

**BYLAWS**  
**of**  
**Nevada County Grown**  
**Revised February 2013**

A California Non-profit Public Benefit Corporation

**ARTICLE 1: NAME AND PURPOSE**

Section 1. Name. The name of this corporation is "Nevada County Grown."

Section 2. Purpose. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Non-profit Public Benefit Corporation Law for public and charitable purposes.

The specific purposes of this corporation are:

- (a) to promote and expand the "culture" of agriculture;
- (b) to assist Nevada County agricultural producers in marketing their products;
- (c) to educate the local community about the importance of supporting Nevada County agricultural producers.

**ARTICLE II. NON-PARTISAN ACTIVITIES**

This corporation had been formed under the California Non-Profit Public Benefit Corporation Law for the purposes described above, and shall not participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III. OFFICES**

The principal office of this corporation is located in Nevada County, California.

**ARTICLE IV. MEMBERSHIP**

Section 1. Categories of Membership. There shall be two categories of members of this corporation: non-voting and voting.

Section 2. Qualifications of Non-voting Members: Any person, organization, or business that agrees with the purpose and activities of Nevada County Grown and wishes to support Nevada County Grown financially through a membership fee to be determined by the Board of Directors.

Section 3. Qualifications of Voting Members:

- (a) Agricultural producers living and producing in Nevada County;
- (b) Who are selling their products commercially to the public;
- (c) Who are current with their dues.

Section 4. Rights and Benefits of Voting Members. Each voting membership shall be entitled to one vote. Each voting membership shall be included in the marketing efforts of Nevada County Grown.

Section 5. Annual Meeting of Voting Members. The annual meeting of the voting members of this corporation shall be held at such a time and place as shall be determined by a resolution of the Board of Directors. Written notice of the time and place of the meeting shall be mailed, e-mailed, or personally delivered to each member at least thirty (30) days before the date of the meeting.

Section 6. Special Meetings of Voting Members. Special meetings of the voting members of the corporation may be called at any time by a majority of the Board of Directors. Written notice of the time and place of the meeting shall be mailed, e-mailed, or personally delivered to each member at least thirty (30) days before the date of the meeting.

Section 7. Quorum. A majority of the voting members shall constitute a quorum for the transaction of business.

Section 8. Dues for Voting Members. In order to vote, and be included in marketing efforts undertaken by the corporation, voting members shall pay annual dues. The amount shall be determined by resolution of the Board of Directors. Dues shall be payable according to the schedule in Article VII.

Section 9. Non-Transferability of Membership. Neither membership in the corporation nor any right arising from membership may be transferred.

Section 10. Non-Liability of Membership. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

Section 11. Cause of Termination of Membership. A membership and all membership rights shall automatically terminate upon any of the following events:

- (a) The voluntary resignation of a member at any time, by written notice delivered to the Secretary of the corporation.
- (b) The death of a member or the dissolution of a corporate member;
- (c) Failure to pay annual dues by the due date established in Article VII.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers of Corporation to be Exercised by Board of Directors. All powers and activities of the corporation shall be exercised and managed directly by the Board of Directors or delegated under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. Except for the initial Board, the Board of Directors shall consist of seven members. Five shall be selected from the voting members of the

corporation, ie, agricultural producers, and two shall be selected from the non-voting members, ie, community-at-large representatives. All Directors shall be voting Directors.

Section 3. Removal of Directors. Any Director who is absent without an excuse acceptable to the Board for three (3) consecutive meetings, or more than one third of the total meetings in any given year, may be removed by a majority vote of the other Directors.

Section 4. Election and Term of Office. Directors shall be elected each year by the voting members of the corporation. At the election of the first Board of Directors, three of the Directors shall be elected for a term of one year, and four shall be elected for two years. Thereafter the terms for all Directors shall be two years.

No Director shall serve more than four consecutive years. After being off the Board for at least one year, a prior Director shall become eligible again for election.

Section 5. Duties. It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them, collectively or individually, by law, by the Articles of Incorporation, or by these bylaws;
- (b) Appoint, remove and fix the duties of the officers of the corporation;
- (c) Appoint and remove, employ and discharge, and (except as otherwise provided in these bylaws) prescribe the duties of, fix the compensation for, and supervise to assure the proper performance of, any Executive Director, who shall do the same for all hired agents and employees of the corporation;
- (d) Meet at such times and places as required by these bylaws; and
- (e) Register their addresses with the secretary of the corporation. Notices of meetings mailed or delivered by other means to the Directors at such addresses shall be valid notices thereof.

Section 6. Compensation. The Directors shall serve without compensation except that each Director may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of his or her duties as specified by these bylaws.

Section 7. Vacancies. A vacancy shall exist when the actual number of Directors is less than the authorized number for any reason. The Board shall fill vacancies for the unexpired portion of the term.

Section 8. Standard of Care. A Director shall perform duties, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinion, reports or statements, including financial statements and other financial data, in each case prepared by:

- (a) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional competence; or
- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligation as a Director.

Section 9. Investments. With respect to investments, the standard of care for a Director's performance of duties as a Director shall apply. Except when dealing with assets held or used directly in carrying out this corporation's charitable activities, the board shall avoid speculation, looking instead to the permanent disposition of funds, considering the probable income as well as the probable safety of this corporation's capital.

Section 10. Loans. This corporation shall not loan money or property to or guarantee the obligation of any Director or officer. The corporation may advance money to a Director or any officer for expenses reasonably anticipated to be incurred in performance of his or her duties.

Section 11. Self-Dealing Transactions. Except as provided in this section, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the Directors has a material financial interest.

The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interest of and is fair and reasonable to this corporation, and after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. The Board, in good faith, must make such determinations with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director(s).

Section 12. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 13. Directors' Meetings.

- (a) Meetings, Required Notice. A meeting of the Board of Directors shall be held at least four times a year. The President, Vice-President or any two Directors, shall call each meeting, by written notice delivered personally, mailed by first-class mail or e-mailed. Notices sent by first-class mail shall be deposited into a United States mailbox at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone or e-mail shall be delivered, telephoned, or e-mailed at least five (5) days before the time for the meeting. The notice shall state the time and place of the meeting.
- (b) Quorum. A majority of the Directors then in office shall constitute a quorum. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Director(s) provided that any action taken must be approved by at least a majority of the required quorum for such meeting.
- (c) Special Meetings. The President or any three Directors may call special meetings of the Board of Directors for any purpose at any time, following the notice requirements of Article 5, Section 13 (a) above.
- (d) Majority Action as Board Action. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation code prohibit the act or decision or require a greater vote than majority.
- (e) Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing or by e-mail to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Directors at a meeting.

Section 14. Committees of Directors.

- (a) Authority to Create Committees. The Board of Directors may, by resolution, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the Directors then in office.
- (b) Authority of Committees. Any and all actions and decisions of committees are subject to the oversight and approval of the entire Board.

ARTICLE VI. OFFICERS AND AGENTS.

Section 1. Number of Officers. The officers of this corporation shall be a President, a Vice- President, a Secretary, and a Treasurer.

Section 2. Election. The officers of this corporation shall be chosen annually by the Directors, and each shall serve at the pleasure of the Board.

Section 3. Removal. Any officer may be removed, with or without cause, by the Board of Directors at any meeting of the Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified in that notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties of the President. The President shall, subject to the control of the board of directors, supervise and direct the business and officers of the corporation. The President shall preside at all meetings of the Board of Directors, and shall be an ex-officio member of all committees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 6. Duties of the Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties from time to time as may be prescribed by the Board of Directors or the bylaws.

Section 7. Duties of the Secretary. The Secretary of the corporation shall:

- (a) Certify and keep or cause to be kept at the principal office of the corporation the original Articles of Incorporation, and the original or a copy of these bylaws and any bylaw amendments;
- (b) Keep or cause to be kept at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including the votes and actions taken;
- (c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (d) Be custodian of the records and, if applicable, of the seal of the corporation, and see that the seal is affixed to all duly executed documents,
- (e) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney upon request, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation;

(f) Perform all duties incident to the office of the secretary and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 8. Duties of the Treasurer. The Treasurer of the corporation shall:

(a) Have charge and custody of, and be responsible for, or cause to be deposited all funds and securities of the corporation, and shall deposit or cause to be deposited all such funds to the to the name of the corporation in such banks, trust companies, or other depositories as shall selected by the Board;

(b) Receive, and give receipt for, or cause to receive or give receipt for, moneys due and payable to the corporation from any source whatsoever;

(c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

(d) Keep and maintain, or cause to kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) Exhibit or cause to be exhibited at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, upon request.

(f) Render to the President and Directors, whenever requested, an account of any of all of his or her transactions as treasurer and of the financial condition of the corporation, including any transaction to which the corporation was a party in which any Director or officer of the corporation had a direct or indirect material financial interest; and the amount and circumstances of any indemnifications or advances paid during the previous fiscal year to any Director or officer.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(h) Perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Executive Director. At such time as an Executive Director shall be required, he or she shall be appointed by the Board of Directors and shall be subject to the direction of the Board of Directors.

## ARTICLE VII. ANNUAL SCHEDULE OF THE CORPORATION.

Section 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first first day of January and end on the last day of December in each year.

Section 2. Payment of Dues for Voting Members.

- (a) Dues for new voting members shall be payable upon admission.
- (b) Thereafter, dues for renewing voting members shall be payable by December 31 of each year.

Section 3. Election of Directors.

- (a) Members may nominate themselves as candidates for the Board of Directors by providing written notice and a brief statement as to their qualifications to the Secretary by September 30 each year.
- (b) The Secretary, or the Secretary's agent, shall send to each voting member the candidate's statements and a ballot by November 1 of each year.
- (c) Voting members must return their ballots to the Secretary by November 20 of each year.
- (d) The Secretary shall report the results of the election by November 30 of each year.
- (e) The new Board of Directors, consisting of the newly elected Directors and the carry-over Directors, will meet for the first time in January of the following year.

Section 4: Election of Officers. The Board of Directors will have their annual meeting in January of each year, at which time they will elect the officers according to the provisions of these bylaws.

ARTICLE VIII: BYLAWS:

Section 1. Adoption of Bylaws. These bylaws shall be adopted provisionally by unanimous consent of the initial Board of Directors, and they shall be adopted permanently by a majority vote of the voting members at the time of the first election of the Board of Directors.

Section 2. Amendment of Bylaws. Amendments to these bylaws may happen in either of the following ways:

- (a) The Board of Directors may provisionally adopt amendments during the year as needed. These provisional amendments must be approved by a two-thirds majority of the voting members casting ballots at the time of the next election of the Board in order to become permanent amendments.
- (B) Any voting member may propose an amendment which will be voted upon at the time of the next election of the Board of Directors. A two-thirds majority of the voting members casting ballots shall be required to adopt a bylaw amendment.

ARTICLE IX. MISCELLANEOUS PROVISIONS.

Section 1. Indemnification. To the extent that a person who is, or was, a Director, officer, employee, or other agent of this corporation, has been successful on the merits in defense of any civil, criminal, administrative, or investigate claim, issue, or proceeding by reason of the fact that he or she is, or was, an agent of the corporation, that person shall be indemnified against expenses actually and reasonably incurred in connection with such defense. Indemnification against expenses, judgments, fines, settlements and other



amounts reasonably incurred in connection with such proceedings that result in settlement or judgment against the corporate agent shall be provided by this corporation, but only to the extent allowed by, and in accordance with, the requirement of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of the corporation against any liability relating to the performance of their duties with respect to the corporation, other than for violating provisions of law relating to self-dealing (section 5233 of the California Nonprofit Public Corporation Law.)

Section 3. Execution of Instruments. The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize an officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Unless authorized, no officers, agents, or employee, shall have any power or authority to bind the corporation or to render it liable for any purpose or in any amount.

Section 4. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation, shall be signed by any two authorized Board members.

Section 5. Corporate Seal. The Board may adopt, use, and at will, alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **CERTIFICATE OF SECRETARY OF Nevada County Grown**

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws constitute the Bylaws of this corporation, as duly adopted by the Board of Directors on July 22, 2008.

Rita Coriell (aka Rita de Quercus), Secretary

These Bylaws were revised November, 2013, by unanimous vote of the Board of Directors to change the membership dues renewal date from September 30 to December 31, in keeping with actual practice.

Joan Clappier, President