

Montachusett Agricultural Alliance  
Club Bylaws  
[DRAFT]

Article I – Name, Mission and Purpose

Section 1: Name

The name of the Club shall be The Montachusett Agricultural Alliance (“The Club”).

Section 2: Mission

To promote collaboration, community, and the advancement of local agriculture in the Montachusett area through communication, networking, and educational initiatives.

Section 3: Purpose

The purposes of the Club shall be:

To support and promote networking among farmers, market gardeners, homesteaders, managers, and individuals interested in supporting local agriculture.

To create and facilitate opportunities for education, financing, assistance, marketing and public relations for all persons interested or involved in local agriculture

To help educate the general public about the realities of agriculture and boost local support, purchasing and understanding of local agriculture

To work with government agencies, non-profit organizations and for-profit entities on behalf of the interests of local agriculture.

Section 4: Principal Office

The principal office of the Club shall be at such place as the Board of Directors may determine.

Article II – Membership

Section 1: Requirements for Membership

Membership is open to all persons who agree with the Mission and Purposes of the Club and agree to act in accordance with the best interests of the Club and of each one of its Members.

Corporations, businesses, and other entities comprising a group of individuals shall be eligible for Supporting Membership (non-voting) only.

Section 2: Membership Categories

Founding Member

Regular Member

Supporting Member (non-voting)

Section 3: Member dues.

Members in each category will pay annual dues in an amount determined by the Board of Directors and ratified by the Membership. The current schedule of

dues for each category of Membership shall be kept by the Clerk and publicly posted on the Club website.

#### Section 4: Member Privileges

Only Founding and Regular Members may vote on Club business and the election of new Officers.

Other privileges and benefits accruing to Membership shall be determined by the Board of Directors and ratified by the Membership.

#### Section 5: Quorum of Members

At any meeting at which business is to be voted on, a quorum of two thirds (2/3) of the active voting Membership must be present, either in person or through remote participation, for votes to be valid and recorded.

No quorum is required for General Meeting functions which do not involve voting.

#### Section 6: Resignation

Any member may resign from the Club by submitting a written statement of resignation to the Clerk and President.

#### Section 7: Removal from Membership

A Member may be removed from the Club for good cause by a vote of nine tenths (9/10) of the Membership. The Membership shall be fully apprised of the reasons for removal before being asked to vote. The Member being removed may speak in their own defense before the vote.

### Article III – Membership Meetings

#### Section 1: General Meetings

All Club business will be discussed and voted on at general Member meetings, unless there are urgent or confidential matters requiring a separate meeting of the Board of Directors.

General Meetings shall be held at regular intervals on a date agreed upon by the Membership. Notice of each meeting shall be sent to the Membership and publicly posted online at least one (1) week before the meeting date, along with an agenda, which includes matters to be voted on, and the location of the meeting.

In addition to Club business, General Meetings may include guest speakers, trainings, discussions of relevant topics, and other matters deemed useful and of interest to the Membership.

The agenda of any General Meeting may be amended by the Membership in attendance at any time during the meeting, provided that there is a voting quorum of two thirds (2/3) of the active Membership present. Agenda amendments may be made by consensus or by vote.

#### Section 2: Annual Meeting and Elections

The Club will hold an Annual Meeting in January each year for the purpose of electing a slate of Officers. The Annual Meeting may take the place of a General

Meeting or be an additional meeting, whichever is deemed best by the Board of Directors and the Membership by previous agreement or vote.

The agenda for the Annual Meeting, including the slate of Officers to be voted upon, shall be sent to the Membership and posted publicly online no less than thirty (30) days prior to the date of the Annual Meeting.

### Section 3: Special Meetings

The Board of Directors may call a Special Meeting of the Membership should circumstances warrant it. Notice of a Special Meeting shall be sent to the Membership and publicly posted online at least one (1) week before the meeting date, along with an agenda, which includes matters to be voted on, and the location of the meeting. Special Meetings shall follow the same protocols for quorum and voting as General Meeting.

## Article VI – Board of Directors

The Board of Directors shall be made up of the Officers and up to five (5) Members At Large.

### Section 1: President

The duties of the President shall be:

To call meetings to order and preside as meeting moderator

To create the Club budget, in collaboration with the Treasurer

To be the chief representative and spokesperson for the Club, in accordance with the understanding and wishes of the Board of Directors and Membership

### Section 2: Vice President

The duties of the Vice President shall be:

To call meetings to order and preside as meeting moderator in the absence of the President.

To assume the position of President should the President resign or be removed.

### Section 3: Clerk (or Secretary)

The duties of the Clerk shall be:

To take minutes/notes during General Meetings and Annual Meetings of the Club

To send out to the Membership and post notification of General Meetings and Annual Meetings, including the agenda, minutes of past meetings, and whatever other materials are deemed necessary by the Board of Directors and the Membership

To maintain a database or roster of the active Membership

To handle general communications for the Club when such communications do not fall under the purview of any other specific persons or Committees

### Section 4: Treasurer

The duties of the Treasurer shall be:

To keep the financial records of the Club

To manage the Club bank account, and handle deposits, payments and disbursements of Club funds for Club business

To generate such financial reports as are required by the Fiscal Sponsor

To give a financial report to the Membership at General Meetings and Annual Meetings

Section 5: Meetings of the Board of Directors

The Board of Directors shall meet separately from the Club Membership at times deemed necessary by the Officers. A written record will be kept of any decisions made, and the Membership will be informed of all decisions made by the Board of Directors within one (1) week of the meeting, or as soon as practicable under the circumstances.

Section 6: Resignation from the Board of Directors:

An Officer stepping down from their position shall constitute resignation from the Board of Directors (and vice versa). An Officer may resign from the Board of Directors by submitting a written notice to the Board and the Membership. The remaining Board members shall nominate a replacement Officer to serve for the remainder of the former Officer's term within a space of thirty (30) days, or as soon as practicable under the circumstances.

Section 7: Removal from the Board of Directors:

An Officer may be removed from the Board of Directors for good cause by a vote of nine tenths (9/10) of the Membership. The Membership shall be fully apprised of the reasons for removal before being asked to vote. The Officer being removed may speak in their own defense before the vote. Removal from the Board of Directors shall not automatically constitute removal from membership.

Section 8: Term of Office:

The term of office for an Officer shall be two (2) years.

An Officer stepping into a vacated seat shall serve the remainder of the previous Officer's term and then be eligible for election for a full term, which shall be considered their first full term.

Article VII – Committees

Committees, Working Groups, Task Forces and all similar groups shall be comprised of voting members of the Club, and shall be formed and dissolved as needed by vote of the Membership.

Article VIII – Finances

Section 1: Fiscal Sponsor

The Club shall be under the fiscal sponsorship of Growing Places, Inc.

Section 2: Bank Accounts and Reports:

The Club shall maintain a bank account and keep financial records of expenditures and transactions. Financial reports shall be provided to the Fiscal Sponsor as determined and requested by the Fiscal Sponsor.

Section 3: Fiscal Year

The Club's Fiscal Year shall be September 1 to August 31, or, the same as the Fiscal Sponsor's Fiscal Year, should that change.

#### Section 4: Authorization of Spending

The Board of Directors shall be empowered to authorize expenditures up to the amount of \$500 at their discretion, without a vote by the Membership. The Membership shall be informed of the Board's decision at the next General Members' Meeting, or through mailed or electronic communication as soon as is practicable.

Expenditures of more than \$500 shall be brought to the Membership at a General or Special Meeting with a quorum present, for discussion and approval by a two thirds (2/3) majority vote.

#### Article IX – Non-Discrimination

The Club shall maintain and enforce in all of its business, activities and practices, an active and vigorous on-going policy of non-discrimination. It shall not show bias or preference for or against anyone or any organization on the basis of race, color, creed, sex, sexual orientation, gender identity, parental status, country of origin, citizenship, language, political conscience, disability or handicap.

#### Article X - Respect and Courtesy

All members of MAA are expected to treat each other with respect and courtesy at all times, adhering to responsible and professional conduct. This includes refraining from discriminatory, harassing, or disrespectful behavior. Especially when based on race, ethnicity, gender, sexual orientation, religion, age, disability, or any other characteristic.

#### Article XI – Indemnification

The Officer and Membership of the Club shall be indemnified by the Club to the fullest extent permissible under the laws of this state.

#### Article XII – Amendments to Bylaws

These Bylaws may be amended by a vote of two thirds (2/3) of the Membership at any General Meeting or Annual Meeting with a voting quorum present. Proposed Amendments shall be sent to the Membership and posted publicly online at least thirty (30) days prior to the meeting at which the vote is to be taken, and shall be an agenda item for discussion at least one (1) General Meeting before the vote is scheduled to be taken.

#### Article XIII – Dissolution

The Club may be dissolved by a vote of nine tenths (9/10) of the Membership. In the event of dissolution, the Club bank account shall be closed within a period of thirty (30) days after the vote takes effect. All Club monies, real property and assets shall be returned to the Fiscal Sponsor, who shall be responsible for all outstanding debts and obligations incurred by the Club.

#### Article XIV – Adoption of Bylaws

These Bylaws have been adopted by the Board of Directors and Membership of this Club by majority vote as of \_\_\_April 14, 2024\_\_\_.