

Freeman Community Farmland Trust, Inc.

Bylaws

Article 1: Name

The name of the organization shall be the Freeman Community Farmland Trust, Inc (FCFT)

Article 2: Mission

The Corporation's *Mission* is : (1) to acquire, hold, manage, and otherwise secure lands whose future use will be reserved exclusively for those employing sustainable agricultural methods to preserve and/or improve the health and productivity of the land, (2) to encourage and support local ownership of the land and its productivity and (3) by practice, example and awareness-building expand the public's understanding of the integrated food and social system implied by (1) and (2) above.

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: FCTC 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: The FCFT will not have members other than the duly elected members of the Board of Directors

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 at its annual meeting.

Section 3: Commitment to Mission

All Board members must formally agree to honor the Corporation's Mission (Article 2) and accept the centrality of it to all corporate activities. Further, the Board shall establish a set of *Policies and Procedures* which all Board members will agree to operate within.

Section 4: Terms for Board Membership

Board members serve for a term of three years and may be re-elected for two additional three-year terms. A Director may be reelected to the Board following after a lapse of one year following completion of three consecutive full three-year terms.

Section 5: 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 4 above). Should the Board increase in size this general balance needs to be maintained.

Section 6: Election of Directors

Directors shall be elected at the Annual Meeting of the Corporation by majority vote of those Directors not at that time standing for election or re-election. Candidates for these positions shall be nominated by current Board members.

Section 7: Participation in Board Meetings

Non-Board committee members, the general public or interested parties may attend Board meeting at the pleasure of the Board. At the discretion of the President or presiding officer they also may be granted limited privileges to address the Board on any issue but shall enjoy no rights to make motions, vote or otherwise control the actions of the Board.

Section 8: 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. That partial term shall not count toward the maximum of three consecutive three-year terms as identified in Article 5 – Section 4 above. Such appointment requires a majority vote of the Board present at any regular Board meeting.

Section 9: 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 10: 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 counter to the policies/actions of the Board or been formally indicted for a felony of any sort.

Section 11: 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 12: 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. Normally this will be accomplished at the Annual Meeting of the Corporation.

Article 6: Board Officers – Powers and Responsibilities

Section 1: The officers of the Board shall include a President, Vice-President, Treasurer and Secretary. Individuals serving as officers are elected for one-year terms but may be re-elected for as many years as the Board may choose so long as the restrictions of Article 5 – Section 4 of these By-Laws is observed. These officers shall be elected by the Board itself each year at its Annual Meeting.

Section 2: Authority and Duties of the President

The President shall: (a) preside at all FCFT 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 FCFT 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 FCFT meetings, (b) keep minutes of all FCFT 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) retain a file of all contracts or other legally binding documents executed by the organization, (e) when required 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 FCTC 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 FCFT funds or disposes of significant FCTC 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 at least quarterly with on a schedule agreed to by the Board as a whole.

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. If there is an abstention, majority vote will be one vote more than $\frac{1}{2}$ of the Directors who vote "Yes" or "No" on that given item.

Section 4: Rules of Order

Meetings will be generally conducted consistent with *Robert's Rules of Order* and an informal Parliamentarian may 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. The President shall be required to call a special meeting if there is a formal request by three Board members.

or to pledge its credit or to render it picuniarily 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: Dissolution

Section 1: Dissolution

Upon adoption by the Board of a 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 11: Amendments to Bylaws

Amendments to these Bylaws may be considered when proposed by 3 current members of the Board of Directors. Proposed amendments may be acted on at any of the regularly scheduled quarterly meetings of the Board but it required that information on any proposed amendment must be included in material sent to the full Board at least 15 days prior to the meeting where the amendment will be considered/acted upon. Amendment(s) must be passed by a two-thirds (2/3) vote of the voting Board members present. Such amendment(s) shall be considered operative upon adoption.

Article 12: Harassment

Harrasment or abuse, including sexual harassment (verbal, non-verbal or physical), is a form of discrimination and will not be tolerated by the FCFT. 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 FCFT. 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.

Draft 9-16-18