

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.

Purpose, Activities and Assets

edible flint is organized exclusively for, its activities substantially limited to, and its assets dedicated to charitable, educational, and scientific purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. *(Amended by Leadership Board, December 20, 2013.)*

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 Work Group activities, propose new work and share events at monthly meetings. Decisions at the Monthly Meeting are made by consensus.

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. Work Groups select representatives to the leadership board.

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 selecting 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 conduct official business. Quorum for decisions is one half of the current Leadership Board membership plus one (1). Decisions are made by consensus.

Board members will 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 Work Group participants as representatives of each Work Group or by participants as representatives of the community served by the mission of *edible flint*.

The term of each board member 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 board member 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.

Dissolution

Upon dissolution of this organization, assets will 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 will be distributed to the federal government, or to a state or local government, for a public purpose.

Conflict of Interest

Whenever a Leadership Board member, employee, participant or volunteer has a financial or personal interest in any matter coming to the organization participants will ensure that:

1. Individuals disclose any conflicts that relate to agenda items before business begins
2. Individuals with financial or personal interest will provide information and answer questions. The balance of the group will determine consensus without them in the room
3. Payments will be reasonable and will not exceed fair market value
4. The notes of the meeting will contain disclosure and rationale for approvals made.

Non-Liability

Participants, Co-Conveners and Board Members will not be personally liable for the debts, liabilities, or other obligations of the organization and private property of such individuals will be exempt from

organizational debts or liabilities, subject to the applicable provisions of the Michigan Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct. The personal liability of Participants, Co-Conveners and Board Members will be minimized to the fullest extent permitted by Michigan law.

Amendments

These Bylaws may be amended by consensus of Leadership Board members in a regular meeting of the Leadership Board of *edible flint* and subsequently affirmed by the *edible flint* participants present in a regularly scheduled general meeting

or
for action by the participants at any Annual Meeting, the proposed amendment will be submitted in writing to participants on the distribution list of *edible flint* at least five (5) days before action is taken, provided the proposed amendment shall have been read at a previous meeting of the Leadership Board. This procedure shall not prevent the proposed amendment from being amended at the meeting during which action is being taken on the proposed amendment.

11/7/2013