

**BYLAWS**  
**OF**  
**CARTERET LOCAL FOOD NETWORK**

**Adopted: ~March 26, 2009**

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**ARTICLE I**

**OFFICES**

Principal Office. The principal office of the Board of Directors (the "Board") shall be located at Carteret County, North Carolina.

**ARTICLE II**

**PURPOSES AND GOVERNING INSTRUMENTS**

2.1 Creation. Carteret Local Food Network shall be organized and operated as a partner of the Carteret County Crossroads, a nonprofit organization under the provisions of the North Carolina Nonprofit Corporation Act.

2.2 Purposes of the Board of Directors. The Board shall develop and promote the goals of Carteret Local Food Network. The Board shall have the following specific purposes:

- (a) Promote a vibrant and sustainable local food economy in Carteret County.
- (b) Develop relationships among components of the local food system.
- (c) Actively engage in solicitation of gifts to and fund development activities for the operating endowment of Carteret Local Food Network
- (d) Help carry out the mission and purposes of Carteret Local Food Network
- (e) Advise the membership concerning the application of any funds held for disbursement or distribution.

2.3 Governing Instruments. The Board shall be governed by these Bylaws and by such other policies or regulations as promulgated by Carteret Local Food Network

## ARTICLE III

### BOARD OF DIRECTORS

3.1 Number and Qualifications of Directors. The initial directors of the Board shall be the persons contained in Exhibit A attached hereto, who shall be appointed by the Board of Directors of the Foundation. The Board shall not exceed twenty (20) members who shall reside in or have a vested interest in the Carteret County, NC area. The number of directors may be increased or decreased by an amendment to these Bylaws. Members of the Board shall be elected on the basis of knowledge of the educational, cultural, civic, moral, public, agricultural, environmental or other charitable needs of Carteret County, and on the basis of activity in or representation of public institutions or organizations in their area that are concerned with those same needs. The purpose of this provision is to make the members of the Board generally representative of the public and charitable interests in their community. Members of the Board shall serve without compensation, except for reasonable expenses incurred for or on behalf of this Board.

3.2 Manner of Appointment. Election to the Board shall be by majority vote of the membership at the annual meeting. The nominating committee, as appointed by the President, will organize the election process..

3.3 Terms of Office. The term of the initial Board of Directors shall be for one year. The term of successor directors shall be for three (3) years, and shall be for one (1) year, two (2) years, or three (3) years, except in the case of directors elected to fill vacancies occasioned by death, resignation, or removal of a director before the expiration of his appointed term in which case the term of the director appointed to fill such vacancies shall be for the unexpired term of his predecessor. A Director may serve no more than two (2) consecutive terms.

3.4 Election and Duties of Chairman of the Board. The Board shall elect a Chairman from its membership on an annual basis under procedures promulgated by the Board. Such Chairman shall preside at meetings of the Board and shall ensure that Board members receive notice of all annual, regular and special meetings of the Board.

3.5 Termination. Members of the Board who, upon the vote of the Board and as a result of change of citizenship, residence, office or employment, cease to be qualified, shall cease to be members of the Board. Failure to attend three (3) consecutive regular meetings of the Board without excuse acceptable to the Board shall operate as a tender of resignation. Vacancies arising by reason of expiration of term, death or disability, refusal to serve, or otherwise, shall be filled for the new term or the unexpired terms, as the case may be, by the remaining members of the Board. Such persons so appointed by the remaining members of the Board shall serve as a member of the Board until the expiration of his term, or the unexpired term of his predecessor, as the case may be, and until his successor is elected and qualified.

**ARTICLE IV**  
**MEETINGS OF THE BOARD OF DIRECTORS**

4.1 Annual Meetings; Notice. The annual meeting of the Board shall be held at the Board's principal office or at such other place as the Board shall determine, **in the month of October** on such day and such time as the Board shall designate. Notice of the time and place of such annual meetings shall be given either personally or by telephone or by mail or by any other usual means of communication not less than ten (10) nor more than thirty (30) days before such annual meeting.

4.2 Regular Meetings; Notice. Meetings of the Board shall be held not less than four (4) times during each calendar year, **beginning in January** at such time and at such place as the Board may prescribe. Notice of the time and place of each such regular meeting shall be given either personally or by telephone or by mail or by any other usual means of communication not less than ten (10) nor more than thirty (30) days before such regular meeting. Provided, however, if the Board schedules the time, date and place of regular meetings at a determinable time, date and place, all subsequent regular meetings may be held without notice.

4.3 Special Meetings; Notice. Special meetings of the Board may be called by or at the request of a majority of the directors in office at that time or by the chairperson. Notice of the time, place and purpose of any special meeting of the Board shall be given either personally or by telephone or by mail or by any other usual means of communication at least twenty-four (24) hours before such meeting.

4.4 Waiver. Any director may waive notice of any meeting. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.5 Quorum. At meetings of the Board, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

4.6 Vote Required for Action. Except as otherwise provided in this section or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board.

**ARTICLE V**

**OFFICERS**

5.1 Generally. All officers are chosen from the Board of Directors. The Board shall elect officers who shall assist the Board in completing the goals and objectives established hereby. The Chairman of the Board shall also serve as President, and the Board shall elect one or more vice-presidents, a secretary and a treasurer. The Board shall from time to time create and establish the duties of such other officers as it deems necessary for the efficient administration of the Board's activities. The same person may hold any two (2) or more offices, except that the same person may not hold the offices of president and secretary.

5.2 Election and Term of Office. The officers of the Board shall be elected by the Board and shall serve at the will of the Board and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. However, no officer shall serve in the same position for more than two (2) consecutive years.

5.3 Removal. The Board may remove any officer elected or appointed by the Board whenever in its judgment the best interests of the Board will be served thereby.

5.4 President. The President shall be responsible for any administrative obligations of the Board. He/She shall also perform such other duties and have such other authority and powers as the Board may from time to time prescribe.

5.5 Vice-Presidents. The Vice-Presidents, in the order of their seniority, unless otherwise determined by the President or by the Board, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall also perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as a President may from time to time delegate.

5.6 Secretary.

- (a) The Secretary shall attend all meetings of the Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose.
- (b) He/She shall give, or cause to be given, on behalf of the Chairman of the Board, notice of all meetings of the Board when notice of such meetings is required.
- (c) He/She shall be under the supervision of the President. He/she shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

5.7. Treasurer.

- (a) The Treasurer shall have the custody of any funds or securities entrusted to the Board and shall keep full and accurate accounts of receipts and disbursements of the Board and shall deposit all monies and other valuables in the name and to the credit of the Board into depositories designated by the Board.
- (b) The Treasurer shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

## ARTICLE VI

### MISCELLANEOUS

6.1 Books and Records. The Board shall keep correct and complete books and records of account and shall keep minutes of the proceedings of Board meetings. The books shall be closed prior to each annual meeting and a complete report on the financial standings given to the executive board for audit and approval at that time

6.2 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be held invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

6.3 Headings. The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

## ARTICLE VII

### AMENDMENTS

7.1 Power to Amend Bylaws. Carteret Local Food Network shall have the power to alter, amend or repeal these Bylaws, or adopt new Bylaws. Carteret Local Food Network may also authorize amendments approved by the Board.

7.2 Form of Amendments. All amendments that are approved by Carteret Local Food Network shall be by certified resolution of the Foundation's Board of Directors and shall be affixed to these Bylaws.

**EXHIBIT A**

**Initial Board of Directors, ~ 2009**

President: **Catherine Elkins**

Vice President elect: **Stephanie Miscovich**

Treasurer elect: **Gray Sabiston**

Secretary: **Rebecca Ellin**

(List of Board Members)

Tia Douglass

Penny Hooper

Jeff Moore

Barry Nash

Joyce Sasser