

RHODE ISLAND RAISED LIVESTOCK ASSOCIATION

By-laws

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ARTICLE I - ORGANIZATION

1.1 NAME - The name of this Association is the **Rhode Island Raised Livestock Association** (hereinafter known as “**the Association**”).

1.2 BUSINESS OFFICE - The principal office of the Association shall be located at such place or places as the **Board of Directors** will, from time to time, designate within the State of Rhode Island.

1.3 FISCAL YEAR - The fiscal year shall begin on the first day of January in each year and end on the last day of December of the same **calendar year**.

ARTICLE II - PURPOSE

2.1 Mission: The Mission is to promote and ensure the preservation of our agricultural lands, our rural economy and our agrarian way of life through an organization that will secure a viable infrastructure and provide for the efficient and sustainable production, processing and marketing of quality, value added, locally produced meats in the state of Rhode Island.

2.2 Purposes: The Association’s purposes also include fostering recognition of the value, importance and irreplaceability of meat products, agricultural lands, and open space to the continued progress of the State of Rhode Island; to its livestock producers; their dependent allied industries; its consumers; and to the welfare of the state economy.

Also, to provide an environment where support and assistance would be available to facilitate the self-managed labor efforts of its Executive Committee primarily in the marketing of their agricultural products in order to return increased value to them and to engage in any other business permitted to a corporation.

ARTICLE III - MEMBERSHIP

3.1 There shall be two classes of membership in the Association – Producer Members and Associate Members.

3.2 Producer Members - The Producer member in the Association shall be voluntary and open without arbitrary discrimination to any person who is a livestock producer in the State of Rhode Island, and who meets such other uniform conditions as may be prescribed from time to time by the Board of Directors.

The Board of Directors reserves the right to review and reject the application of any new member within 60 days of the filing of the application with the Association Coordinator. The applicant shall make initial membership contributions as may be prescribed by the Board of Directors.

ARTICLE III - MEMBERSHIP (cont.)

3.3 There shall be only one Producer Member per Producer Farm. Each Producer Farm will designate one person who is actively associated with the daily operations of the farm to serve as the Producer Member in the Association. This designation must be submitted to the Association in writing. Board of Directors must be Rhode Island residents. Special consideration and exceptions can be approved by the Board of Directors when it is determined that the reasons for out-of-state residency are incidental and not in conflict with the mission and purpose of this Association.

3.4 Board of Directors may continue to be members until such time as their farming status changes, they resign, or the Board of Directors, at any meeting specifically called for the purpose, declare them ineligible to participate for cause. Cause shall include, but not be limited to, intentional violation of these by-laws.

3.5 Rhode Island Producer Members shall have full voting rights in all Annual Meetings and Producer Membership General Meetings. Producer Members shall have full voting rights on any committee of the Association to which he/she is appointed or elected. But Producer Members shall not be entitled to vote at any meeting of the Board of Directors or of the Executive Committee, unless they are a member thereof.

3.6 Associate Members – Associate Membership in the Association shall be open, without arbitrary discrimination, to any individual who has submitted an application for membership and has expressed his/her sincere interest, dedicated concern or professional experience and ability to contribute to the goals and purposes of the Association. Associate members are subject to the same review as regular members. Rhode Island residency is not a requirement.

3.7 An Associate Member shall have full voting rights on any Ad Hoc or Standing Committee to which he/she has been appointed or elected on any matter which may come before that committee. An Associate Member shall have the privilege of participating in any discussion or debate at any meeting of the Executive Committee or Producer Members when invited, but does not have the privilege of voting on any matter.

ARTICLE IV - MEETINGS

4.1 a. Regular Meetings of the Board of Directors will be held no less frequently than once per quarter at a regular day, time and place to be determined by the Board of Directors.

b. Re-scheduled Meetings. In the event of an emergency, unpredictable happening or lack of a quorum, the President, in consultation with the Vice President and his/her designee shall cancel the meeting via telephone or electronic communication and re-schedule the meeting.

c. Notification. All meetings of the Executive Committee and Producer Membership shall be held in accordance with appropriate notification including written notice of the date, time and place of the meeting and complete agenda five days prior to the meeting (postal and electronic media permitted). Follow up phone calls if necessary. Only Members who are in good standing as of the close of business on the preceding date of distribution of notices shall be entitled to notice of any meeting.

ARTICLE IV - MEETINGS (cont.)

d. Occurrence (Quorum). A meeting will occur when a majority of the Executive Committee is present.

e. Voting. Voting on all motions or resolutions shall be open to membership and recorded except during Executive Session, which may be convened pursuant to section 4.2, to discuss matters of personnel, alleged misconduct of a member, officer, representative agent or employee of the Association, or for any matter which in the discretion of the Board of Directors or Executive Committee may require confidentiality in order to protect the interests of the Association. Voting for officers or to fill vacancies shall be taken at the annual meeting.

f. Unless otherwise specified in these By-Laws, all motions at any regular meeting, or the annual meeting of the Association or at any duly convened meeting of the Board of Directors or of the Executive Committee shall be decided by a majority of those members present and voting, and entitled to vote on such motion. If there is a tie vote the motion fails.

g. Agenda. The Agenda for each meeting shall be prepared by the President in consultation with other Officers and/or the designee. Requests by other Executive Committee Members for items to be placed on the Agenda must be received by the President at least 27 days before the mailing of the Agenda – which is five days in advance of the regular meeting.

- 4.2
- a. Special and/or Emergency Meetings. The President may call a Special or Emergency Meeting of the Executive Committee to deal with an issue or issues that cannot wait until the next Regular Meeting of the Executive Committee. A special Meeting may deal exclusively and only with said special issues or items.
 - b. Notification. A Special or Emergency Meeting may be called by the President with not less than 24 hours notice. The time and place for the Special or Emergency Meeting will be arranged by the President and may be held at a specific location with Executive Committee Members and other Members as the President may request to be present at such meeting. The meeting may be conducted in person or by telephone conference call (if it can be arranged). Notification may be by mail, email or phone, as the President shall see fit. In the event that the meeting is called for a purpose which may require confidentiality in order to protect the interests of the Association, the notice may be given in such manner as to protect such interests.
 - c. Record. A record of any motions considered or passed must be kept including the voting record of the Executive Committee Members present.
 - d. Occurrence (Quorum). A majority of the Executive Committee will constitute a quorum for action.

ARTICLE IV - MEETINGS (cont.)

4.3 Annual Meeting of Members

- a. Call. The Annual Meeting of the Members will be held annually at a time and place to be designated and arranged by the Executive Committee at a meeting held two months prior. The Call of the Annual Meeting of Members will be mailed to all Members in good standing 30 days prior to the set date of the meeting. The Call shall also include the Agenda for the Annual Meeting in as complete and up to date form as possible.
- b. Reschedule. In the event of inclement weather or an unpredictable happening, the General Annual Meeting will be postponed one month, at a time and place to be designated by the Executive Committee, and the new Call of the Meeting will be mailed to all Members in good standing 15 days prior to the time of the newly arranged meeting.
- c. Agenda. The President in consultation with the Executive Committee shall set the Agenda for the Annual Meeting, which shall include the name and address of those seeking election to the Board of Directors or to any elective office of the Association and any other business fit to come before the membership at the Annual Meeting.
- d. Quorum. Attendance of no less than twenty-five (25) members in good standing shall constitute a quorum of the Annual Meeting.
- f. Voting. All Rhode Island Producer Members in good standing are eligible to vote on all motions, resolutions and for the election of the Board of Directors and the elected officers of the Association. The Executive Committee will designate the Secretary, an Associate Member or Staff Member to tally any votes taken on any issue or election.

ARTICLE V - DIRECTORS/OFFICERS

5.1 The business, property and affairs of the Association shall be managed under policies established by the Board of Directors and executed by the officers of the Association as set forth in section 5.2c..

5.2 The Executive Committee shall consist initially of the five (5) Members in good standing, as follows: the President, Vice President (elected at the annual meeting as set forth below in this section), and the current President's immediate predecessor (former President), who shall serve as an *ex-officio*, voting member of the Committee, and two members of the Board of Directors appointed by the President.

The Executive Committee may designate other officers or assistant officers.

5.3 Election of officers.

- a) A. All candidates to become an officers of the Association shall be nominated by the board of directors. Only members of the Board of Directors shall be eligible to become officers of the Association. More than one candidate may be nominated for any office. The President shall be elected to a two year term commencing at the 2011 Annual Meeting of the Association, and bi-annually at the Annual Meeting thereafter. All other Officers of the

ARTICLE V - DIRECTORS/OFFICERS (cont.)

Association as delineated and described in Article V shall be elected annually at the Annual Meeting of the Producer Membership. Officers may be removed and replaced by the Executive Committee whenever, in their opinion, the best interests of the Association would be served by such removal and replacement. Officers subject to removal by the Executive Committee who are also members thereof shall not be entitled to vote on any Motion before the Executive Committee to remove them as an officer.

B. All officers shall be elected by a majority of members present and voting at the Annual Meeting of the Association. Proxy voting shall not be permitted. In the event of a tie vote, or of the failure of one candidate to receive a majority of votes, the membership shall vote again until the tie is broken or a candidate receives a majority of votes from the membership present and voting. In the event there are more than two candidates for any office and none receives a majority of the votes cast by the membership, the two candidates receiving the most votes, although less than a majority, shall be eligible to place their name before the membership again for the same office. A "runoff" election shall be conducted and among the two, the one receiving the most votes shall be elected.

C. Vacancies. In case any Office of the Association becomes vacant by death, resignation, retirement, disqualification or any other cause, the Executive Committee shall elect an officer from among the Membership to fill the vacancy and the officer so elected shall hold office and serve until the next election.

D. Responsibilities and Duties of officers.

i) President - shall preside at all meetings of the Executive Committee. He/she shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to him by the Executive Committee. He/she shall be a member of all committees. The President shall appoint the members of all committees of the Association, except the Executive Committee, to which the President shall have two appointments as provided in section 5.1.

The President shall sign, as an alternate to the Treasurer, checks required or permitted to be signed on behalf of the Association for the conduct of business, and any contracts, conveyances or orders necessary to conduct the business of the Association. The President will perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee.

ii) Vice-President – the Vice-President shall perform the duties and assume the responsibilities of the President in the event of the President's inability or refusal to serve. The Vice-President shall perform the duties of the President as prescribed by these by-laws as well as other duties that may be assigned by the Executive Committee or delegated by the President.

ARTICLE V - DIRECTORS/OFFICERS (cont.)

iii) Secretary - The Secretary shall keep a complete record of all meetings of the Association and of the Executive Committee and shall have general charge and supervision of the books and records of the Association. He/She shall serve all notices required by law and these By-laws and shall make a report of all matters and business pertaining to his/**her** office at the annual meeting. He/She shall keep and affix the corporate seal where required, shall make or cause to be made all reports required by law and shall perform such other duties as may be required of him/her by the Association and the Executive Committee. Whenever any change is made in the principal officers, the Secretary shall forthwith file in the office of the state secretary a certificate of such change. Upon the election of his/her successor, the Secretary shall turn over to him/her all books and other property belonging to the Association that he may have in his/her possession.

The Executive Committee may in its discretion appoint assistant secretaries, who may be Associate Members or Association staff, and may delegate to them part or all of the duties hereunder, and they shall perform such other duties as may be prescribed by the Executive Committee.

iv) Treasurer - The Treasurer shall be responsible for the keeping and disbursing of all monies of the Association, and shall keep or cause to be kept accurate books of account of all transactions of the Association. He/She shall perform such duties with respect to the finances of the Association as are usually performed by like officers and such other duties as shall from time to time be prescribed by the Executive Committee. At the expiration of his/her term of office, the Treasurer shall promptly turn over to his/her successor all monies, property, books, records and documents pertaining to his office or belonging to the Association.

5.4 The Board of Directors shall consist of twelve (12) members which shall include the President, Vice President, Secretary and Treasurer, and the current President's immediate predecessor (former President), who shall serve as an *ex-officio*, voting member of the Board. Seven (or balance of twelve) members shall be elected by the membership entitled to vote at the 2011 Annual Meeting of the Association, to a one year term, and at the 2013 Annual Meeting of the Association, to a two year term and thereafter bi-annually to two year terms; and the remaining five elected members of the Board of Directors shall be elected to two year terms at the 2011 Annual Meeting of the Association and thereafter to two year terms biannually, provided, that among such six, two shall, if possible, be residents of the Northern RI Conservation District, two shall, if possible, be residents of the Southern RI Conservation District and two shall, if possible, be residents of the Eastern RI Conservation District. Members of the Board of Directors shall be elected at large by the membership present and voting at the annual meeting. No more than two members of the Board of Directors shall be non-producer members of the Association

5.5 A majority of the Board of Directors shall constitute a Quorum.

ARTICLE V - DIRECTORS/OFFICERS (cont.)

5.6 Any member of the Board of Directors who, without excuse from the Board of Directors, shall miss three consecutive meetings of the Board of Directors shall be immediately subject to removal by majority vote of the membership the Board of Directors present and voting. Notice shall not be required.

5.7 Any Member of the Board of Directors may be elected or appointed to to any office of the Association. Members wishing to be elected to the Board of Directors shall submit their name and address where they reside, along with the office sought, in writing to the Secretary the Association, prior to the Annual Meeting, who shall communicate such information to the Board of Directors. The President shall include such information, if possible, in the agenda for the annual meeting, including the name, address and office sought and such information shall also be included, if possible, in the "Call" of the meeting mailed to Members set forth in section 4.4a of these By-Laws..

5.8 The Board of Directors shall also include a youth advisor, selected and appointed by the Board of Directors, as a non-voting member of the Board. The youth advisor shall be under the age of 18 at the time of appointment. The purpose of the youth advisor shall be to bring input, perspective and ideas to the Board from their generation which might help the Association advance its mission.

5.9 The Board of Directors shall select and appoint a licensed Rhode Island attorney as counsel / legal advisor to the Association, the Board and its officers. The legal advisor shall provide such services *pro-bono*.

ARTICLE VI STAFF

6.1 The Executive Committee may hire such staff as shall be deemed necessary to carry out the purposes and objectives of the Association. The staff may include a Manager and such support staff as may be necessary from time to time. The staff may be volunteer or hired.

6.2 The staff shall administer the affairs of the Association in accordance with the policies established or as directed by the Executive Committee.

ARTICLE VII - FUNDAMENTAL POLICIES AND COMMITTEES

7.1 The Association shall retain the ultimate rights and responsibility for establishing and implementing its policy and it affairs. This will be overseen, directed and administered by the Executive Committee. The Executive Committee may authorize Standing Committees and Ad Hoc Committees to review and make recommendations regarding Association policy making and management functions. All committee actions are subject to the approval of the Executive Committee. The President or his/her designee will serve as ex-officio members of all committees except the Audit Committee. All Members are eligible to serve or participate or vote on all Standing or Ad Hoc Committees. A Quorum of any committee shall consist of a number equal to the majority of the regular members as appointed.

ARTICLE VII - FUNDAMENTAL POLICIES AND COMMITTEES (cont.)

a) Standing Committees

- i. Audit Committee – There shall be an Audit Committee consisting of the Executive Committee (except the President and his appointees), the Treasurer and two Producer and/or Associate Members who shall be appointed by the Board of Directors.

The Audit Committee shall have general supervision over the auditing process and shall take such actions it may deem necessary or desirable in connection therewith. It shall arrange for the auditing of the Association's account from time to time by qualified Public Accountants and shall keep informed regarding the management of the Association.

7.2 Quality Standards. Products marketed through the Association or sold by members using the name of the Association as an inducement for sale to consumers shall be subject to quality standards as determined by the Executive Committee.

7.3 Settlement of disputes. In any dispute between the Association and a Producer Member or former Producer Member that involves business and/or financial relations accorded each Member and that cannot be resolved through informal negotiations. As a condition of continuing membership for any Producer Member it is agreed that disputes that cannot be informally resolved shall be subject to non-binding arbitration by an arbitrator to be agreed upon by the parties and, failing same then to be appointed by the presiding justice of the Superior Court, before any matter may be filed in a court of law.

ARTICLE VIII – OTHER

8.1 Private Inurement. No assets of the association shall be appropriated or used to benefit a private individual, member, officer or director.

8.2 Political Activities. No assets of the association shall be used to attempt to influence the selection, nomination, election or appointment of any person to Federal, state, or local public office or to an office in a political organization.

8.3 Dissolution. Upon dissolution of the Association, all remaining assets shall be transferred to another non-profit organization(s) within the agricultural community of Rhode Island.

ARTICLE IX - AMENDMENTS TO BY-LAWS

9.1 These By-Laws may be amended by a vote of two-thirds (2/3) of the members present and voting at the Annual Meeting of the Association. Such proposed changes shall be stated with reasonable particularity in the Call and Agenda for the Annual Meeting as to enable the Membership to have a basic understanding the substance of the proposed change.

Attest:

The foregoing By-Laws were circulated to the membership of the Association by regular mail and email on February 6, 2014 and were voted upon and approved by the Board of Directors of the Association on February 24, 2014 and by the membership of the Association at the Annual Meeting on April 7, 2014.

Rhode Island Raised Livestock Association

Martha Neale *April 7, 2014*

Secretary/ date: