees associated with specific activities such as participation at a farmers market stand will be determined on a case-by-case basis and members may opt in or out.

- c. Grant applications for over \$5,000 will be sent by e-mail to the group. Any member may request a copy of the proposal or help craft the application. If at least three members respond with objections, the grant will be tabled until a vote can be taken.
 - d. Annual fiscal report will be presented by the Treasurer at the Annual Meeting.
 - e. Budget projections for the coming year will be submitted by Program Director and approved by two-thirds majority at Annual Meeting, etc.
- 8. Conflict of Interest** – A Conflict of Interest Policy has been adopted by the Farm Alliance of Baltimore City.
- 9. Indemnification** - The Farm Alliance of Baltimore City shall provide indemnification and shall indemnify current and former Advisory Board Members, Officers, employees, and agents to the fullest extent required and permitted by the general laws of Maryland, as amended from time to time. Criminal acts and acts involving improper personal benefit are specifically excluded from indemnification.
- 10. Compensation** - The board membership and Advisory Committee members shall serve without compensation for their services to the Farm Alliance of Baltimore City, with the exception of any staff members who are Non-voting Members.
- 11. Fiscal Year** - Civic Works, Inc. serves as the fiscal sponsor for the Farm Alliance of Baltimore City and therefore the Alliance’s fiscal year will be the same as that of the fiscal sponsor. The Civic Works, Inc. fiscal year runs from October 1 to September 30.
- 12. Amendments** - These Bylaws may be amended by a two-thirds vote of the voting membership, provided the proposed amendment has been submitted to the membership in writing with written notice of the meeting at least one week prior to the meeting date.
- 13. Nondiscrimination** - The organizations, Advisory Board Members, Officers, employees, members, and persons served by the Farm Alliance of Baltimore City shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

Signature of the Secretary

Date Adopted

CONFLICT OF INTEREST POLICY

Farm Alliance of Baltimore City

- A. Each Member of the Farm Alliance of Baltimore City shall exercise good faith in all transactions relating to the Alliance and shall not use his or her position or knowledge to permit an actual or potential conflict to arise between the Alliance's interests and their personal interests.

- B. The Alliance expects Members to use common sense and reasonable judgment in determining if a potential conflict of interest exists. If a Member has any questions concerning this policy, or wishes to determine whether an activity is or would be in violation of this policy, they are encouraged to contact the President.

- C. With respect to any proposed contract or other transaction between the Alliance and its Members, their Family Members, or other Related Entities, which is considered by the Alliance Board, the officers, or any committee, the following rules shall apply:
 - 1. Full disclosure, in writing, of the relationship or interest shall be made to the President of the Board and that information shall be shared with the entire Board prior to discussion or action on such contract or transaction;

 - 2. The person having a conflict shall vacate the room in which the matter is being voted upon and shall not participate in the final deliberation or decision regarding the matter, other than to be available to present factual information or respond to questions;

 - 3. The Member who has such a relationship or interest shall not be counted in determining the existence of a quorum for the purpose of voting upon the contract or transaction; and

 - 4. The minutes of the meeting shall reflect that the conflict disclosure was made, the substance of the conflict, the vote taken, and where applicable, the abstention from voting and participation of the individual.

I UNDERSTAND AND AGREE TO ABIDE BY THE TERMS OF THIS POLICY.

Name (Print)

(Signature)

Date



Proxy Form

I, _____, being a Full Member of the Farm Alliance of Baltimore City, hereby appoint _____ as my proxy, to vote for me in my absence from the membership meeting scheduled for _____.

My proxy is to vote on:

the following issue: _____ OR any topic at the meeting

Member Name Date

Signature of Farm Alliance Officer certifying receipt:

Officer Name Date