

BYLAWS

OF

EDIBLE FLINT

Adopted:

**EDIBLE FLINT
By-Laws**

DRAFT

4/1/2026

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ARTICLE 1

NAME, PURPOSE, ORGANIZATION AND PRINCIPAL OFFICE

1.1 Name. The name of this Michigan non-profit corporation is Edible Flint.

1.2 Type of Organization. Edible Flint is organized on a non-stock membership basis. Edible Flint is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law). In furtherance of the foregoing purposes, the Edible Flint shall have and exercise any and all and every power that a non-profit organized under the provisions of the Michigan Nonprofit Corporation Act is authorized to exercise in the course of fulfilling such purposes.

1.3 Purpose The purpose of Edible Flint is to support community residents in growing and accessing healthy food in order to reconnect with the land and each other. Activities may include support for gardeners and growers via reduced cost resources and services (including but not limited to plants, seeds, compost, tilling, soil testing), education about growing in urban areas (including but not limited to soil health, horticulture, pest management), showcasing gardening activities through annual celebrations (e.g. Food Garden Tour) and other activities that serve the mission of the organization with approval of the Leadership Board. The general service area of the organization and its program is Genesee County, Michigan.

1.4 Limits to Compensation: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose described in section 501(c)3.

1.5 Limits to Legislative & Political Activity: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

1.6 Limits to Activity: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code or the corresponding section of any future federal tax code.

1.7 Dissolution: Upon the dissolution of this organization, assets shall be distributed to another organization with one or more exempt purposes within the meaning of section 501(c)3

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of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose.

1.8 Principal Address. The principal address of Edible Flint shall be in Genesee County, Michigan. The current address for contacting Edible Flint is Post Office Box 45, Flint, Michigan, 48502.

1.9 Other Offices. The Board may establish other offices within the State of Michigan.

ARTICLE 2 MEMBERS

2.1 Eligibility for Membership. Edible Flint members are called “participants.” Those who attend Monthly Meetings and/or Work Group Meetings, those who volunteer with, engage in, and support Edible Flint are participants. Participants drive the work of Edible Flint. Participants reaffirm their commitment to the mission of Edible Flint annually.

2.2 Termination of Membership. Participants whose actions are contrary to the mission and codes of conduct of Edible Flint may be terminated and asked to no longer participate in activities of Edible Flint including but not limited to attendance at events and meetings of the organization.

2.3 Place of Meetings. Meetings of the participants of the Edible Flint shall be held at a place determined by the Board and stated in the notice of meeting.

2.4 Annual Meeting. The annual meeting of the participants shall be held each year during the month of March, or as soon thereafter as possible, on such business day and at such time as shall be determined by Board. The purpose of the Annual Meeting is to elect members of the Leadership Board, receive reports from participants and work groups, review and affirm organizational goals and priorities, share activities from the past year, inform participants about the financial position of the organization, and for the transaction of such other business as may properly come before the meeting.

2.5 Special Meetings of the General Membership. A special meeting with a declared purpose, may be called at any time by the Board or upon written request of ten or more participants. The written request for a special meeting shall outline the purpose of the meeting.

2.6 Notice of Meetings of General Membership. Except as otherwise provided by statute, written notice of the time, place, and purposes of a meeting of the participants shall be given not less than ten (10) business days before the date of the meeting. Effort shall be made to ensure that notice of meetings is both broad and direct.

2.7 Voting. Each participant is entitled to one (1) vote on each matter

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submitted to a vote during general membership meetings. During meetings, a vote may be cast either orally or in writing (including digitally). A simple majority is sufficient to decide questions at general membership meetings.

ARTICLE 3
DIRECTORS

3.1 General Powers. The business, property, and affairs of Edible Flint shall be managed by the Leadership Board of Directors.

3.2 Number. There shall be no fewer than nine (9) nor more than nineteen (19) persons on the Board. The exact number shall be fixed from time to time by the Board.

3.3 Composition. Members of the Board will be sought from representatives of Edible Flint Work Groups, and the community at-large who 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.

3.4 Tenure. Directors shall be elected to hold office for three (3) years. Such elections shall be held at the Annual Meeting of the participants, at which time the terms for one-third of the Directors shall expire each year.

3.5 Terms. There is no limit to the number of terms that a director may serve however, succession and board capacity should continue to drive consideration of this issue.

3.6 Resignation. A Director may resign at any time by providing written notice to the Edible Flint. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in Section 3.9 of this Article.

3.7 Removal. Any Director may be removed, with cause, by a three-quarter (3/4) vote of the Directors with an established quorum. As used herein, the term "cause" shall include, but not be limited to, neglect of duty, misconduct, malfeasance, or failure to attend meetings regularly.

3.8 Conflict of Interest. A Director who has a direct interest in any matter before the Board shall disclose his or her interest prior to the Board taking any action with respect to the matter, which disclosure shall become a part of the record of the Board's official proceedings, and the interested Director shall further refrain from participation and voting in the Board's proceedings related to the matter. All Directors will comply with the Edible Flint Conflict of Interest Policy and complete a Conflict of Interest Disclosure form annually.

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3.9 Board Vacancies. A vacancy on the Board may be filled with a person elected by the remaining Directors of the Board. Candidates to fill vacancies will be reviewed by the Board’s Governance Committee. The Committee will then bring the candidate(s) of their choice to the full Board of Directors for a vote by a majority of the Directors with an established quorum. If elected to the Board, the new member serves until the next Annual Meeting at which time the position will be voted upon by the Membership.

ARTICLE 4
OFFICERS

4.1 Officers. The officers of Edible Flint shall consist of a Board President, Vice President, , a Secretary, and a Treasurer.

4.2 Election and Term of Office. All officer candidates must be members of the Board. Officers shall be elected annually by the Board at the meeting following at the Annual Meeting of the organization. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New officers may be created by a majority vote of the Board, after notice of the proposed new office is given at least one meeting in advance of voting on the creation of the office.

4.3 Removal. The Board may remove any officer through Board action whenever, in its judgment, the best interest of Edible Flint will be served thereby. Cause must be shown; as used herein, the term “cause” shall include: neglect of duty causing harm to the organization, misconduct causing harm to the organization, actions inconsistent with the mission of Edible Flint. If cause is determined, the officer may be removed by a three quarter (3/4) vote of the Directors with an established quorum. The officer in consideration for removal shall abstain from the vote nor would they count toward the quorum for that vote.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled with a person elected by the remaining members of the Board for the unexpired portion of the term.

4.5 President. The President shall preside at all Annual and Special Meetings of the Members and at all meetings of the Board at which he or she is present. The President shall perform all duties incident to the office and as prescribed by the Board.

4.6 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

4.7 Secretary. The Secretary shall be responsible for ensuring the recording of proper proceedings of all meetings of Members and all meetings of the Board, and shall

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perform such other duties as shall be prescribed by the Board.

4.8 Treasurer. The Treasurer shall be responsible for the funds of the Edible Flint and shall ensure the deposit of such funds in depositories as designated by the Board. The Treasurer will be the Chairperson of the Finance Committee. The Treasurer shall make a report of the financial condition of the Edible Flint at each regularly scheduled Board meeting and Annual Meeting of the Members and shall perform such other duties as shall be prescribed by the Board and/or the Finance Committee

ARTICLE 5 BOARD MEETINGS

5.1 Conduct of Meetings. All meetings shall be conducted in accordance with the procedures as set forth in Robert's Rules of Order, most recent edition.

5.2 Regular Meetings. The Board shall determine the time and place of the regular meetings of the Board.

5.3 Special Meetings of the Board. The Chairperson or a majority of Directors then in office, may call special meetings of the Board at a time and place determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director (personally, by mail, phone, text, or e-mail) at least three (3) days before the meeting.

5.4 Organizational Meeting of the Board. The organizational meeting of the Board shall be held each year no later than 30 days following the Annual Meeting of the Membership on such day and at such time as shall be determined by the Board, for the purpose of selecting Board of Directors' officers and for the transaction of such other business as may properly come before the meeting.

5.5 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purpose of the Annual Meeting of the Board shall be given no fewer than five (5) days before the date of the meeting. Notice shall be given either personally, by mail, text, or e-mail to each Director of record entitled to vote at the meeting, at his or her last address of record, or e-mail address as it appears in the records of Edible Flint-

5.6 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

5.7 Quorum. A quorum at either regular or special meetings of the Board shall consist of no fewer than fifty percent (50%) plus one (1) of the voting Directors then in office. Actions voted on by a majority of voting Directors present at

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a meeting where a quorum is present shall constitute authorized actions of the Board.

5.8 Voting. Each Director shall have one vote. The vote by the majority of the members present, at which a quorum is present, constitutes the action of the Board, unless a larger number is required by statute or by these by-laws. A vote can be cast orally or in writing, as the minutes will reflect the accurate vote.

5.9 Meeting Minutes. After approval by the Board at the next regular meeting, the minutes of all Board meetings shall be signed by the Secretary or the presiding officer or the Chairperson. Approved minutes of the Board Meetings are part of the permanent record of Edible Flint and shall be maintained with the records of the organization – whether digitally or in hard copy.

5.10 Consent to Corporate Action. Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceedings.

ARTICLE 6
WORK GROUPS

6.1 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more Work Groups or committees. All work groups or committees designated by the Board shall serve by the authorization of the Board.

No Work Group or Task Group, unless by exception as outlined in Section 6.6, shall have the power to:

- (a) adopt an agreement of merger or consolidation
- (b) amend the Bylaws of Edible Flint
- (c) fill vacancies on the board
- (d) fix compensation of the Directors for serving on the Board or on a committee
- (e) sell, lease, or exchange all or substantially all of the Edible Flint property and assets
- (f) dissolve Edible Flint or revoke a dissolution
- (g) terminate memberships.
- (h) initiate any other actions that require full cooperation and understanding by the general membership or a quorum of the Board of Directors.

6.2 Consent to Work/Task Group Action. The Work Group or Task Group may review, consider, discuss and research issues appropriate to the nature of the committee, and make recommendations to the Board for deliberation and action. A Work/Task Group may implement activities and projects approved by the Board of Directors. No Work/Task Group can make binding decisions on behalf of the Board, with the exception of Executive Committee faced with emergency situations as discussed in Section 6.6 below.

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6.3 Work Group Members. Any person who affirms the mission of Edible Flint may be a member of a Work Group.

6.4 Meetings. Work/Task Group may meet as decided by the membership of the Work Group and shall occur with notice to the Board of Directors.

6.5 Responsibility to the Board by Work Groups. Work Group will share information about their meetings, activities, and bring issues to the Board during the regular meetings of the Board. Issues needing approval of the Board as outlined in Section 6.2 will be brought by Work Groups to the Board.

6.6 Standing Committees. In addition to such other committees as the Board may deem necessary, the following standing committees may be established: (Common standing committees)

Executive Committee (Board officers with Agency Director as a non-voting member)

Operations, Board Development, and Governance Committee **OWG**)

Fund Raising Committee

Finance Committee

6.7 Executive Committee. There may be an Executive Committee of the Board, which may, subject to the limitations stated in Article 5, exercise the powers and authority of the Board in the resolution of emergency situations of Edible Flint between meetings of the Board. All actions of the Executive Committee must be approved by the full Board at the next regularly scheduled meeting. The Executive Committee may make recommendations to the Board with respect to any matter it considers appropriate for Board action and may advise the Board with respect to any matter deemed appropriate by the Committee. The President of the Board shall serve as the President of the Executive Committee, which shall consist of the officers of the Board.

An emergency situation may include circumstances in which, due to inaction, the corporation and/or its Board of Directors, staff, volunteers, or participants, may experience significant harm or death and/or the corporation is subject to significant liability or loss of financial opportunities or assets, or reputational harm.

6.8 Operations, Board Development, and Governance Committee). There may be an Operations, Board Development and Governance Committee. The Operations, Board Development and Governance Committee will be responsible for identifying potential members of the Board, orienting new Directors, recommending educational programs to improve Board governance, the development of policies and procedures for the organization, and performing such other duties as may be necessary.

6.9 Fund Raising and Resource Development Committee. There may be a Fund Raising and Resource Development Committee, which will oversee, execute, and make recommendations to the Board with respect to Edible Flint fund raising and resource development activities, as well as performing such other duties as may be necessary.

6.10 Finance Committee. There may be a Finance Committee, which will oversee and make recommendations to the Board with respect to the corporation's finances, and financial

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audit and accounting contractors. The Treasurer will be the Chair of the Finance Committee.

6.11 Additional Work Groups. The Board of Directors may, by majority vote, appoint (or create/develop/designate) additional work groups as deemed necessary to fulfill specific tasks as defined by the Board of Directors. Such additional committees or work groups shall have at least one member of the Board of Directors. Non-Board members may be appointed. The committees that may be appointed include personnel and strategic planning as well as other committees as deemed necessary.

**ARTICLE 7
COMPENSATION**

7.1 Compensation. No officer or member of the Board shall receive any compensation for performing services in his or her capacity as an Officer or Director.

**ARTICLE 8
CORPORATE DOCUMENT PROCEDURE AND FUNDS**

8.1 Corporate Documents. Only if authorized by the Board of Directors, may Edible Flint's officers establish, purchase, sign, or alter in the name of Edible Flint, bank or credit union accounts, financial agreements, insurance and annuity contracts, stocks, bonds, or qualified and non-qualified deferred compensation plans.

8.2 Checks, Drafts, etc. All monies drawn on the accounts of Edible Flint shall be by check, electronic debit, debit or credit card. Only persons authorized by Edible Flint's Board of Directors may sign checks and otherwise execute payment of bills as described in Edible Flint's Financial Policies and Procedures.

8.3 Deposits. All funds of Edible Flint shall be promptly deposited to the credit of Edible Flint in such banks, trust companies or other depositories as the Board may select.

8.4 Gifts. The Board may accept on behalf of Edible Flint any contribution, gift, bequest or devise for the general purpose or for any special purpose of Edible Flint as governed by the Edible Flint Gifting Policy. A thorough review of the implications of any non-monetary gift offered, as it relates to financial liability, infrastructure, and logistics, must be completed and reviewed by the Leadership Board prior to the acceptance of that gift.

8.5 Fiscal Year. The fiscal year of Edible Flint shall begin on the first day of January and end on the last day of December of each calendar year.

8.6 Annual Audit. The Board of Directors shall authorize an audit of the financial

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statements to be performed by a reputable audit firm as selected by the Board, with findings presented to the Board at a time and place selected by the Board.

ARTICLE 9 INDEMNIFICATION

9.1 Limitations on Liability. The Corporation shall indemnify, to the extent and in the manner permitted by the Michigan Nonprofit Corporation Act, any person who is or was a director or officer of the Corporation for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if such arose by reason of the person being a director or officer. The Corporation shall purchase and maintain insurance on behalf of all directors and officers which insures against any such liability to the extent available and to the extent permitted by the Michigan Nonprofit Corporation Act.

9.2 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in section 9.1 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

9.3 Proportionate Indemnity. If a person is entitled to indemnification under sections 9.1 or 9.2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, Edible Flint shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.4 Indemnification of Employees and Agents of Edible Flint. Edible Flint may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of Edible Flint to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and Officers of Edible Flint.

9.5 Former Directors and Officers. The indemnification provided in this article continues for a person – for their period of time as Director - who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

9.6 Insurance. Edible Flint shall purchase and maintain insurance on behalf of any person who (a) *was* or is a Director, Officer, employee, or agent of Edible Flint, or (b) was or *is* serving at the request of Edible Flint as a Director, Officer, employee, or agent of another the Edible Flint, partnership, joint venture, trust, or other enterprise. Such insurance shall protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not Edible Flint would have power to indemnify against such liability under this article or the laws of the State of Michigan.

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**ARTICLE 10
Agency Director**

10.1 Appointment. The Board of Directors of Edible Flint may appoint its Agency Director.

10.2 Duties. The Agency Director shall have the duties of implementing the directives, decisions and policies of the Board, including but not limited to, administration, personnel, programming, financing and public relations, and shall generally promote, coordinate, and supervise the programs of Edible Flint. The Agency Director shall also be responsible for the selection and performance of staff.

10.3 Performance Evaluation. The Board shall establish performance goals and evaluate the performance of the Agency Director against those goals on an annual basis. The Agency Director shall serve at the pleasure of the Board, upon such terms as shall be determined by the Board from time to time. The Agency Director shall be a non-voting member of the Board.

**ARTICLE 11
AMENDMENTS**

11.1 Amendment of By-Laws. 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.

Originally Adopted:

Most recent Revision and Adoption:

_____, Secretary, Board of Directors
Signature