

## **BYLAWS**

Soil Sangre de Cristo

### **ARTICLE I - NAME, PURPOSE**

Section 1. Name of the Organization is SOIL Sangre de Cristo (SOIL SDC).

Section 2. Purpose. SOIL SDC invests in farmers and food entrepreneurs by awarding 0% interest loans. SOIL SDC educates the community and participates in building an economically, socially, and environmentally stable local food system for South-Central Colorado.

### **ARTICLE II - FISCAL YEAR**

Section 1. The fiscal year of the SOIL SDC is the calendar year, January 1 to December 31.

### **ARTICLE III – MEMBERSHIP MEETINGS**

Section 1. Membership meetings will be scheduled quarterly on a date set by the Board of Directors who will also determine the time and place. At one of the membership meetings, the Officers and Board of Directors will be voted on for the following twelve months.

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

Section 3. Voting. A majority of votes cast in favor by Investor Members attending a membership meeting will approve any loans submitted by the review committee. Voting electronically is allowed for all issues EXCEPT awards of Loans. Electronic votes will be sent by email to [chair@soilsangredecriso.org](mailto:chair@soilsangredecriso.org).

Voting by proxy is allowed for the award of loans if the Member is unable to attend the meeting, provided that written email notice is received by the Chair 48 hours prior to the meeting. Members shall designate to whom they give their vote in the email notification.

Section 4. Annual Report. The Chair shall present an annual report of the organization's activities during the preceding year, once a year, during a membership meeting.

### **ARTICLE IV. MEMBERSHIP**

Section 1. Membership- Individuals who support the mission of SOIL SDC by investing \$250 or more annually are considered Investor Members. Farmers, ranchers, food producers who are engaged in food production and who invest \$25 per year are considered Farmer Members. These two membership categories are able to vote on loans election of the Board.

Section 2: Membership Roles and Responsibilities. Members participate in member meetings, give input and vote on loan applications and other issues that come before them. Members actively support the mission of the SOIL SDC.

## **ARTICLE V – BOARD OF DIRECTORS**

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

Section 2. Board of Directors, Role, Size, and Compensation. The Board of Directors is responsible for overall policy and direction of SOIL SDC and for keeping the organization in good standing.

The Board of Directors will consist of no less than five (5) nor more than seven (7) members.

The Board of Directors will consist of community members interested in supporting the aims and purposes of the organization.

The Board shall make efforts to represent the following sectors: Farmer/rancher, Economic development, Farmers Market, and Health/wellness with an emphasis on geography and other forms of diversity. It is a value of the Board to reflect the diversity of the community.

All members of the Board shall be Investor or Farmer Members of SOIL Sangre de Cristo.

The Board of Directors receive no compensation other than reimbursement for reasonable expenses.

Section 3: Terms. The Board of Directors members are elected by the membership. Directors will serve a two-year term. Board members are eligible for re-election. Term limits of 4 years are encouraged.

Section 4: Meetings. The Board of Directors will meet monthly for regular meetings on an agreed date, time, and place.

Section 5: Special Meetings. Special meetings may be called by the Chair or any two members of the Board with 48 hours' notice to all Board members. Board members may schedule special meetings to conduct member business, including voting, by email and phone conferences as needed.

Section 6: Board of Directors Election. Election of Board of Directors will occur during the Spring Membership Meeting.

Notice of election will be given at least 15 days prior to the Spring Meeting to all Board members and the membership. All Board of Directors members shall be elected by the current membership.

Nominations are made by the Board of Directors, or a Nominating Committee appointed by the Board.

Section 7: Quorum. The presence of a majority of Board of Directors members constitutes a quorum for the transaction of business. Proxy voting is prohibited for these business meetings.

Section 8: Notice. A change in the regular Board of Directors meeting date 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 will be conducted in accordance with acceptable parliamentary procedure in accordance with Roberts Rules of Order.

Section 10. Officers. The principal officers of the organization make up the executive committee and include the Chair, Vice Chair, Secretary and Treasurer, all of whom will be elected by and from the membership at the Spring Meeting and shall take office immediately (or upon a vacancy).

Section 11. Duties of the Chair. The Chair shall, when present, preside over all meetings of the Board of Directors. He/she/they shall generally perform all acts incident to the office of the Chair which are authorized or required by law. The Chair shall be in regular communication with the Board and all committees.

Section 12. Duties of the Vice Chair. The Vice-Chair shall serve and assist the Chair as needed, and conduct meetings when the Chair is unavailable.

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

Section 14. Duties of the Treasurer. The Treasurer will provide a full and accurate financial report at each 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 Board of Directors, membership and to the public. The Treasurer will monitor loan note receivables aging with follow up to ensure timely payment.

Section 15. Resignation and Removal. Any Board of Directors member 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 organization.

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 member. The affirmative vote of a majority of the entire Board of Directors (minus the member in question) shall be necessary to remove a member for cause. Notice of the proposed removal shall be sent to the said member and such member 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, relocation, or removal of a member shall be filled by a majority vote of the Board of Directors. Vacancies will be filled only until the end of the vacating member's term, and then, he/she/they will be eligible for reelection by the membership.

#### **ARTICLE VI - COMMITTEES**

Section 1. Committees. The Board of Directors shall establish all committees, and committees shall report at regular Board of Directors meetings, and as requested by the Board of Directors from time to time. Standing committees include Events and Nominating, among others as designated by the Board.

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

Section 1. Deposit of Funds. All funds of the Organization 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. Loans will only be given upon an affirmative vote of the membership. Such loans will be given out annually or biannually, as determined by the Board of Directors. All loans will be issued as 0% interest loans and the terms for repayment will be proposed by the loan review committee. Each loan will be voted on by the full membership.

Section 3. Contracts. Any officer authorized by the Board of Directors may, in the name and on behalf of the Organization, enter into contracts for goods or services. or execute and deliver instruments that are authorized by the Board of Directors. Contracts that span multiple years, involve real property or tangible items requiring capitalization require board approval via written resolution.

Without paid staff, members of an approved committee may need to conduct periodic business transactions. If this is the case, the Board of Directors can authorize those doing the day-to-day work to make decisions regarding authorizing contracts limited to the scope of their committee work.

Without such authorization of the Board of Directors, no officers or other agent of the Organization 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 organization will independently keep track of all donations, and the fiscal sponsor selected by the Board shall keep all books for the organization. Additionally, the organization 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 Board of Directors may be inspected by any member of the Board of Directors or membership, or his/her/their agent or attorney for any reasonable purposes given advance written notice. Responses will be provided within a reasonable period of time and during normal business hours. Financial reviews or audits will be conducted as required by law, regulation, or resolution of the Board of Directors.

**ARTICLE IX - AMENDMENTS**

These Bylaws may be amended, added to or repealed by the affirmative vote of two-thirds (2/3) of the members at any regular or special meeting of the membership, provided that the notice and wording of the proposed change, amendment, addition or repeal is contained in the notice of the meeting sent to members, at least five (5) days prior to such meeting.

**ARTICLE X – ANTI-DISCRIMINATION STATEMENT**

SOIL SDC does not discriminate on the basis on race, color, creed, national origin, sex, gender orientation/identity, age, disability, or other legally protected status in admission to, access to, or operation of its programs, services, or activities. SOIL SDC does not discriminate in its hiring, contracting or employment practices.

**These bylaws were affirmed by the SOIL SDC Membership and Board of Directors at its meeting on \_\_\_\_\_.**

**On Behalf of the SOIL SDC Membership and Board of Directors,**

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Chair, Soil Sangre de Cristo