

# Autistic Farmers Of America



## ARTICLE 1 PURPOSE

**The Autistic Farmers of America (AFOA), a nonprofit corporation organized exclusively for charitable and educational purposes,** seeks to advance the principles to operate a model organic farming enterprise where autistic adults can gain farming skills with crops and animals to optimize their capabilities for self-sufficiency. **AFOA** plans to support that purpose from donations to sustain both the direct operating costs of the farm, and subsidize the participation of an annual group of autistic adults for that experience.

## ARTICLE 2 TRUSTEES

### 2.1. General Powers and Duties.

The primary duties of the trustees shall be to establish and promote the mission of AFOA, to hire and evaluate its president, and to ensure that AFOA conducts business in accordance with its mission. Each trustee has a fiduciary duty to ensure that AFOA and its agents carry out their responsibilities in accordance with the obligations established by law. The trustees shall appoint and remove officers, specify their responsibilities, and ensure that their duties are properly performed. The trustees may by resolution, passed by a simple majority, authorize officers or agents to enter into contracts.

### 2.2. Number.

The board shall consist of not less than three trustees.

### 2.3. Recruitment.

The board may recruit prospective trustees, whose appointment is subject to a simple majority approval by the full board. Absentee ballots may be submitted to the secretary prior to the meeting where a vote will occur.

### 2.4. Resignation and Removal.

A trustee may resign at any time by notifying the president, chairperson, or secretary in writing, specifying the effective date of the resignation. A trustee may be removed for cause by a vote of two-thirds of those present at any meeting of the board, provided that notice of the proposed removal and its cause has been included in the notice of the meeting. The board shall have the power to suspend a trustee pending a final determination that cause exists for removal.

### 2.5. Regular Meetings.

The board shall hold a meeting no less than four times per year. Meetings shall be held upon not less than 10 days' notice, unless an emergency situation requires shorter notice.

### 2.6. Special Meetings:

Special meetings of the board may be called by the president, chairperson, or secretary, or by written requests of the majority of trustees, with at least 10 days' notice, unless an emergency situation requires shorter notice.

#### 2.7. Committees.

The board may appoint an executive committee and one or more other committees, which shall be led by a board member, may include staff members, and may include volunteers. Committees shall be tasked by the board and shall report on their activities in accordance with board policies. Committees may make recommendations to the board but may not act on behalf of the board.

#### 2.8. Means of Meeting.

Regular and special board meetings and committee meetings may be held either in person or by means of conference telephone, online meeting, or other means of communication, such that all persons participating in the meeting can hear the discussion or read the transcript of the discussion at the same time, and all members have an equal opportunity to participate in discussion.

#### 2.9. Quorum.

A quorum shall consist of 50 percent of the trustees.

#### 2.10. Voting.

A vote by a simple majority of the trustees present and voting at a duly constituted meeting shall constitute the formal action of AFOA except where these bylaws or applicable laws require a greater majority. Actions of the board may be taken by vote without a meeting only if there is written consent of all board members and adequate opportunity for discussion has occurred.

#### 2.11. Communications.

In the board's internal communications there is broad latitude to debate and discuss. To ensure a clear line of communication and authority regarding day-to-day operations, trustees shall not instruct staff members unless requested to do so by the president.

#### 2.12. Compensation.

Trustees shall receive no compensation but may be reimbursed for their reasonable expenses in accordance with such policies as the board may establish.

#### 2.13. Conflicts of Interest.

Any trustee who has a financial interest in any proposed contract or other transaction shall disclose all material facts regarding the conflict to the board and shall abstain from voting or otherwise taking any action regarding the proposed transaction.

#### 2.14. Amendment of Bylaws.

The board shall have the power to make, alter, and repeal bylaws by a majority vote.

### **ARTICLE 3 OFFICERS**

#### 3.1. Elections.

The board shall choose a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a President, and such other officers as it may deem necessary. One person may hold more than one office. The board shall promptly fill vacancies when they occur.

#### 3.2. Duties and Authority of Chairperson.

The chairperson shall assist in development and oversight of the organization's program work, in conjunction with the president and staff. The chairperson's role is to assist and advise, while the president carries the primary responsibility for the organization's day-to-day operations.

### 3.3. Duties and Authority of President.

Subject only to the authority of the board, the president shall have the powers and duties of a chief executive officer of a business corporation, as further set forth in "Article 4" of these bylaws. The president shall serve as an ex officio board member without voting rights.

### 3.4. Duties and Authority of Secretary.

The secretary shall keep, and shall make available for public inspection, the bylaws and meeting minutes. The secretary is the custodian of the board's records and shall perform such other duties and possess such other powers as are incident to the office or are specified by the board.

### 3.5. Duties and Authority of the Vice Chairperson.

The vice chairperson shall assist the chairperson and the board by performing the duties delegated to him or her by the chairperson and the board. In the event of the chairperson's incapacity to perform the duties of that office, as determined by the board, the vice chairperson shall assume the duties and authority of the chairperson.

### 3.6. Duties and Authority of Treasurer.

The treasurer shall oversee all financial transactions and audits. The treasurer shall prepare, or cause to be prepared, annual financial statements, which shall be available for public inspection, and shall ensure that an annual audit is conducted. The treasurer shall perform such other duties and possess such other powers as are incident to the office of treasurer or are specified by the board.

### 3.7. Duties and Authority of Other Officers.

Additional officer positions other than those named above may be created, modified, or deleted at any time in the discretion of the board. Each other officer shall have the authority and perform the duties that are specified by the board.

### 3.8. Removal.

Any officer may be removed, with or without cause, by a vote of two-thirds of those present at any meeting of the board.

## **ARTICLE 4 PRESIDENT AND STAFF**

### 4.1. President.

The president is hired by the board of trustees, serves at the will of the board, and is subject to regular performance evaluation and review by all members of the board as a whole.

### 4.2. Duties.

The president has day-to-day responsibilities for the organization, including carrying out AFOA's goals and policies. The president shall attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out the duties specified by the board.

### 4.3. Staff.

The president shall be responsible for hiring, supervising, and evaluating all other employees of the organization, and shall be responsible for creating and implementing personnel policies.

## **ARTICLE 5 CHAPTERS AND SUBSIDIARIES**

### **5.1. Composition.**

A chapter is composed of individuals residing within a specified geographic area who have chosen to participate in local activities.

### **5.2. Changes.**

AFOA's national office may combine, divide, or change the boundaries of chapters as it deems necessary; however, before doing so, AFOA will consult with any affected chapters.

### **5.3. Management.**

Each chapter may choose its own leaders, subject to approval and oversight by AFOA's national office. Each chapter may conduct its own meetings, determine its own agenda and priorities, and carry out its own activities, provided that such actions shall at all times be consistent with these bylaws and with national AFOA rules and policies, which include a Chapter Handbook. Chapters are strictly prohibited from endorsing political candidates or engaging in any other acts relating to electoral politics.

### **5.4. Unity on Significant Issues.**

When AFOA has stated a position on an issue of national or international concern, each chapter shall inform itself regarding that position and shall express its views in such a way as to promote general unity. While chapters have flexibility to adapt to local circumstances and priorities, no chapter may diverge from AFOA's stated policy positions on issues of significance, as defined by the national office.

### **5.5. Subsidiaries.**

AFOA may, in its discretion, incorporate a chapter as a subsidiary upon the request of the chapter's leadership. AFOA may also create subsidiaries for other purposes consistent with the organization's charitable mission. Formation of subsidiary organizations shall be subject to the approval of AFOA's Board of Trustees.

### **5.6. Disaffiliation and Disbanding.**

A chapter may choose to disaffiliate from AFOA or to disband itself, upon providing written notice of its decision. In the event AFOA's national office determines that a chapter's actions are not consistent with national rules and policies, AFOA may require that the chapter discontinue its affiliation and cease using AFOA's name. Upon disaffiliation or disbanding, a chapter shall return to AFOA any property belonging to AFOA that it may have in its possession, unless the national office directs an alternate distribution of the property. Such a distribution may be made only to a charitable organization that qualifies as tax-exempt under Section 501(c) (3) of the Internal Revenue Code.