

Rural Revival, Inc.

Bylaws

Article 1: Name

The name of the organization shall be the Rural Revival, Inc. (RR)

Article 2: Mission/Goals

Rural Revival is a faith-based organization committed to the agrarian way of life as an expression of God's intention for mortal humans living together peacefully in a finite world. Our Mission is: "To revitalize and sustain our community by nurturing a positive environment for making a living on the land."

Our goals are:

Goal 1: To develop a local food system in collaboration with local food producers, food consumers and retail outlets.

Goal 2: To facilitate the transfer of land and other resources to aspiring farmers or other agriculturalists.

Goal 3: To provide public educational/informational programs on topics relating to Goals 1 and 2.

Article 3: Organization

Section 1: The organization is, and shall remain, a South Dakota non-profit corporation.

Section 2: The fiscal year for the organization shall be July 1 to June 30.

Section 3: RR shall seek, and then at all times maintain, non-profit charitable status (501c.3) as approved by the United States Internal Revenue Service.

Article 4: Membership

Section 1: Membership in the organization shall be open to all adult persons (18 years of age or older) who are interested in the purposes of the organization, who are willing to subscribe to these Bylaws, and who are otherwise qualified under the provisions set forth in these Bylaws.

Section 2: Each member shall be entitled to one vote on any and all matters requiring a vote of the membership.

Section 3: Membership in the organization is granted to those who pay the annual dues as set by the Board.

Section 4: The *Term of Membership* is for one fiscal year (July 1 – June 30).

Section 5: The Board may honor an individual who has provided a unique or outstanding contribution to RR by identifying him/her as an Honorary Life Member (non-voting)

~~*Section 6:* The Annual Membership Meeting of RR will be held the first Monday of June at a site and time to be identified by the Board and shared with the RR membership two weeks previous to the meeting~~
The Annual Membership Meeting of Rural Revival will be held during the month of June at a site and time to be identified by the Board and shared with the Rural Revival membership two weeks previous to the meeting. .

Article 5: Board of Directors

Section 1: All property, business, financial resources and general affairs of the organization will be under the control and management of a Board of Directors

Section 2: Number of Directors

The number of Directors shall be 9, but this number may be increased to as many as 15 or decreased to as few as 7 at the discretion of the Board and with the approval of the Membership at its annual meeting.

Section 3: Terms for Board Membership

Board members serve for three years. An individual may serve a second consecutive three-year term if re-elected before becoming ineligible for two years. After two years the individual may again be elected to the Board with the possibility of two consecutive terms.

Section 4: Rotation of Terms

A rotation of the terms of Board positions will be set so that three positions come open each year. At the outset a rotation set by the drawing of lots will be executed. Those drawing one or two year terms will stand for election as required by the timing identified through the drawing, but their first year or two years of service will not be counted when it comes to the “set out” requirements of the By-Laws (Section 3 above). Should the Board increase in size this general balance needs to be maintained.

Section 5: Election of Directors

At each annual meeting the Board will present a slate of candidates for those Director positions that are open for the coming year.

Section 6: Participation by RR Members

RR Members may attend any Board meeting. At the discretion of the President or presiding officer they may be granted limited privileges to address the Board on any or all issues.

Section 7: Board Vacancies

In the case of a vacancy on the Board, the Board is empowered to appoint a new Director to complete the remainder of the vacated term. Such appointment requires a majority vote of the Board present at any regular Board meeting.

Section 8: Attendance Requirements

Any Board member who misses three consecutive regular meetings of the Board within a fiscal year shall forfeit his/her membership on the Board. This action is automatically taken and does not require a vote of the Board. Such removal can only be repealed by a 2/3 vote of the remaining Board members attending and only at the next regular meeting of the Board.

Section 9: Removal of Board Members

A Board member may be removed by a 2/3 vote of those Board members attending and voting at any regular or special meeting of the Board. While no formal rationale for such action is required, this process will usually be undertaken when a member, by the interpretation of the Board, is not performing their duties as outlined in these Bylaws or has otherwise become a liability to the best interests of the organization. For instance: the Board member has knowingly taken an action with regard to RR counter to the policies/actions of the Board or been formally indicted for a felony of any sort.

Section 10: Indemnification

- a. Each person who, as an officer or Director of the Corporation, is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, or administrative, by reason of the fact that he or she is or was a Director or officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law as the same exists or may hereafter be amended, against all expense, liability and loss, including but not limited to attorney's fees, judgements, fines, taxes or penalties or amounts paid in settlement reasonably incurred or suffered by such indemnitees in connection therewith. and such indemnification shall continue as to indemnitee who has ceased to be

a director or officer and shall inure to the benefit of the indemnitee's estate, heirs and personal representatives.

- b. No person serving as a Director or officer shall be indemnified by the Corporation in any instance in which he or she shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of law or from or on account of any transaction with respect to which it was determined that such Director or officer personally received benefit in money, property or services to which the Director or officer was not legally entitled.

Section 11: Conflict of Interest

Each year the Board members will complete and submit to files a fully executed "Conflict of Interest" form to become a part of the records of the organization.

Article 6: Board Officers – Powers and Responsibilities

Section 1: The officers of the Board shall include a President, Vice-President, Treasurer and Secretary. These officers shall be elected by the Board itself each year at its Organizational Meeting. This Organizational Meeting, if at all possible, will take place within one week of the Annual Membership Meeting.

Section 2: Authority and Duties of the President

The President shall: (a) preside at all RR meetings (Board, Special Board, Annual Membership, Board Executive), (b) have general supervision of the organization and its committees/officers, (c) sign contracts or other legally binding documents for the organization, (d) officially represent the organization to internal constituencies and external parties/organizations, and (e) perform all such other duties as are incident to his/her office.

Section 3: Authority and Duties of the Vice-President

The Vice-President shall: (a) preside in the absence of the President at RR meetings, (b) assume the office of President should it be vacated before the end of a term and (c) perform special duties as identified by the President.

Section 4: Authority and Duties of the Secretary

The Secretary shall: (a) issue notices of RR meetings, (b) keep minutes of all RR meetings and provide these in a timely manner for approval by the Board, (c) have charge of all corporate records and papers (other than financial), (d) shall retain a file of all contracts or other legally binding documents executed by the organization, (e) when

required shall attest by his/her signature written contracts or legally binding documents, and (f) perform all such other duties as are incident to his/her office.

Section 5: Authority and Duties of the Treasurer

The Treasurer shall: (a) be responsible for all monies of the organization and deposit same in the name of the organization in a bank or other financial institution approved by the Board, (b) keep an accurate record of receipts and disbursements, (c) pay all bills of the organization as have been approved by the Board and secure the signature of a second Board officer for each check in excess of \$500, (d) provide, as required by the Board, financial operations statements including statements reflecting the financial position of RR and reports identifying the results of individual organizational projects (i.e. the budget of a production), (e) file, or assure the filing, of all financial reports required by local, state, or federal government, and (f) perform all such other duties as are incident to his/her office.

Section 6: Executive Committee

The officers of the Board shall together constitute an Executive Committee holding the power to make decisions in the name of the Board between its regular meetings. To act requires unanimous approval by all officers and any such actions must be reported to the next regular meeting of the Board. The intent for this Executive Committee is to increase the efficiency of the organization, not to remove significant decisions from the Board as a whole. Therefore, any decision which results in the commitment of over \$5,000 in RR funds or disposes of significant RR property (value over \$1,000) is specifically denied to the Executive Committee.

Article 7: Meetings of the Board

Section 1: Regular meetings of the Board shall be held on same day and in the same week each month. This regular meeting date to be set by the Board and shared with the Membership.

Section 2: Quorum Requirement

The number of Directors necessary to constitute a quorum, and thus to conduct business, shall be one more than half of the Directors serving. Attendance by audio-teleconference is specifically allowed, but no individual can serve as the proxy for a Board member.

Section 3: Voting Majority

Unless otherwise specified in these Bylaws, a majority vote of those Directors present and voting will decide all issues. For clarification - A Board member may choose to abstain from voting, but such abstention will not have impact on quorum count. A

majority vote will then be one vote more than ½ of the Directors who vote “Yes” or “No” on that given item.

Section 4: Rules of Order

Meetings will be conducted consistent with *Robert’s Rules of Order* and an informal Parliamentarian will be appointed to interpret and represent these rules for the Board.

Section 5: Special Meetings

Special Meetings of the Board may be called at the discretion of the President of the Board.

Section 6: Regular Meeting Agenda

Matters coming before the Board will be varied and reflective of the sweep of RR’s operations and activities, however, the agenda for each meeting shall include: Call to Order, Approval of Minutes, President’s Report, Vice-President’s Report, Treasurer’s Report, Committee Reports, Old Business, New Business, Adjournment.

Article 8: Board Committees

Section 1: A vibrant, efficient, and responsible committee structure is critical to the success of RR.

Section 2: Establishing Committees, Committee Membership and Powers

The Board reserves unto itself the right to create (and dissolve) any and all committees that it feels are necessary and supportive of RR and to grant to these committees any powers the Board feels appropriate. Membership on these committees is not limited to RR Members. The Board will identify one of its own for membership on each committee (although the Board member need not be the committee Chair). It will also review and approve the committee memberships.

Section 3: Reporting to the Board

It will be the responsibility of the Board member appointed to each committee to keep the Board generally informed of the committee’s work. During the course of the year committee leadership may be asked to come before the Board when an item of significance to their area is under consideration. Committee Chairs are welcome to attend any regular Board meeting and share information during the “Committee Reports” portion of the agenda.

Section 4: Standing Committees

The organization recognizes the need for a series of standing committees including: Local Food System Development, Land Transfer Activities, and Education. This list may be changed at the discretion of the Board.

Section 5: Duration of Service

It is not intended to completely dissolve and re-institute these committees each year. Nevertheless, the Board will review each year the membership of these committees and may choose to add or remove members at its discretion.

Article 9: Fiscal Policies

Section 1: Contracts and Disbursements

The Board of Directors may authorize any officer or member, in the name of and on behalf of the organization, to enter into any contract or execute and deliver any instrument, or to sign or countersign checks, drafts or other payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer or member shall have the authority to bind the organization by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount. Said authorization must be in writing.

Section 2: Loans

No loan shall be contracted on behalf of the organization and no negotiable paper in connection therewith shall be issued in its name unless authorized by vote of the Board of Directors. When authorized by the Board of Directors, any officer of the organization may effect loans and advances at any time for the organization from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loan and advances may make, execute and deliver promissory notes bonds or other certificates or evidences of indebtedness of the organization. Such authorization must be in writing.

Section 3: Deposits

All funds of the organization shall be deposited to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select; and for the purposes of such deposit, the President, or any other officer to whom such power may be delegated by the Board of Trustees may endorse, assign and deliver checks, drafts, and other orders for payment of money, which are payable to the order of the organization.

Article 10: Use of RR Property

Significant property or materials (value in excess of \$1,000) belonging to Rural Revival may be borrowed or rented only by permission of the Board of Directors or its Executive Committee.

Article 11: Dissolution

Section 1: Resolution to Dissolve – Submission and Approval

The Board of Directors shall adopt a resolution recommending that the organization be dissolved, and directing that the question of such dissolution be submitted to a vote of the RR Membership. This submission to be conveyed to the Membership by whatever mechanism or combination of mechanisms (mail, e-mail, special Membership meeting) is required to assure greatest Membership awareness and participation in the vote. The resolution shall be adopted upon receiving two-thirds (2/3) of the votes entitled to be cast by the current Members.

Section 2: Dissolution

Upon adoption of the resolution to dissolve, the organization shall cease to conduct its affairs except as may be necessary to notify creditors, collect assets and apply and distribute them. The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of any assets of Rural Revival for the benefit of organizations qualifying under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 12: Amendments to Bylaws

Amendments to these Bylaws may be proposed by the Board of Directors or by any voting RR Member who is in good standing. Proposed amendments shall be acted on at the Annual Membership Meeting and information on these proposed amendments shall be contained in the materials forwarded to the general Membership at least 15 days prior to the Annual Membership Meeting. Amendment(s) must be passed by a two-thirds (2/3) vote of the voting Members present. Such amendment(s) shall be considered operative upon adoption.

Article 13: Harassment

Harrasment or abuse, including sexual harassment (verbal, non-verbal or physical), is a form of discrimination and will not be tolerated by Rural Revival. Anyone who feels he or she is a victim of harassment should report such incidents directly to the President of the Board of Directors who will work cooperatively with the individual and appropriate staff to clarify the circumstances of the complaint and resolve the situation.

Article 14: Policies and Procedures

The Board of Directors may from time to time establish, terminate or modify the *Policies and Procedures* that are to serve as detailed guidelines for Rural Revival. In order to establish, terminate or modify any policy or procedure, the same must be approved by a majority vote of those in attendance and voting at a regular or special Board meeting with that vote reflected in the Minutes. However, any policy or procedure may be terminated by a two-thirds (2/3) vote of those voting at the Annual Membership Meeting.

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