

**Bylaws**  
**San Luis Valley Local Foods Coalition**  
**adopted November 15, 2011**  
**with subsequent amendments**

**ARTICLE I - NAME, PURPOSE**

Section 1. Name of the Organization. The name of the 501c3 nonprofit corporation shall be San Luis Valley Local Foods Coalition (SLVLFC).

Section 2. Purpose. The SLVLFC is organized exclusively for charitable and educational purposes, more specifically to develop local networks, educate the community, and promote programs and policies that create an economically, socially and environmentally sustainable local food system for the San Luis Valley region.

**ARTICLE II - FISCAL YEAR**

Section 1. The fiscal year of the SLVLFC shall be the calendar year, January 1 to December 31.

**ARTICLE III - ANNUAL MEETING**

Section 1. The date of the annual meeting shall be during the last two months of the fiscal year on a date set by the Board of Directors who shall also set the time and place.

Section 2. Notice. Notice of each annual meeting shall be given to the Board of Directors by electronic notice, not less than thirty (30) days before the meeting.

Section 3. Annual Reports. The Executive Director shall present at each annual meeting an annual report of the corporation's activities during the preceding year.

**ARTICLE IV- This article on Membership is withdrawn, effective with the July 8, 2015 amendments to the Bylaws.**

**ARTICLE V - BOARD OF DIRECTORS**

Section 1. Powers. The activities, affairs and property of the corporation shall be managed, directed and controlled by the Board of Directors except as otherwise provided in the SLVLFC bylaws.

Section 2. Board Role, Size, and Compensation. The Board of Directors is responsible for overall policy and direction of SLVLFC and for keeping the non-profit status valid.

The Board of Directors shall consist of no less than five (5) nor more than eleven (11)

Directors. The Directors shall consist of community members interested in supporting the aims and purposes of the said organization. Efforts shall be made by the Directors to represent the following sectors: farmer/rancher, food service, retail, economic development, Farmers Market, healthy food access, financial, consumer, health, policy/legislation, education. It is a value of the Board of Directors to reflect the diversity of the community.

The Board of Directors receives no compensation other than reasonable expenses.

Section 3: Terms. All Directors shall serve two-year terms and are eligible for re-election. There will be no term limits. Terms shall be staggered, with approximately 50% of the Board seats being elected each year. During the first year of incorporation up to 50% of the Board of Directors may be elected for a one-year term.

Section 4: Meetings. The Board of Directors shall meet at least quarterly for regular meetings at an agreed upon date, time and place, as business at hand requires.

Section 5: Special Meetings. Special meetings may be called by the Chair or any two members of the Board with 48 hours' notice. Directors may schedule special meetings and conduct business, including voting, by email and phone conferences as needed. An Annual Board Meeting is scheduled each October.

Section 6: Board Elections. Election of new Directors or election of current Directors to an additional term will occur at the annual meeting of the Board of Directors. Notice of elections will be given at least 30 days prior to all Directors. All Directors shall be elected by the current Directors. Nominations are made by the Board of Directors.

Section 7: Quorum. The presence of a majority of Board of Directors shall be necessary and sufficient to constitute a quorum of the transaction of business. Proxy voting is prohibited.

Section 8: Notice. A regular Board meeting requires that each Board member have electronic notice not less than five (5) days in advance.

Section 9: Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with acceptable parliamentary procedure.

Section 10: Officers. The principal officers of the corporation make up the executive committee and include a Chair, a Vice-Chair, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors at the Annual Meeting and shall take office immediately (or upon vacancy).

Section 11: Duties of the Chair. The Chair shall, when present, preside at all meetings of the Board of Directors. He/she shall generally do and perform all acts incident to the office of the Chair which are authorized or required by law. The Chair or Vice-Chair shall be in communication with all committees. The SLVLFC staff will attend quarterly board meetings to report on Coalition activities. The SLVLFC executive director will

attend board meetings to report on operational activities.

Section 12. Duties of the Vice Chair. The Vice-Chair shall serve and assist the Chair as needed.

Section 13. Duties of the Secretary. The Secretary shall be responsible for keeping, or causing to be kept, the records of the Board of Director, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director and assuring that SLVLFC records are maintained as required by state law.

Section 14. Duties of the Treasurer. The Treasurer shall provide a full and accurate financial report at each Board meeting, be a member of any fundraising or finance related committee, assist in the preparation of the budget, help to develop fundraising plans, and provide financial information to the Directors and to the public. Additionally, in absence of paid staff members, he/she shall file all forms required by the tax agencies of city, county, state and federal governments.

Section 15. Resignation and Removal. Any Director may resign at any time by delivering a written resignation to the Chair. Any Director may be removed at any time for cause, including, commission of a felony, malfeasance, continued gross or willful neglect of his or her duties or conduct derogatory to the best interest of the corporation. If a Board member has three (3) consecutive absences in a 12-month period the Board of Directors may exercise the right to remove said Director. The affirmative vote of the majority of the entire Board of Directors (minus the Director in question) shall be necessary to remove a member for cause. Notice of the proposed removal shall be sent to the said Director and such Director shall have the right to be heard at a Special Meeting called by the Chair.

Section 16. Vacancies. Vacancies, whether caused by death, illness, resignation or removal of a Director shall be filled by a majority vote of the entire Board of Directors. Vacancies will be filled only until the end of the vacating Director's term, and then, that Director is eligible for re-election.

## **ARTICLE VI - COMMITTEES**

Section 1. Committees. The Board of Directors shall establish all committees, and committees shall report at regular Board meetings, as requested by the Board from time to time.

Section 2. Executive Committee. The Chair, Vice-Chair, Secretary and Treasurer shall serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board of Directors. The Executive Committee shall supervise the SLVLFC executive director and conduct his/her annual staff performance evaluations.

## **ARTICLE VII- DEPOSITS, CHECKS, LOANS, CONTRACTS.**

Section 1. Deposit of Funds. All funds of the Corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may from time to time determine.

Section 2. Loans. No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except if authorized by the Board of Directors.

Section 3. Contracts. Any officer authorized by the Board of Directors may, in the name and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are authorized by the Board of Directors. The Chair and the executive director are generally authorized in this regard. Any other authorization may be general or confined to specific instances. Without such authorization of the Board of Directors, no officers or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation.

## **ARTICLE VIII- RECORDS OF ACCOUNTING**

Section 1. The Corporation shall keep books and records or accounting and shall keep minutes of the proceedings of all its meetings and shall keep a record of the names and addresses of all members of the Board of Directors.

Section 2. All books and records of the Corporation may be inspected by any member of the Board of Directors or his/her agent or attorney for any proper purposes at any responsible time. Audits will be conducted by law, regulation or resolution of the Board.

## **ARTICLE IX - AMENDMENTS**

The Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds (2/3) majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors if the notice of the proposed change, amendment, alteration, addition or repeal is contained in the notice of the meeting at least five (5) days prior to such meeting.

## **ARTICLE X – ANTI-DISCRIMINATION STATEMENT**

The SLVLFC does not discriminate on the basis on race, color, creed, national origin, sex, sexual orientation, age, disability or other legally protected status in admission to, access to, or operations of its programs, services or activities. SLVLFC does not discriminate in its hiring or employment practices.

**These Bylaws were approved at a meeting of the Board of Directors of San Luis Valley Local Foods Coalition on November 15<sup>th</sup>, 2011**

**These Bylaws were amended at a meeting of the Board of Directors of San Luis Valley Local Foods Coalition on June 9<sup>th</sup>, 2014**

**These Bylaws were amended by unanimous electronic vote of the Board of Directors of San Luis Valley Local Foods Coalition on July 8<sup>th</sup>, 2015, following a special meeting on July 1<sup>st</sup>, 2015 and 5-day written notice of the proposed amendments.**

**These Bylaws were amended at a meeting of the Board of Directors of San Luis Valley Local Foods Coalition on January 20<sup>th</sup>, 2018**

**On Behalf of the SLVLFC Board of Directors:**

\_\_\_\_\_  
Chair

**ATTEST:**

\_\_\_\_\_  
Secretary