

Updated May 2, 2019 at Annual Business Meeting

## **Edible Flint**

### **by laws**

#### **Type of Organization**

Edible Flint is a membership-based nonprofit corporation. It provides structure for its network of participants to work collaboratively in furthering the mission.

#### **Mission**

To support Flint residents in growing and accessing healthy food in order to reconnect with the land and each other.

#### **Organizational Structure and Operation**

The following components of Edible Flint's structure describe the function of meetings, how work is accomplished and who is responsible.

#### **Participants**

Edible Flint members are called "participants." Those who attend Monthly Meetings and/or Work Group Meetings as well as those who volunteer at Edible Flint events are participants. Participants drive the work of Edible Flint. Participants reaffirm their commitment to the mission of Edible Flint annually.

#### **Monthly Meetings**

These meetings are the forum for building relationships, furthering the mission and information flow between work groups and participants. Participants report out on activities, propose new work and share events at monthly meetings. Questions brought from the Leadership Board to the general membership will be decided at the monthly meeting by a vote of the majority present. (Updated May 2, 2019)

#### **Work Group(s)**

Work Groups are created during a monthly meeting in response to an unmet need that supports Edible Flint's mission. Participants define Work Group goals, refine purpose, and develop budgets. Participants collaborate to implement the work defined by the group's purpose and goals. (Updated May 2, 2019)

#### **Co-conveners**

Work group participants determine who will co-convene each work group. Co-conveners make sure work groups occur, facilitate schedule and communication, and ensure all activities are recorded and disseminated.

#### **Annual Meeting**

Edible Flint will hold an annual participant meeting for the purposes of electing board members, sharing activities from the past year, and informing participants about the financial position of the organization. The annual meeting is also where Participants and Work Groups review and affirm organizational goals and priorities.

#### **Leadership Board**

The number of members of the Leadership Board of this corporation will be not less than 9 or more than 21. The Leadership Board will meet a minimum of four times per year to review financial activities and

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conduct official business. Quorum for decisions is one half of the current board membership plus one (1). Decisions are made by a vote of the majority present. (Updated May 2, 2019)

Board members shall be representative of Edible Flint Work Groups and the community at-large and will share the mission and goals of Edible Flint. Edible Flint is committed to a policy of fair representation on the leadership board, which does not discriminate on the basis of race, ability, sex, color, income, religion, sexual orientation, or age.

Selection of new board members or selection of current board members to a second term will occur at the annual meeting of Edible Flint. Board members will be nominated by participants as representatives of the community served by the mission of Edible Flint. (Updated May 2, 2019)

**Commented [DJ1]:** or at a regular meeting of the Leadership Board after having been nominated at a previous meeting.

The term of each director of the corporation will be 2 years. The terms will be staggered to ensure continuity for the Leadership Board.

When a board member dies, resigns, or is removed, the Work Group or Leadership Board may select a board member to serve for the duration of the unexpired term.

Any board member may be removed from the Leadership Board by consensus of board members present at an official board meeting. Notice of the proposed removal will be given to members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

No compensation will be paid to any member of the leadership board for services as a member of the board.

#### **Amendment or Alteration of By-Laws**

Amendment, alteration or other changes to these by-laws must be approved by at least two-thirds of participants present at a meeting of the general membership. (Added May 2, 2019)

#### **Dissolution**

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **Conflict of Interest**

A board member, work group participant, employee, agent, consultant, elected official, or appointed official of this organization shall not use their position to further the manufacture, distribution, promotion or sale of any materials, products, or service in which she/he has either direct or indirect financial interest. No board member, committee member, or employee shall accept any gift or gratuity from a supplier to the organization or from any provider or potential provider of services. The board of directors must be made aware of the potential conflict of interest in any family or business relationship or any such circumstance which may give rise to a conflict of interest of any board or committee member. Potential conflicts must be announced at the monthly meeting or annual meeting.

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These individuals in a position of responsibility, or who participate in the decision-making process, or have access to inside information with regards to any funding activities, with the exception of funds to pay salaries or other related administrative or personnel costs, may not obtain a financial interest or benefit from a publicly funded federal, state or local activity or have a financial interest in any agreement, contract, transaction, or any such instrument for themselves or those with whom they have family or business ties, during their tenure or for one year thereafter.

Contracts and transactions between the nonprofit corporation and its directors, officers, or employees are not void or voidable if the following conditions are met:

1. The contract or transaction is fair and reasonable to the corporation when authorized, or approved, and
2. The common interest is disclosed to the board, and
3. The contract or transaction is authorized, approved, or ratified by consensus sufficient for the purposes without counting the consent of any common-interested board or Work Group participant.

#### **Non-Liability of Leadership Board and Indemnification**

##### **Leadership Board**

Except as otherwise permitted by law, no volunteer board member shall be personally liable to the Corporation or its members for monetary damages resulting from a breach of the board member's fiduciary duty, except for liability arising from:

- A breach of the board member's duty of loyalty to the Corporation or its members;
- Acts or omissions not in good faith or which involve intentional misconduct or violation of law;
- Giving consent for or concurring in:
  - Distribution of assets to members contrary to law or these Articles of Incorporation;
  - Distribution of assets to Participants during or after dissolution of the corporation without paying or providing for all known debts, obligations and liabilities of the Corporation, or contrary to law and these Articles of Incorporation;
  - Making of a loan to an board member, or Participant of the Corporation contrary to law or these Articles of Incorporation;
  - Accepting or receiving distribution from the Corporation with knowledge of facts indicating that the distribution is not authorized by law

[A volunteer board member shall not be liable under this "sub-section c" if he/she has complied with the provisions of Section 541 of Michigan Public Act Number 162 of the Acts of 1982 as amended dealing with the exercise of good position, and the right to rally upon the opinions of counsel, independent appraisers, financial statements of the Corporation represented as correct by the Leadership Board or Financial Officers, including the fiduciary agent of Edible Flint or as stated in a written report by an independent public or certified public accountant, or if he or she has complied with the provisions of Section 7 of the Uniform Management of Institutional Funds Act (Michigan Public Act Number 157 of 1976 as amended.)]

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- A transaction from which the board member derived an improper personal benefit.
- An act of omission occurring before January 1<sup>st</sup>, 2012.
- An act of omission that is grossly negligent.

**Others**

Edible Flint assumes all liability to any person other than the Corporation or its Participants for all acts or omissions of a volunteer board member occurring on or after January 1<sup>st</sup>, 2012 incurred in the good faith performance of his or her duties as a board member.