

**BYLAWS OF THE SITKA LOCAL FOODS NETWORK**  
**Adopted June 11, 2009**  
**Last Amended February 1, 2010**

**Article I – Offices**

The principal office of the Sitka Local Foods Network (hereinafter SLFN) shall be located in Sitka, Alaska.

**Article II. Purposes**

As per the Articles of Incorporation, filed with the State of Alaska, incorporated March 12, 2009:

2.1 To facilitate and coordinate the production of locally-produced and harvested food in Sitka and Southeast Alaska for local consumption through farmers markets, animal husbandry, farming, community and commercial gardens and greenhouses, and other appropriate means;

2.2 To research, promote and demonstrate sustainable, renewable and locally feasible agriculture techniques that minimize the use of synthetic inputs;

2.3 To improve community health through Sitka Local Foods Network activities, including the development of horticultural therapy opportunities for community members;

2.4 To recognize that local food production can reduce and mitigate the process of climate change, and otherwise help communities to adapt to impacts associated with global warming.

2.5 To educate community members, Southeast Alaska residents and visitors to the region on topics related to local food production and sustainability;

2.6 To provide a model for sustainable economic development and appropriate technologies;

2.7 To pursue grants and funding for local food production research and development as appropriate to accomplish the purposes of the Sitka Local Foods Network.

**Article III. Board of Directors**

**Section 1. General Powers**

The business and legal affairs of the Corporation shall be managed by its Board of Directors. The Board shall exercise all of the corporate powers to perform such lawful acts in furtherance of the Corporation's purposes which are consistent with the requirements for tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code and otherwise not prohibited by state law or the Articles of Incorporation.

## **Section 2. Number, Tenure and Qualifications**

The number of initial directors shall be no fewer than seven no more than nine directors. Each director shall hold office for a three year term. The terms shall be staggered in order to maintain continuity on the Board. Nominations for the Board will be accepted from the floor at the time of the Annual Meeting but, as well, may be made in advance.

## **Section 3. Annual Meetings**

There shall be an annual meeting of the Board of Directors for the purpose of electing Board members and for reporting on the activities and finances of the last year. The meeting shall be held no later than September 30<sup>th</sup> of each year. Notice to each of the Board members shall be given at least thirty days, and not more than 60 days, in advance of the meeting and shall state in general the nature of the business to be transacted at the meeting.

## **Section 4. Regular Meetings**

The Board of Directors shall hold regular meetings on a monthly basis.

## **Section 5. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President, presiding officer or any three of the Directors.

## **Section 6. Quorum**

A simple majority of the Board of Directors shall constitute a quorum.

## **Section 7. Vacancies and Resignation**

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **Section 8. Compensation**

Directors shall not receive salaries for their services as Directors. However, nothing in this section shall prevent any director from serving the Corporation in any other capacity and receiving compensation for such work.

## **Section 9. Informal Action by Directors**

In the event that business comes before the Board at times when it cannot meet, voting or any other action may be given through electronic means. Action may be taken by conference phone calls or similar means reasonably calculated to permit full Board participation.

## **Section 10. Conflicts of Interest**

A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

## **Section 11. Removal**

Any Director may be removed from the Board by a majority vote of the Board of Directors.

## **Article IV. Officers**

### **Section 1. Officers**

The Officers of the Corporation shall be elected from and by the Board of Directors, and shall be

a President, a Vice President, a Secretary, and a Treasurer. The officers have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **Section 2. Election and Term of Office**

The Officers of the Corporation shall be elected annually by the Board of directors at the regular annual meeting of the Board of Directors. The officers shall serve one-year terms and the Vice-President shall become the President the following year.

### **Section 3. President**

The President shall be the principal officer of the Corporation and shall preside at all meetings of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed.

### **Section 5. Vice President**

In the absence of the President THE Vice President shall perform the duties of the President.

### **Section 6. Secretary**

The Secretary is responsible for the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of the Bylaws, be custodian of the corporate records.

### **Section 7. Treasurer: USE SECTIONS OF THE SCS BYLAWS.**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in the banks, trust companies or other depositories selected by the Board of Directors and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the President or by the Board of Directors.

## **Article V. Contracts, Checks, Deposits and Gifts**

### **Section 1. Contracts**

Contracts for the Corporation shall be made on behalf of the Corporation and upon terms the Board of Directors shall determine. The Board may by resolution authorize any person or persons to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation. This authority shall be limited to specific instances.

### **Section 2. Checks**

All checks over \$500 shall require the signature of two members of the Board of Directors.

### **Section 3. Gifts and Funds**

The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or devise is in the best interest of the Corporation.

### **DELETE: Article VI. Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors.

**Article VII. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**Article VIII. Indemnification**

The Corporation may by resolution of the Board of Directors indemnify, defend and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was a director or officer of the Corporation against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines and settlements actually and reasonably incurred in connection with the action, suit or proceeding if: (1) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful and (2) the person provided reasonably prompt notice in writing to the President or acting presiding officer of the Corporation that the person has been named a defendant to an action, suit or proceeding and that the person requests indemnification under this Article.

**Article XIII. Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least fourteen days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at a meeting.

**Article XIV. Dissolution**

As per the Articles of Incorporation, filed with the State of Alaska, incorporated March 12, 2009:

Upon the dissolution of the Corporation, assets remaining after payment of creditors shall be distributed for one or more of the corporations exempt purposes described in Article 3, exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Code, or to one or more organizations described in such section as determined by the Board of Directors.