



## **BYLAWS**

**Adopted by the membership on June 25, 2025**

### **Article I – General Provisions**

#### **1. Name**

- A. The name of the organization shall be the Missouri Organic Association.

#### **2. Status**

- A. The Association is a 501(c)(3) nonprofit organization. The Board of Directors shall follow all policies and guidelines established by the IRS to ensure full compliance with requirements for maintaining the 501(c) (3) status.

#### **3. Purpose**

- A. The purpose of the Association is to support and promote the commercial growing, processing, distributing and/or selling of organically produced products. The Association shall advance the use of organic methods by conducting educational meetings, dissemination of informational materials, promoting organic certification information, marketing information and research into organic growing methods and cooperating with other organizations to support the mission and strategy of this Association.
- B. The Association will not engage in political activities.

### **Article II – Membership**

#### **1. Classes & Eligibility**

- A. There shall be three classes of members in the Association, and each member shall self-select the appropriate class when registering or renewing their membership.
  - (i) Producer Membership
    - i. A Producer member shall be an individual actively engaged in the commercial production of agricultural products.
  - (ii) Industry Membership
    - i. An Industry member shall be an individual or organization actively engaged in the processing, distribution, or sales of agricultural products or providing products or services in support of agricultural production, processing, distribution, or sales.
  - (iii) Affiliate Membership
    - i. Individuals or organizations not qualifying as Producer or Industry members, but who share an interest in the purpose and activities of the Association.

## **2. Voting**

- A. Voting Members shall include Producer and Industry members.
- B. Affiliate members are not entitled to vote.
- C. The voting power of Voting Members shall be equal, and each shall have one (1) vote to cast on each matter of business brought before the membership.

## **3. Membership Term**

- A. The membership year shall be the fiscal year of the Association.

## **4. Good Standing**

- A. A member shall be considered in good standing if their current fiscal year dues have been paid, and no delinquency exists. Members shall also be compliant with these bylaws and any applicable policies established by the Board of Directors.

## **5. Rights**

- A. A member in good standing may be a member of one or more committees, attend annual and special meetings, and receive benefits of membership. Voting Members in good standing are also permitted to participate in votes of the Association, hold office, and serve on the Board of Directors.

## **6. Membership Dues**

- A. Annual membership dues shall be set by the Board of Directors.

## **7. Benefits of Membership**

- A. It is the intention that the Association provide useful benefits to its members. Benefits may vary from time to time, or by class of membership. The Board of Directors shall have the sole authority to approve, extend, modify, and remove benefits as it sees fit to each class of membership.

## **8. Right of Refusal & Retraction**

- A. The Board of Directors has the right to refuse or retract membership in accordance with established policies and procedures.

# **Article III – Meetings**

## **1. Conduct**

- A. Meetings of the Association shall be conducted using Robert's Rules of Order.

## **2. Annual Meeting**

- A. An Annual Meeting of the membership shall be held for the purpose of electing members of the Board of Directors and conducting necessary business of the Association. The Annual Meeting may be held in conjunction with a conference or other event of the Association.

### **3. Special Meetings**

- A. A special meeting of the membership may be called at any time by a majority vote of the Board of Directors or by petition of fifty (50) percent or more of the Voting Members. The notice of a special meeting must include an agenda and state the purpose of the meeting. Official business during a special meeting shall be limited to the items listed in the agenda.

### **4. Notice**

- A. Notice of the time, date, and place of meetings shall be provided in writing to the membership at least fifteen (15) days prior to such meeting. Written notice shall be considered to have been provided if sent through email and/or postal mail. It is the responsibility of each member to ensure updated contact information has been provided to the Association.

### **5. Quorum**

- A. Ten (10) percent of the Voting Members of the Association shall be considered a quorum for the transaction of business.

### **6. Majority**

- A. A simple majority of the votes cast is required for a motion to pass at a meeting at which a quorum is present.

### **7. Voting**

- A. Votes will only be permitted which are cast by Voting Members present at a meeting.
- B. Voting by proxy is not permitted.

## **Article IV – Board of Directors**

### **1. Meetings**

- A. Meetings of the Board of Directors shall be held at least once each quarter.

### **2. Composition**

- A. The Board of Directors shall be comprised of eight (8) Producer members and three (3) Industry members.

### **3. Eligibility**

- A. Producer and Industry members are eligible to run for election, or be appointed, to the Board of Directors if they are a member in good standing and a resident of the State of Missouri who is eighteen years of age or older.

### **4. Elections**

- A. Nominations
  - i. The Nominating Committee will recommend candidates for each open position on the Board of Directors.

- ii. Nominations will be accepted from members beginning 90 days prior to each election. Nominations shall be sent to the Nominating Committee.

**B. Frequency**

- i. An election will be held once each year during the Annual Meeting of the membership.
- ii. There will be a three-year election cycle.
  - a. Year 1 - Four (4) Directors shall be elected, and will include three (3) Producer members and one (1) Industry member.
  - b. Year 2 - Four (4) Directors shall be elected, and will include three (3) Producer members and one (1) Industry member.
  - c. Year 3 - Three (3) Directors shall be elected, and will include two (2) Producer members and one (1) Industry member.

**C. Process**

- i. Paper ballots will be provided to Voting Members, as well as information on each candidate. Voting Members will complete the ballot and return it to the provided ballot box.
- ii. Ballots will be accepted up to a time designated by the Board of Directors. At that time, the Board of Directors will tally the votes.
- iii. The election results will be announced prior to the end of the Annual Meeting.

**5. Term**

- A. Directors shall serve a three-year term, and no more than two (2) consecutive terms. Due to variances in the dates of annual meetings/elections, terms will begin on the date of election and end on the date of the third election following. A past Director who has completed two (2) consecutive terms is eligible again at the next regular election following the end of their second term.

**6. Resignation**

- A. Directors who wish to resign from the Board of Directors shall follow established policies to notify the Executive Committee.

**7. Removal**

- A. The Board of Directors may vote to remove a Director under the following circumstances.
  - i. If the Director has missed three (3) consecutive regular meetings of the Board of Directors, or over half of the regular meetings in a year without justifiable cause and advance notice.
  - ii. If the Director is no longer in good standing and fails, or is unable, to regain good standing within thirty (30) days of such notification of the loss.
  - iii. If the Director has broken established policy, including, but not limited to, conflict of interest, confidentiality, non-disclosure, inurement, and conduct.

## **8. Vacancies**

- A. Vacancies on the Board of Directors due to resignation, removal, or death of a Director shall be filled through appointment by the Board of Directors. Appointees shall serve the remainder of the term of the vacating Director.

## **9. Responsibilities**

- A. The Board of Directors is responsible for electing officers, establishing and updating the policies, mission, and strategy of the Association, entering into contracts and agreements, managing the finances and assets of the Association, directing the legal affairs of the Association, and providing direction to the chief staff person for the operation and activities of the Association.

## **10. Voting**

- A. Quorum
  - i. A simple majority of the members of the Board of Directors shall constitute a quorum of the Board of Directors.
  - ii. A quorum is required for the Board of Directors to conduct business.
- B. Majority
  - i. A simple majority of the Directors present at a meeting of the Board of Directors at which a quorum is present is required for a motion to pass.
- C. Tie-breaking
  - i. In the event of a tied vote, the President (or acting President) shall provide an opportunity for further discussion and then hold a second vote on the motion by ballot. If a tie results a second time, the matter may be tabled until the next regular meeting of the Board of Directors or a third vote may be held by ballot and the chief staff person will be required to cast a vote on the matter.

## **11. Officers**

- A. Positions
  - i. The officer positions of the Association shall be President, Vice President, Treasurer, and Secretary.
- B. Nominations and Election
  - i. Officers shall be elected by the Board of Directors at the first regular meeting of the Board of Directors following the annual meeting.
  - ii. The Nominating Committee shall provide one (1) recommendation to the Board of Directors for each officer position. Nominations will also be accepted from the floor prior to voting.
- C. Vacancies
  - i. In the event of an Officer vacancy, the order of succession shall be President, Vice President, Treasurer, Secretary. Officer vacancies shall be filled by an election of the Board of Directors.

#### **D. Duties**

##### **i. President**

- (a) Presides at the meetings of the board, the Association, and the Executive Committee, and shall be a member ex-officio of all other committees. The president sets the agenda for meetings, represents the Association with stakeholders and the public, and enters into agreements on behalf of the Association with the prior approval of the Board of Directors.

##### **ii. Vice President**

- (a) Fulfills the role of President in the absence of the President, presides over committees as assigned by the President, and assists the President in their duties.

##### **iii. Treasurer**

- (a) The Treasurer shall be the custodian of the funds of this Association. The Treasurer presides over the Finance Committee and other committees as assigned by the President, coordinate audits, ensure that all financial documents required by law are filed in a timely manner, and act as the representative of record of the Association in matters related to the IRS.

##### **iv. Secretary**

- (a) Presides over committees as assigned by the President, works with the President to set the agenda for meetings, takes the minutes of meetings, and is responsible for maintaining the records of the Association.

#### **12. Annual Statements**

- A. Each Director, officer, and committee member will annually sign a statement which affirms such person:
  - i. Has received copies of the Conflict of Interest Policy, Confidentiality Policy, and any other policies deemed necessary by the Board of Directors;
  - ii. Has read and understands the policies; and
  - iii. Has agreed to comply with the policies.

#### **13. Staff**

- A. The Board of Directors has the right to select a chief staff person (an Executive Director, Executive Secretary, CEO, or other title) who shall be responsible for carrying out the work of the Association in accordance with the policies established by the Board of Directors. The chief staff person has day-to-day responsibilities for the Association, including carrying out its mission and strategies. The chief staff person will attend all Board of Directors and committee meetings, report on the progress of the Association, and carry out the duties described in the job description established by the Board of Directors. The chief staff person shall hire other staff or contractors to fulfill the mission of the Association as allowable within the Association's

budget. These staff or contractors shall work under the direction of the chief staff person.

## **Article V – Committees**

### **1. Standing Committees**

#### **A. Executive Committee**

- i. The Executive Committee is made up of the Officers of the Board of Directors. Oversee the operations of the Association, evaluate the performance of the chief staff person

#### **B. Finance Committee**

- i. The Finance Committee is made up of the Officers of the Board of Directors and one (1) member of the Board of Directors appointed by the President. The committee oversees the finances and assets of the Association, and makes recommendations for action to the Board of Directors on financial matters. May be authorized by the Board of Directors to take direct action on specific matters from time to time.

#### **C. Nominating Committee**

- i. The Board of Directors shall appoint three (3) Directors to a Nominating Committee at least ninety (90) days before the annual election. The committee will seek and approve candidates for election to the Board of Directors and recommend Directors for election as Officers on the Board of Directors.

#### **D. Review Committee**

- i. The Board of Directors shall appoint five (5) Directors to a Review Committee. The committee will review the policies and bylaws of the Association for necessary updates or modifications on an annual basis.

### **2. Ad Hoc & Advisory Committees**

- A. Ad hoc and advisory committees may be established at the discretion of the Board of Directors. Committee members shall be appointed by the Board of Directors.

## **Article VI – Amendments**

### **1. These bylaws may be amended in two ways:**

- A. By a two-thirds (2/3) majority vote in the affirmative of the full Board of Directors; or
- B. By a majority vote in the affirmative of the Voting Members present and voting at the Annual Meeting or a special meeting of the Association, provided a copy of the proposed amendment/s was submitted in writing (by mail or email) to the entire membership at least thirty (30) days prior to the meeting.

## **Article VII – Financial**

### **1. Fiscal Year**

- A. The fiscal year of the Association is the calendar year, beginning January 1 and ending December 31.

### **2. Oversight**

- A. Treasurer and Finance Committee
  - i. Oversee financial matters, regular review of financial reports and statements, make recommendations to the Board of Directors on financial matters, approve transactions according to policies and procedures established by the Board of Directors.
- B. Audits
  - i. As required by grantors and/or established policies.
  - ii. At the discretion of the Board of Directors.

### **3. Books**

- A. The books and accounts of the Association shall be available for examination by the Board, and/or their duly authorized agents or attorneys during normal business hours and for purposes reasonably related to their interests as Directors.

### **4. Compensation**

- A. No Director or committee member shall receive any salary or other compensation for services rendered to the Association in his or her capacity as a Director or committee member, unless the Board of Directors determines such compensation is justified and approves such salary or compensation before the services are rendered.
- B. A Director or committee member may receive reimbursement for expenses incurred in his or her capacity as a Director or committee member in accordance with reimbursement policies approved by the Board of Directors.

### **5. Prohibition of Inurement**

- A. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred.

## **Article VIII – Dissolution**

- 1. In the event of the dissolution of the Association by a two-thirds (2/3) vote of the Voting Members in attendance at the annual meeting or a special meeting, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an organization exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law that is reflective of the Association's purpose. No



part of the net assets or net earnings of the Association shall inure to the benefit of or be paid or distributed to an officer, director, individual member, employee, or donor of the Association.

## **Article IX – Indemnification**

### **1. Scope**

- A. The Association shall indemnify and hold harmless its directors, officers, employees, and agents (each an "Indemnified Person") to the fullest extent permitted by law, against all liabilities, expenses, and costs, including reasonable attorney's fees, judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by the Indemnified Person in connection with any actual or threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of or related to the Indemnified Person's service to the Association or actions taken on its behalf, provided that:
  - i. The Indemnified Person acted in good faith, and
  - ii. The Indemnified Person reasonably believed that their conduct was in, or not opposed to, the best interests of the Association, and
  - iii. In the case of any criminal proceeding, the Indemnified Person had no reasonable cause to believe their conduct was unlawful.

### **2. Exclusions**

- A. Indemnification shall not apply to:
  - i. Any matter in which the Indemnified Person is adjudged liable to the Association.
  - ii. Any matter in which the Indemnified Person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Association.
  - iii. Any matter in which the Indemnified Person received an improper personal benefit, whether or not the result of willful misconduct or fraud.
  - iv. Actions or omissions not taken in good faith or in a manner reasonably believed to be in the best interests of the Association.

### **3. Insurance**

- A. The Association may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against them in their capacity as such, or arising out of their status as such, whether or not the Association would have the power to indemnify the Indemnified Person under the provisions of this Article.

### **4. Amendment or Repeal**

- A. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided under this Article for acts or omissions occurring prior to such amendment or repeal.

## **5. Severability**

- A. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law and all other provisions or parts shall remain in full force and effect.