

# EVERYONE'S HARVEST

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## BYLAWS

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# Everyone's Harvest

## BYLAWS

### ARTICLE 1. NAME

The name of this Corporation shall be Everyone's Harvest.

### ARTICLE 2. PURPOSES

The purpose of this Corporation shall be to support sustainable agriculture and local economic development and to promote community building through the creation and operation of certified farmers' markets.

### ARTICLE 3. LIMITATIONS

Any property, monies, or other items of value belonging to this Corporation or hereafter acquired are and shall be irrevocably dedicated to the herein described purposes, and no individual shall be entitled at any time, including dissolution, to receive any benefits from the property or accounts of the Corporation. In the event of dissolution or the impossibility of performing the purposes herein described, the assets will be distributed to an organization that is exempt under Section 23701d of the California Revenue and Taxation Code, or Section 501 (c)(3) of the Internal Revenue Code.

### ARTICLE 4. BOARD OF DIRECTORS

#### 4.1 NUMBER

The Corporation shall have at least three and a maximum of 15 Directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

The Board of Directors shall include a President, a Vice-President, a Secretary, a Treasurer, and any committee chairpersons that are appointed by the Board of Directors. One director may serve in two of these officer positions simultaneously.

## 4.2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Board of Directors, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## 4.3 VOTE

Each vote by the Board of Directors must pass with a 2/3 majority vote.

## 4.4 DUTIES

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, independent contractors and employees of the Corporation;
- (c) Supervise all officers, agents, independent contractors and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Board of Directors of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

## 4.5 QUALIFICATIONS

Each member of the Board of Directors shall be a resident of the State of California. Members of the Board of Directors shall be dedicated to the purpose, philosophy, and goals of the Corporation and shall be willing and able to commit the time necessary to fulfill the responsibilities as set forth in the Bylaws.

## 4.6 TERMS OF OFFICE

Each member of the Board of Directors shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws or until his or her successor is elected and qualifies.

#### 4.7 COMPENSATION

Each member of the Board of Directors shall serve without compensation. The Board of Directors may not be compensated for rendering services to the Corporation in any capacity unless such other compensation is reasonable and is allowable under the provisions of Section 4.8 of this Article.

#### 4.8 RESTRICTION REGARDING INTERESTED MEMBERS OF THE BOARD OF DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer, agent, employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a member of the Board of Directors as a member of the Board of Directors; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person listed above in Section 4.8.a.

#### 4.9 FILLING VACANCIES

Any vacancy on the Board of Directors shall be filled by a vote of the remaining members of the Board of Directors. In the event that the vacancy leaves only two members on the Board, both members shall vote in favor in order for the vacancy to be filled.

#### 4.10 NON-LIABILITY OF THE BOARD OF DIRECTORS

The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### 4.11 REMOVAL OF A MEMBER OF THE BOARD OF DIRECTORS:

A member of the Board of Directors elected by the Board of Directors may be removed with or without cause by a vote of the Board of Directors then in office.

## ARTICLE 5. OFFICERS

### 5.1 NUMBER OF OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have additional officers by unanimous vote by the Board of Directors. Any number of positions may be held by the same person except that the position of President and Treasurer may not be served by the same person.

### 5.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and serve at the pleasure of the Board. Each officer shall hold office until she or he resigns or is removed or is otherwise disqualified to serve, or until her or his successor be elected, whichever occurs first.

### 5.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### 5.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a member of the Board of Directors.

### 5.5 DUTIES OF PRESIDENT

- (a) Preside at all meetings.
- (b) Set agenda.
- (c) Appoint the Chairs of standing and special committees.
- (d) Report on her/his administration to the Board of Directors at the annual meeting.
- (e) Conduct official correspondence as necessary.
- (f) Submit copies of official correspondence to Secretary for filing.
- (g) Assist the Treasurer in preparation of the annual budget.
- (h) Serve as ambassador of the Corporation to legislators, public

officials and potential donors.

- (i) Oversight of other officers
- (j) Other duties prescribed by the Board of Directors

#### 5.6 DUTIES OF VICE-PRESIDENT

- (a) Is vested with all the powers and duties of the President in the event of absence of the President. If a vacancy occurs in the office of the President, the Vice-President shall become President.
- (b) Assist the President in preparation of agendas.
- (c) Assist in preparation of the annual meeting.
- (d) With President, serve as ambassador of the Corporation to legislators, public officials and potential donors.

#### 5.7 DUTIES OF SECRETARY

- (a) Prepare and report minutes of all meetings of the Board of Directors.
- (b) Maintain a correct record of the proceedings, including resolutions.
- (c) Conduct correspondence.
- (d) Maintain an official file of correspondence.
- (e) Serve as custodian of records and of the corporate seal.
- (f) Insure that all notices are duly given.

#### 5.8 DUTIES OF TREASURER

- (a) Keep accurate records of all accounts, as specified in Article 8.1.
- (b) Prepare monthly financial report.
- (c) Prepare the annual financial report to be presented to the Board of Directors at the annual meeting.

#### 5.9 COMPENSATION

The salaries of the agents and officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that she or he is also a director of the Corporation, provided, however, that such compensation paid a member of the Board of Directors for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Section 4.7 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

## ARTICLE 6. MEETINGS

### 6.1 ANNUAL MEETINGS

The Corporation shall hold its annual meeting on a date selected by the President within the first three months of the calendar year, for the purpose of announcing various reports, and to transact business. Notice shall be provided to the Board of Directors and its officers two weeks prior to the annual meeting. The quorum must include at least four members of the Board of Directors. Meetings shall take place at the principal office of the Corporation or at the home of a designated Member of the Board of Directors.

### 6.2 REGULAR MEETINGS

Regular meetings may be held as directed by the President at the principal office of the Corporation or at the home of a designated Member of the Board of Directors. Notice shall be provided to the Board of Directors and its officers two weeks prior to the regular meeting.

### 6.3 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any member of the Board of Directors, and/or any officers, and such meetings shall be held in place, within or outside of the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation or at the home of a designated Member of the Board of Directors. Notice shall be provided to the Board of Directors and its officers two weeks prior to the special meeting.

## ARTICLE 7. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a unanimous vote of the Board of Directors.

## ARTICLE 8. FUNDS

8.1 BOOKS OF ACCOUNTS. Adequate books of accounts shall be maintained by the Treasurer who shall be responsible therefore.

8.2 ESTABLISHMENT OF AUTHORIZATION SIGNATURES OF DISBURSEMENTS. Expenditures in excess of the limit adopted in the Board of Directors fiscal policy shall be approved by the written authority of two or three authorized signatories before a disbursement is made.

(a) The Board of Directors by a majority vote will maintain at all times two to

three authorized signatories.

(b) No authorized signatory can co-sign disbursements to themselves.

**8.3 ANNUAL REVIEW.** The Board shall cause an annual report to be furnished not less than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information and appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal change in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal year. The annual report shall be accompanied by a report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statement were prepared without audit from the books and records of the Corporation.

#### **8.4 PROCEDURE TO APPROVE CORPORATION'S 990 OR 990-EZ**

The Executive Director or her/his designee auditor/accountant must provide to the Board of Directors the Corporation's 990 or 990-EZ forms filled out and profit/loss statements for review. The Board of Directors shall compare the 990 or 990-EZ forms with the Corporation's profit/loss statements to make sure the 990 or 990-EZ forms are filled out correctly. A member of the Board of Directors shall sign the 990 or 990-EZ forms after the Board of Directors approves the 990 or 990-EZ forms which shall thereafter be sent to the Internal Revenue Service (IRS).

### **ARTICLE 9. ADVISORY MEMBERS**

Advisory members shall serve as non-voting members of the Board of Directors and shall provide advice to the Board of Directors on any matter relevant to the Corporation.

#### **9.1 TERMS OF OFFICE**

Each advisory member shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. Advisory members shall be elected through a vote by the Board of Directors.

## 9.2 REMOVAL AND RESIGNATION

Any advisory member may be removed, either with or without cause, by a vote of the Board of Directors, at any time. Any advisory member may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to advisory members.

## 9.3 DUTIES OF ADVISORY MEMBERS

It shall be the duty of the advisory member to:

- (a) Provide advice to the Board of Directors on specific topics of expertise.
- (b) Meet at such times and places as required by Board of Directors.
- (c) Register their addresses with the Secretary of the Corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

## ARTICLE 10. MARKET MANAGER

The Board of Directors may select an employee as an Executive Director who shall carry out the policies, directives and other duties for the Corporation assigned by the Board of Directors. The Board of Directors may also select an employee as a Market Manager who shall carry out the policies, directives and other duties for the Certified Farmers' Market run by the Corporation.

## ARTICLE 11. COMMITTEES

Committees shall implement projects of the Corporation following the general direction of the Board of Directors and shall exist for an indefinite period of time to carry out a specific project or regular function of the Corporation.

### 11.1 TERMS OF OFFICE

Each committee and its members shall be voted on and elected by the Board of Directors and shall exist for the benefit of the Corporation and serve at the pleasure of the Board of Directors

### 11.2 REMOVAL AND RESIGNATION

Any committee may be removed, either with or without cause, by a vote of the Board of Directors, at any time. Any member of the committee may

resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to committees.

### 11.3 COMMITTEE OPERATIONS

- a) Each committee selects a chairperson. In the case of a single member committee that person is the chairperson.
- b) Committee chairperson is responsible for the organizational aspect of the specific committee, or as otherwise directed by the Board of Directors.
- c) Committee chairperson reports to the Board of Directors on the specific committee activities at the Annual Board of Directors meeting.
- d) Committee meetings are open to all members of the Board of Directors and invited members of the public.

### 11.4 DUTIES OF COMMITTEE MEMBERS

It shall be the duty of each member of the committee to:

- (a) Carry out a specific project or regular function of the Corporation directed by the Board of Directors and in accordance with the mission of the Corporation.
- (b) Meet at such times and places as required by the Board or the committee chairperson.
- (c) Register their addresses with the Secretary of the Corporation and notices of meeting mailed or emailed to them at such addresses shall be valid notices thereof.

### 11.5 COMMITTEE MEETINGS

Committee meetings may be held as directed by the committee chairperson. Notice shall be provided to the committee and Board of Directors two weeks prior to the regular meeting.

## ARTICLE 12. RULES AND REGULATIONS FOR OPERATION OF THE CERTIFIED FARMERS' MARKETS

The Board of Directors shall adopt Rules and Regulations for the operation of the Corporation's Certified Markets, including but not limited to issuing permits, assigning spaces for selling at the markets and collecting reasonable fees from sellers, and shall take any other action reasonable necessary for the efficient management and operations of the Certified

Farmer's Markets.

## ARTICLE 13. TERMINATIONS OF VENDORS AND PARTICIPANTS

### Procedure for Termination or Suspension

13.1. If grounds appear for termination or suspension of a Vendor and/or Participant, the procedure set forth below shall be followed:

- (a) The Vendor and/or Participant shall be given fifteen (15) days prior notice of the termination or suspension and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Vendor's and/or Participant's last address as shown on Everyone's Harvest records. Notice shall be deemed given on date of physical presentation or within three (3) days of mailing.
- (b) The Vendor and/or Participant shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the termination or suspension by a person or body authorized by the Board of Directors itself ("Hearing Body") to decide whether the proposed termination or suspension should not take place.
- (c) The decision to suspend or terminate may include the imposition of fines and charges for costs incurred as a result of the conduct leading to the suspension or termination, subject to the discretion of the Hearing Body. Suspension may include loss of privileges, seniority, and/or fines and charges for costs incurred as a result of Vendor's and/or Participant's conduct, also subject to the discretion of the Hearing Body.

### **Immediate Exclusion**

13.2.(a) Any Vendor and/or Participant may be immediately excluded from the premises of any Farmers' Market operated by Everyone's Harvest on the basis of a good faith determination by the Board of Directors or on-site manager when the Vendor and/or Participant has failed in serious degree to observe the Everyone's Harvest Rules and Regulations or otherwise acted in a manner causing immediate threat or harm to any person including a Board of Director, manager, fellow Vendor and/or Participant including employees, or the general public.

(b) At the time of the immediate exclusion, the Vendor and/or Participant shall be advised that a committee of the Board of Directors will convene within fifteen (15) days to consider suspension or termination of the Vendor's and/or Participant's approval status from Farmers' Markets operated by Everyone's Harvest. The Vendor and/or Participant shall be given five (5) days prior notice of the date, time, and location of the Hearing Body as specified in Section 13.1 of these Bylaws. The Vendor and/or Participant shall be given an opportunity to be heard, either orally or in writing, at that meeting. At the date, time, and location noticed, a

hearing shall be held by the Hearing Body, or the written statement considered by the Hearing Body, and a decision made whether to suspend or terminate the Vendor's and/or Participant approval status and whether to impose other sanctions specified in section 13.1 of these Bylaws.

(c) Vendor's and/or Participant's exclusion from any Farmers' Market operated by Everyone's Harvest shall remain effective pending the meeting of the Hearing Body as specified immediately above.

**Effect of Termination, Suspension, or Expulsion**

13.3. (a.) A Vendor and/or Participant who is expelled or suspended or whose approval status is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, fees, assessments, or penalties incurred before the expulsion, suspension or termination or arising from contract or otherwise as determined by the Hearing Body.

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Everyone's Harvest, a California nonprofit Corporation, and, pursuant to the authority granted to the Directors of the Board by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the forgoing Bylaws, consisting of 13 pages, as the Bylaws of this Corporation.

**CERTIFICATE OF SECRETARY OF  
EVERYONE'S HARVEST, A CALIFORNIA NONPROFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws comprising 12 pages, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on April 2nd 2011.

Dated: April 27th 2011

Claire Porter

EVERYONE'S HARVEST, SECRETARY  
(FIRST AND LAST NAME PRINTED)

Claire Porter

EVERYONE'S HARVEST, SECRETARY  
(SIGNATURE)