

Bylaws

Proposed language to delete is underlined. I've inserted proposed new language in bold italics.

BYLAWS

Virginia Independent Consumers and Farmers Association As Amended June 2010 June 2018

Article I

Name

The name of this non-profit corporation shall be the Virginia Independent Consumers and Farmers Association, Inc., hereafter referred to as VICFA or the Association.

Article II

Purpose

The purpose of the Association shall be to promote and preserve unregulated direct farmer- to-consumer trade that fosters the availability of locally grown or home-produced food products.

Article III

Authority

Section 1. VICFA Membership

The membership of VICFA shall be empowered to determine the general direction of the Association and shall have oversight with respect to the actions of the Board.

Section 2. Board of Directors

The board shall serve as the functioning governing body for the Association and shall be responsible for and empowered to engage in that business necessary for the achievement of VICFA's purpose, subject to these by-laws and any other policies and procedures enumerated by the membership.

Article IV

Membership

Section 1. Classes of Members

Regular Membership: Membership is open to any individual who supports the purpose of the Association. Such individuals must be at least 18 years of age.

Junior Membership: Junior class of membership includes minor members (17 years of age or less).

Section 2. Membership Benefits

Individual members may participate in all meetings, including the Board of Directors' meetings, but they may not vote in the Board of Directors' meetings unless they are on the Board of Directors. Otherwise individual members may vote at the Annual Membership Meeting, General Meetings and Special Meetings, hold office, serve on committees and otherwise enjoy the general benefits of the Association. Junior members may participate in all meetings, but may not vote, hold office or serve on committees. They are otherwise given the opportunity to enjoy the general benefits of the Association.

Section 3. Dues

Each member shall pay annual dues as may from time to time be fixed by the Board.

Section 4. Annual Membership Meeting

The Board shall provide for an Annual VICFA Membership Meeting to occur at a time and place determined by the Board. Twenty-one (21) days written notice of the Annual Membership Meeting shall be sent to all members stating the time and place.

Section 5. Business of the Annual Membership Meeting

The business of the Annual Membership Meeting shall include, but not be limited to, the election of Officers and members of the Board of Directors of the Association, as well as approval of the annual budget.

Section 6. Special Meetings

Special meetings of the VICFA membership may be called by the President, by a majority of the Board, or by fifteen (15) of the voting members. Twenty-one (21) days written notice of any special meeting shall be sent to all members stating the time and place.

Section 7. General Meetings

General meetings of the Association may be held after any Board of Directors meeting.

Section 8. 7. Quorum

At any annual , general or special meeting of the members of VICFA, at least fifteen (15) voting members present in person shall constitute a quorum for the transaction of business.

Article V

The Board of Directors

Section 1. Number

The number of members of the Board of Directors of VICFA shall be nine (9) and shall include the officers (President, Vice President, Secretary and Treasurer) and five (5) at-large Board Members.

Section 2. Meetings

Regular meetings of the Board, either in person or by a conference call by phone, shall be held at a time and place designated by the President. Special meetings of the Board, either in person or by a conference call by phone, may be called by the President or a simple majority of the Board members. Each time a special meeting is called, the Board may unanimously consent to forego the in-person meeting and take a vote over the phone. Further, each time a special meeting is called, the Board may unanimously consent to forego the in-person meeting and conduct the meeting as a conference call. Votes taken by the Board over the phone shall be duly recorded so as to appear in the minutes of the next in-person meeting of the Board.

Section 3. Emergency Votes

An Emergency Vote by the Board may be also conducted over the phone and shall be duly recorded so as to appear in the minutes of the next in-person meeting of the Board.

Section 3 4. Quorum

One half of the full Board shall constitute a quorum for conducting Board business.

Section 4 5. Nomination and Election and Term of Office

At-large Board members shall be nominated by and elected from the membership of VICFA at the Annual Membership Meeting. The term of office for individual at-large Board members shall be one (1) year or until their successors are elected. No Board member may serve more than 5 consecutive terms. Board members must attend 75% of all meetings per term or they may be removed by the Board.

Section 5 6. Resignation

Any at-large Board member may resign his or her position by submitting a written resignation to the Board, at which time the Board shall accept said resignation.

Section 6 7. Removal

Any at-large Board member may be removed by unanimous vote of the remaining members of the Board of Directors, or by vote of a majority of the membership.

Section 7 8. Vacancies

When a vacancy on the board exists mid-term, this vacancy shall be filled at the next Board meeting unless the Annual Membership Meeting is to occur within thirty days.

Article VI

Officers

Section 1. Title and Number

The officers of VICFA shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Nomination and Election and Term of Office

Officers shall be nominated by and elected from the membership of VICFA at the Annual Membership Meeting. The term of office for Officers shall be one (1) year or until their successors are elected. No Officer may serve more than 5 consecutive terms. Officers must attend 75% of all meetings per term or they may be removed by the Board.

Section 3.

Resignation

Any Officer may resign his or her position by submitting a written resignation to the Board, at which time the Board shall accept said resignation.

Section 4. Removal

Any Officer may be removed by unanimous vote of the remaining members of the Board of Directors, or by a vote of a majority of the membership.

Section 5. Vacancies

When a vacancy on the board exists mid-term, this vacancy shall be filled at the next Board meeting unless the Annual Membership Meeting is to occur within thirty days.

Section 6. Duties and Responsibilities

The President: The President shall be the administrative head of the Association and act as chairman of the Board of Directors, preside at all meetings of the Membership and Board of Directors, appoint all committees necessary to the Association, co-sign with the Treasurer all deeds, contracts and other formal instruments and perform other such duties as may from time to time be assigned by the Board of Directors and/or the Membership.

The Vice President: The Vice President shall, in the absence or inability of the President, perform the duties of the President and shall perform such other duties assigned by the Board of Directors and/or the Membership.

The Secretary: The Secretary shall act as the recording and corresponding secretary of the Association, maintain the minutes of all meetings, keep the membership roll complete and current, unless this duty is otherwise assigned, and discharge all duties usual and incidental to the office as assigned by the President, the Board of Directors and/or the Membership.

The Treasurer: The Treasurer shall have charge of and exercise general supervision of the Association's financial affairs, keeping records and books as may be required for complete accountability. The Treasurer shall honor all authorized claims for payment owed by the Association upon presentation of a legitimate voucher or receipt; provide a financial statement of accounts at all regularly scheduled meetings, present a recommended annual budget at the

Annual Membership Meeting for the approval of the membership, complete an audit of all financial assets and present the results of the audit at the Annual Membership Meeting, receive and have custody of all funds, and cosign with the President all deeds, contracts or other formal instruments.

Article VII

Committees and Annual Membership Meeting Election Procedure

Section 1. Miscellaneous Committees

The President may appoint any committee, subject to approval by the Board, as may be required to perform specific and limited activities. Such committees shall function only during the term of office of the President, except that any committee may continue to function at the discretion of the succeeding President.

Section 2. Nominating Committee

Each January a Nominating Committee shall be appointed by the President. No person on the Nominating Committee shall be a member of the current Board. The Committee shall be charged with the task of identifying the persons willing and capable of serving as Officers and Members of the Board. The report of the Nominating Committee shall be submitted to the membership at the Annual Membership Meeting, whereupon the members present can make further nominations or move that the slate be elected. If however, there are further nominations for any Officer, then a written ballot must be taken. If there are other nominations for the other at-large Board members, a written ballot must be taken and the top 5 members will become the elected at-large Board members.

Article VIII

Fiscal Year

The fiscal year of VICFA shall be concurrent with the calendar year and shall run from January 1 to December 31.

Article IX

Finances

Section 1. Disbursement

All checks drawn on the account of VICFA shall require one signature and shall be signed

by the Treasurer or in the event of the unavailability of the Treasurer, the President. Section 2.
Budget

VICFA shall operate on a zero-based, line-item budget, prepared by the Treasurer and approved at the Annual Membership Meeting by the membership.

Article X

Rules of Procedure Other Authority

All matters of procedure shall be governed by Robert's Rules of Order, latest revised edition, except as herein provided. Any other matters not covered in these By-Laws shall be governed by the Virginia Nonstock Corporation Act, Code of Virginia, sections 13.1-801 et seq.

Article XI

Amendment of By-Laws

The By-Laws of VICFA may be amended by a two-thirds vote of the members present at the Annual Membership Meeting or a two-thirds vote of the members present at a Special Meeting of the VICFA membership. Any amendment to the VICFA By-Laws requires a twenty-one (21) day written notice to the membership.

Action Alert Sign Up