



# Accredited Certifiers Association, Inc.

## Bylaws

Adopted April 20, 2006

Amended April 18, 2007

### Article I - Name, Location and Purpose

#### 1.01 Name and Location.

- a) This corporation shall be known as the Accredited Certifiers Association, Inc. (ACA).
- b) The ACA is a Vermont corporation with a registered office in the City of Richmond, Vermont.
- c) The corporation shall maintain its principal office of business at 472 Monkey Run Road, Port Crane, NY 13833
- d) The Board of Directors shall have full power to fix and change the location of the office of the corporation.
- e) The Board of Directors may establish branch or subordinate offices at any place or time.

#### 1.02 General Purposes

The purpose of the ACA is to provide a forum for USDA-accredited certifiers to:

- Develop uniform criteria for certifying operations under the National Organic Program
- Provide training opportunities to accredited certifying agencies in order to improve the implementation of the National Organic Program
- Provide a forum for discussing issues impacting organic certification
- Develop strategies for reform of regulations affecting organic certification
- To facilitate communication and sharing of information among organic certification agencies.

#### 1.03 Non-profit Purposes

- a) This corporation is organized for purposes of public benefit as specified in Section 501(c)(3) of the U.S. Internal Revenue Code, and shall adhere to the requirements of that Section.
- b) This corporation is not organized for the pecuniary profit of its directors, officers or employees. It shall not issue stock nor declare nor distribute dividends, and no part of its net income shall inure, directly or indirectly, to the benefit of any director, officer or employee.
- c) No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
- d) Any public policy education of lawmakers must comply with Section 501(h) of the Internal Revenue Code.
- e) This corporation shall not participate or intervene in any campaign on behalf of, or in opposition to, any political party or candidate for public office.

## **Article II – Membership**

### **2.01 Membership Categories**

The ACA recognizes two categories of members, certification agency members and supporting members. Certification agency membership is open to all USDA accredited certification agencies, contingent upon payment of dues as established by the Directors. ACA will not deny membership to, or otherwise discriminate against any USDA accredited certifying agency. Supporting membership is open to the general public.

### **2.02 Membership Meetings**

An annual membership meeting shall be held at least once in each calendar year. The date, time and place will be determined by the Board of Directors and the membership will be notified of the annual meeting at least 60 days prior to the date. Special meetings may be held at other times at the discretion of the Board of Directors. Members will be notified of the date, time and place at least 30 days in advance.

### **2.03 Voting**

Certification agency members are entitled to one vote each. Voting by written proxy is permitted. Unless otherwise specified by these bylaws, all questions will be decided by a simple majority of votes cast. Supporting members are non-voting members.

### **2.04 Quorum**

A quorum shall consist of 10 percent of the voting membership for the transaction of business.

## **Article III Board of Directors**

### **3.01 Number and Terms**

- a) The corporation shall have no fewer than five (5) and no more than nine directors, and collectively they shall be known as the Board of Directors.
- b) Directors shall serve two-year terms.
- c) Directors shall serve no more than three consecutive terms.
- d) Terms of directors will be staggered. The Board of Directors shall determine the order of staggering terms.

### **3.02 Qualifications and Selection**

- a) Directors shall be of the age of majority for the State of Vermont.
- b) Directors shall be affiliated with and represent member USDA accredited certifying agencies.
- c) The Board of Directors may fill designated seats made vacant by death, resignation or removal by majority vote on an interim basis.
- d) The Executive Director of the Accredited Certifiers Association shall be an ex-officio member of the ACA Board of Directors and can be present at all meetings.

### **3.03 Powers and Duties**

- a) Subject to the provisions of the laws of the State of Vermont and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- b) It shall be the duty of the Directors to:
  - 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
  - 2) Perform any and all duties in a manner that promotes the general health and welfare of the organization.
  - 3) Oversee and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the Executive Director, and, if any, of all officers and committee members of the corporation;
  - 4) Meet at such times and places as required by these Bylaws;
  - 5) Create, or cause to be created, and approve the annual budget for the ACA, and see to its implementation and modification, as appropriate;
  - 6) Adopt, make, use and at will alter the ACA corporate seal and trademarked logo.

### **3.04 Board of Directors Meetings**

- a) The Board of Directors shall meet at least once annually.
- b) Meetings of the Board of Directors may be called for any purpose and at any time by the Chair, or by twenty percent (20%) but not fewer than two (2) Directors. Meetings, other than the annual meeting, may be held in-person or by telephone conference call (teleconference).
- c) At least one week's prior notice shall be given to each Director of a meeting of the Board. Such notice may be oral or written, may be given personally, by first-class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- d) Whenever any notice of a meeting is required to be given to any Director under provisions of the Articles of Incorporation, these Bylaws, or the law of the State of Vermont, a written waiver of notice signed by the Director, whether before or after the meeting, shall be equivalent to the giving of such notice.
- e) Directors may delegate their powers to another Board member by a signed proxy. A member may hold only one proxy.
- f) The annual meeting, and all in person meetings shall be open to the public. The Board, at its discretion, may elect to have closed sessions at the annual meeting, but must disclose the general nature of those sessions to the public.

### **3.05 Quorum**

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business at a properly called meeting. If at any time during a Board meeting, Directors withdraw leaving less than a quorum, the remaining Directors may take action.

### **3.06 Decision Making**

- a) A simple majority vote of those Directors present at any Board meeting, in person or by proxy, shall be required for action, unless otherwise specified in these Bylaws.
- b) This provision is subject to section 3.05 defining a quorum and the number of votes required in the absence of a quorum.

### **3.07 Conduct of Meetings**

- a) Meetings shall be presided over by the Chair. In the event that the Chair is either absent or excused for conflict of interest, the meeting shall be presided over by the Vice Chair.
- b) If both the Chair and Vice Chair are absent or excused, the Board shall, by majority vote, designate a meeting Chair.
- c) Unless provided otherwise in these Bylaws, procedure at all meetings shall be governed by Robert's *Rules of Order*.

### **3.08 Compensation**

Directors shall serve without compensation except for a reasonable fee that may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **3.09 Non-liability, Indemnification and Insurance**

- a) The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- b) The Directors and Officers shall be indemnified by the corporation to the fullest extent permissible under the law.
- c) Except as may be otherwise provided by law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer or employee) against liabilities asserted against or incurred by the agent acting in their capacity or arising from their status with the corporation, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### **3.10 Censure or Removal**

- a) Any Director, Officer or other person appointed by the Board for whatever function may be censured or relieved of their duties for any of the following:
  - 1) Failure to perform duties of office as defined in Bylaws or job descriptions;
  - 2) Failure to disclose or recuse one's self in cases of conflict of interest;
  - 3) Repeated interference with staff performance of duties.
- b) The procedures for censure or removal shall be implemented only after all other options have been exhausted and are outlined as follows:
  - 1) Any Board Member or Officer may initiate such action by placing the item on the agenda of a regular Board Meeting.
  - 2) Approval for such action must be obtained by a two-thirds (2/3) vote of Directors, so long as a quorum is present.
  - 3) The person to be censured or removed must be notified in writing of the action to be

taken and reasons for the action at least ten (10) days prior to said Board action.

- 4) Decisions of the Board shall be final. Any vacancy created by such removal will be filled for the remainder of the term in accordance with section 3.02 of these Bylaws. Removal from an office or other Board-appointed position does not mean removal from the Board. Such removal shall require separate action.

### **3.11 Action by Unanimous Written Consent Without Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined under Vermont Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority. For the purposes of this section, "in writing" or "written" shall include email.

## **Article IV Officers**

### **4.01 Designation and Election of Officers**

- a) The Officers of the corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Board may designate other Officers.
- b) Officers shall be elected at the annual meeting by majority vote of the Board of Directors. The Board may vote to elect Officers at any time and each Officer shall hold office for one year or until he or she resigns or is removed or otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **4.02 Duties of the Chair**

It shall be the duty of the Chair, or in his or her absence or inability to act, the Vice Chair, to:

- a) Perform all duties incident to his or her office and such other duties as may be required by law, by these Bylaws or which may be prescribed from time to time by the Board of Directors;
- b) Preside at meetings of the Board of Directors and the Executive Committee;
- c) Serve as Chairman of the Board and as ex officio member of all standing committees;
- d) Present regular written reports on actions since the last meeting to the Board of Directors and Executive Committee;
- e) Represent or assign the representative of the corporation in state, national and international forums unless such representation has already been delegated by the Board of Directors;
- f) Provide leadership, guide the corporation and communicate regularly with officers, committees and staff. This oversight shall include all of the activities of the staff, implementation of budget, policy, and programs as established by the Board, travel, and presenting annual written evaluations of the Executive Director to the Board of Directors.

#### **4.03 Duties of the Vice Chair**

- a) In the absence of the Chair, at the discretion of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.
- b) The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Bylaws, or as may be prescribed by the Board of Directors.

#### **4.04 Duties of the Secretary**

The Secretary shall:

- a) Attend the meetings of the Board of Directors and the Executive Committee and be responsible for the minutes of those meetings.
- b) See that all notices and ballots are duly given in accordance with the provisions of these Bylaws or as required by law.
- c) Ensure custody of the records and the seal of the corporation.
- d) Review and ensure that the Bylaws are maintained and that all amendments to the Bylaws are duly recorded.
- e) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

#### **4.05 Duties of the Treasurer**

The Treasurer shall be responsible for undertaking such financial, accounting and control duties as are assigned by the Board of Directors. The Treasurer shall also:

- a) Keep and maintain or cause to keep and maintain adequate and correct accounts of the corporation's transactions, which shall be exhibited at reasonable times to any Director or Officer.
- b) Oversee the financial statements to be included in any required reports.
- c) In conjunction with staff and members of the Finance Committee, prepare an annual budget approval by the Board of Directors.
- d) Serve as chair of the Finance Committee.
- e) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws or which may be assigned to the treasurer from time to time by the Board of Directors.

### **Article V Committees**

#### **5.01 Authorization and Conduct**

- a) The Board of Directors may designate and appoint committees to advise and to manage the business of the corporation between the meetings of the Board.
- b) The Board appoints the members of each committee and each member serves as an individual at the pleasure of the Board.
- c) The Board may at any time revoke or modify any or all of the authority delegated to committees and shall arbitrate any disputes which may arise.
- d) No committee shall have the authority to amend, alter, or repeal the Bylaws or to substantially alter the policies or procedures of the corporation.

- e) No person shall be Chairperson of more than one standing committee at a time.
- f) All committees shall keep regular minutes of its proceedings, have them filed with the corporate records, and report them to the Board upon request.
- g) The Chairperson of each committee shall submit a budget for committee activities to the Treasurer when necessary.
- h) With the exception of the Executive Committee, committees may be composed of individuals who are not on the Board.
- i) Meetings shall be presided over by the Chair. In the event that the Chair is absent the meeting shall be presided over by the Vice Chair.
- i) If both the Chair and Vice Chair are absent or excused, the Board shall, by majority vote, designate a meeting Chair.
- j) Unless provided otherwise in these Bylaws, procedure at all meetings shall be governed by Robert's *Rules of Order*.

### **5.02 Executive Committee**

- a) The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of no fewer than three (3) Directors.
- b) A quorum shall consist of the majority of the authorized number of Executive Committee members, but not fewer than three (3) members.
- c) The Chair of the ACA Board shall be chair of the Executive Committee.
- d) The Executive Committee will establish a regular meeting schedule and inform the Board. Special meetings may be called with reasonable notice.
- e) The Board may delegate to the executive committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, with the following exceptions:
  - 1) Selection of Board members;
  - 2) Election of Officers;
  - 3) Amendment or repeal of the Bylaws, or approval of new Bylaws;
  - 4) Any action that requires approval by the full Board by provisions of law.
- f) By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board.
- g) The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **5.03 Finance Committee**

- a) The Treasurer of the ACA Inc. shall serve as chair of the Finance Committee.
- b) The Treasurer, with the advice and consent of the Board, may appoint up to three individuals to the Finance Committee to assist the Treasurer and the Board with the following:
  - 1) Monitor the financial status of the corporation and its budget, and the overall compliance with the budget and financial policies set by the Board;
  - 2) Report regularly to the Board of Directors and the Executive Committee regarding the financial condition of the organization.

- 3) Consult with the ACA staff to engage in short and long range planning for the finances of the corporation.
- 4) Propose subscription rates, fee structures and other financial policies to the Board of Directors.
- 5) Assist the ACA staff in seeking donations, grants, contributions and contracts.

#### **5.04 Ad Hoc Committees**

- a) The Board of Directors may designate additional committees to act as directed by the Board to carry out specific policies or programs related to a stated purpose or area of concern.
- b) Either the Chair or the Board of Directors may appoint the chairs and members of such ad hoc committees.

### **Article VI Corporate Records, Reports and Seal**

#### **6.01 Minutes, Books of Account**

The corporation shall keep adequate and correct books and records of accounts and shall keep minutes of Board of Directors and committee meetings at the office of the ACA. The minutes must be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

#### **6.02 Maintenance and Inspection of Bylaws**

The ACA shall keep at the principal office the original or a copy of these Bylaws, as amended to date, which shall be open to inspection by the public at all reasonable times during office hours.

#### **6.03 Inspection by Directors**

Each Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

#### **6.04 Annual Statement of General Information**

The corporation shall, on an annual basis, file with the Secretary of the State of Vermont all and any information required by General Corporation Law for the State of Vermont on the prescribed form.

#### **6.05 Fiscal Year**

The fiscal year of this corporation shall be the calendar year.

#### **6.06 Corporate Seal and Logo**

- a) The corporation may transact any and all business without the need for a corporate seal, except as required by law.
- b) The Board of Directors may adopt, use, and alter at will 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.

## **Article - VII Amendments to these Bylaws**

### **7.01 Procedure for Amendments**

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted as follows:

- a) Changes to the Bylaws may be initiated by any member of the Board.
- b) The Board shall have the power and duty to alter, amend or repeal the Bylaws as determined by either unanimous written consent or a vote of two-thirds (2/3) of the Directors with a quorum present at a properly called meeting. Bylaws must be ratified at the subsequent Board meeting.

### **Article VIII Dissolution**

Dissolution will occur upon a 2/3 vote of the membership at a meeting. Upon dissolution, the organization's assets remaining after payment (or provision for payment) of all liabilities of the corporation will be distributed exclusively for the purposes of benefiting the organic certification community through training, education or other exempt purpose as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.