

Bylaws of Common Threads Farm

Article 1 - Name and Legal Organization

Section 1.1 Name

The name of this organization shall be Common Threads Farm (also known as "Common Threads").

Section 1.2 Legal Organization

Common Threads Farm is a Washington State non-profit charitable corporation organized under the Washington Non-Profit Corporation Act, RCW Chapter 24.03 and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

Article 2 - Purpose, Powers and Governing Instruments

Section 2.1 Purpose, Mission and Objectives

The purpose of Common Threads Farm, as set forth in the Articles of Incorporation, is exclusively charitable, within the meaning of the RCW Chapter 24.03 and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The mission of Common Threads Farm is to connect young people with healthy food through hands on, seed-to-table educational programs. To further its mission, Common Threads' specific objectives are to:

- Be a leader in the development and long-term success of school gardens in Whatcom County.
- Provide seed-to-table education programs for youth and families.
- Enhance food competency by helping the community know how to grow and prepare healthful, delicious food.
- Enhance food literacy by encouraging the community to understand how each of our daily food choices impacts the health of our bodies, our communities, and our environment.
- Enhance food justice by working to ensure that there is enough healthful, culturally appropriate food accessible to all.
- Empower young people through an explicit focus on personal development and teamwork in all of our gardening and cooking based programming.

The Board of Directors may identify additional specific objectives from time to time to further Common Threads Farm's mission.

Section 2.2 Powers of the Corporation

Common Threads Farm shall have the same powers as an individual person to do any lawful act which may be necessary or convenient to carry out its charitable purpose.

Section 2.3 Governing Instruments

Common Threads Farm shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.4 Limitations on Activities

Notwithstanding any other provision of these Bylaws, Common Threads Farm shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3 – Offices

The principal office of the corporation is located in Bellingham, in Whatcom County, State of Washington.

Article 4 – Board of Directors

Section 4.1 General Powers:

The business and affairs of Common Threads Farm shall be governed by the Board, except as otherwise provided by statute, the articles of incorporation, or these bylaws. The board shall have general supervision of the affairs of Common Threads Farm, shall appoint an Executive Director and other agents deemed necessary, shall make recommendations to the organization, and shall perform other duties as may be appropriate.

Section 4.2 Number, tenure, and qualifications

The board shall consist of no fewer than three nor more than twelve voting "seats". Each seat may be occupied singly by an adult board member or occupied jointly by one adult and one youth board member. Each seat, whether singly or jointly occupied, has one vote which, in the case of jointly occupied seats, may only be cast once consensus between the two occupants has been reached on how a vote should be cast on the issue under consideration. Each adult occupies a seat for a two-year term. Each board member shall take office immediately upon his or her acceptance of a board seat and shall hold office for his or her term of office and

thereafter until his or her successor has been elected and qualified or until his or her earlier death, resignation, or removal. The Executive Director shall be an ex-officio member of the Board. The terms of service for youth board members will be more flexible, and contingent upon the particular interests and availability of prospective youth members.

Section 4.3 Nomination and Election to Board of Directors

Any board member may nominate new members. The board will strive to maintain a diversity of talent and experience (including those experiences inherent in gender, race, ethnicity, religion, sexual orientation, age, physical ability, and nationality). The election of new Directors shall be held twice yearly in December and June, or on an as needed basis.

Section 4.4 Removal

Any Director may be removed by the Board by majority vote whenever, in the Board's judgment, the best interests of Common Threads Farm shall be served thereby.

Section 4.5 Vacancies

Any Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein. Unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective. Any vacancy on the Board may be filled by consensus of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.6 Meetings

The Board meets monthly, or more often as needed. Meetings of the Board may be called at the request of the President or any two Directors. Meetings may take place at any place in Whatcom County, Washington, or by consensus of the members, any place outside of Whatcom County.

Section 4.7 Notice

Notice of each meeting of the Board stating the place, day, and hour of the meeting shall be given to each Director at least two days in advance by personal delivery of verbal or written notice, or by telephone, facsimile, or email notice. If faxed or emailed, such notices shall be deemed to be given when they are successfully transmitted. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting unless otherwise required by statute.

Section 4.8 Quorum and Decision-Making

A majority of Directors shall constitute a quorum and must be present for the transaction of business at any Board meeting. Board decisions are made by consensus.

Section 4.5.1 Definition of Consensus

Decision making approach will be by consensus. Consensus means that all parties involved in decision making share a sense that they have reached a common resolution. Consensus agreements are those that all participants in the decision-making process "are willing to live with" or "have no opposition." Every member in attendance will be given an opportunity to voice his or her decision.

Consensus is reached when the participants agree on a package of provisions that address the entire range of issues. It is essential that each participant support the overall agreement. The participants may not agree with all aspects of an agreement, but they do not disagree enough to warrant their opposition to the overall package. Each participant agrees to be committed to the process and to participate in good faith. Acting in good faith means remaining honest throughout the process and contributing to the development of an outcome that accommodates the interests of all.

If, having negotiated in good faith, the participants find that they can reach agreement on a significant majority of the issues, but cannot agree on a limited number of issues, they may "agree to disagree" on those issues. They should describe clearly the areas of disagreements. They may indicate that further investigation is necessary on one or more of the unsettled issues. They may suggest that one or more of the unsettled issues be referred to some other decision-making process.

With respect to the issues on which a member withholds agreement, that member is responsible for explaining how his/her interests are adversely affected or how the proposed agreement fails to meet his/her interests. The member withholding agreement must propose alternatives and other members must consider how all interests may be met.

Section 4.8.2 Alternatives to Consensus

If full consensus is not reached all members will address dissenting voices by fully exploring the issues and interests they have raised that directly relate to the decision. If consensus cannot be reached, the President will call a special meeting prior to the next scheduled meeting or will table the decision until the next meeting. If, at the next special or scheduled meeting, consensus cannot be reached, the group will recognize simple majority vote. Dissenting opinions will be recorded and included in the meeting summary.

Section 4.9 Compensation

Directors shall not receive compensation for their services as such. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of Common Threads Farm in any other capacity.

Section 4.10 Meetings by telephone

Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.11 Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a consensus based decision of the Directors or committee members.

Article 5 – Officers

Section 5.1 Number and qualifications

The officers of Common Threads Farm shall be a President, a Vice President, a Secretary, and a Treasurer. No person may simultaneously hold the offices of President and Secretary.

Section 5.2 Nomination, Election, and Term of Office

Any member of the Board may be nominated by him or herself or any other Board member to serve as an officer of the Board. Officers are elected to the board by a majority vote and serve a two-year term.

Section 5.3 Removal

Any officer may be removed by a consensus decision by the Board whenever in its judgment the best interests of Common Threads Farm shall be served thereby.

Section 5.4 Vacancies

Any officer may resign at any time by giving written notice to the President or to the Board. An officer's resignation shall take effect at the time specified in such notice. The acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board for the remaining portion of the term.

Section 5.5 Authority and Duties of Officers

President

The Board President is charged with the responsibility for overseeing the work of the Board as the principal elected officer.

Duties and Responsibilities:

- Chair meetings of the Board and Executive Committee
- Serve as ex-officio ("by virtue of office") member of all committees
- Work with the Executive Director to see that all directives of the Board are carried out
- Oversee and ensure adequate support for the work of Board officers and committees of the Board
- Call special meetings of the Board as the need arises
- Facilitate the Board's decision-making process
- Be available to respond to situations requiring the immediate attention of the Board
- Maintain strong and close working relationships with the Executive Director and Board officers
- Work with the Executive Director to prepare the agenda for Board Meetings
- Act as official spokesperson for the Board, when asked by the Executive Director and the Board
- Oversee the search for a new Executive Director when the need arises
- Lead the Executive Director's annual performance evaluation
- Foster a sense of team spirit on the Board
- Perform all other functions required by the office of the President

Vice President

The Vice President is charged with the responsibility for maintaining leadership continuity by performing the duties of the Board President in his or her absence. Duties and Responsibilities:

- Serve as a member of the Executive Committee
- Know the Board President's duties
- Be prepared to perform the Board President's duties when called to do so
- Work closely as a consultant and advisor to the Board President
- Maintain a strong working relationship with the Executive Director and Board President
- Carry out special assignments from the Board President
- Perform all other functions required by the office of the Vice President

Secretary

The Board Secretary is charged with the responsibility for maintaining all Board records and ensuring their accuracy and security.

Duties and Responsibilities:

- Assume the duties of President in the absence of the Board President and Vice President
- Serve as a member of the Executive Committee
- Ensure that all Board members are notified of the time and date of Board meetings
- Take minutes of the Board meetings with accuracy
- Present minutes for approval
- Ensure that there is a current register of Board members' addresses and phone numbers
- When necessary, obtain information from records and minutes to help Board members in the decision-making process
- Ensure that records, documents, and policies of the Board are kept in a safe and organized manner
- Ensure that Board members are supplied with a current Board manual
- Perform all other functions required by the office of the Secretary

Treasurer

The Board Treasurer is charged with the responsibility for ensuring the fiscal integrity of the organization by providing oversight of its financial activities and ensuring the accuracy of all financial records.

Duties and Responsibilities:

- Serve as a member of the Executive Committee
- Serve on the Finance Committee
- Ensure that full and accurate financial data is submitted at least quarterly to the Board
- Ensure that a quarterly financial review is performed, and that all Board members get their questions answered during the review
- Work with the Finance Committee and CTF Staff to ensure that the Board's financial policies and procedures are being followed
- Complete an annual review and/or update of CTF financial policies and procedures
- Review with the Director the preparation of the organization's annual budget prior to submission to the Finance Committee and the Board
- Understand and facilitate other Board member's understanding of the financial health of the organization
- Perform all other functions required by the office of the Treasurer

Article 6 – Executive Director and Other Employees

The Board may appoint agents as deemed appropriate including, but not limited to, Executive Director. The Executive Director shall be accountable to the Board and will be compensated at a

rate to be determined by the Board. Additional employees of Common Threads will be under the direct or indirect supervision of the Executive Director.

Article 7 – Committees

Section 7.1

The board shall create those committees that it deems most appropriate, and shall revisit committees on an as needed basis, at least annually. These committees will be reflected in an attached Schedule 7.1.

In general, Board Committees will cover tasks in the following areas:

- **Executive**
- **Finance and Audit**
- **Infrastructure (Governance and Recruitment)**
- **Fundraising (Development)**

Article 8 – Indemnification

In the course of their service to Common Threads, Board Members, employees, and other representatives may be asked to take certain actions or perform certain duties on behalf of Common Threads rather than in their individual capacity. If a claim is brought against someone on the basis of actions he or she took on behalf of Common Threads, it will be Common Threads' responsibility to indemnify (or defend) the individual from the claim, and Common Threads has a right of subrogation against the indemnified party (i.e., a right to pursue a claim on that person's behalf), all subject to the following terms and conditions:

Any person who, in good faith, lawfully, and with the authority of Common Threads, acts on behalf of Common Threads, shall be fully indemnified by Common Threads for any loss, cost or expense incurred as a result of such acts. The Board may purchase and maintain liability insurance in such amounts as the Board may deem appropriate, on behalf of Common Threads and/or any person indemnified hereunder.

Common Threads shall have the right to impose, as conditions to any indemnification provided or permitted by this Article, such reasonable requirements and conditions as it deems appropriate, including but not limited to any one or more of the following: 1) any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel mutually agreeable to the person to be indemnified and to Common Threads; 2) Common Threads shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding against the person to be indemnified; and 3)

Common Threads shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to Common Threads.

Article 9- Miscellaneous Provisions

Section 9.1 Financial Contributions

Common Threads Board shall be a 100% giving board, in that each Director shall contribute to the organization in an amount that is personally significant. This transaction may be made by a monthly installment or in an annual donation.

Section 9.2 Account Books, Minutes, etc.

Common Threads shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board. All books and records of Common Threads may be inspected by or on behalf of any Director for any proper purpose at any reasonable time. Financial policies shall be kept up to date, and available for review at any reasonable time.

The board secretary shall be responsible for maintaining records of the board proceedings. The board treasurer shall be responsible for maintaining financial records. Records shall be retained for at least five years and then archived in a suitable manner, either in hardcopy or electronically.

Section 9.3 Fiscal Year

Common Threads' fiscal year shall be the calendar year.

Section 9.4 Conflict of Interest

If any person who is a Director of Common Threads is aware that Common Threads is about to enter into any business transaction directly or indirectly with such person, any member of the person's family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a Director, officer, shareholder or employee, such person shall 1) immediately inform those charged with approving the transaction on behalf of Common Threads of his or her interest or position, 2) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bears on the advisability of such transaction from the standpoint of Common Threads, and 3) not participate in any vote on the decision to enter into such transaction.

The Secretary shall document the relevant circumstances of any board decision in which a conflict of interest is present in the meeting minutes.

Section 9.5 Amendments

The power to alter, amend, or repeal these Bylaws and adopt new Bylaws shall be vested in the Board. The substance of proposed amendments shall be presented at any regular or special meeting of the Board. A notice shall accompany the proposed amendments indicating the time, date, and place of the regular or special meeting at which the proposed amendments will be discussed. A quorum and consensus of those present will allow for the amendments to be enacted.

Section 9.6 Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in event these bylaws shall be construed in all respects as if the invalid provision were omitted.

Section 9.7 Dissolution

In the event of the dissolution of Common Threads Farm, its assets shall be transferred to another 501(c)3 entity having the same or similar purposes.

Section 9.8 Non-discrimination

Common Threads Farm does not discriminate on the basis of race, ethnicity, religion, gender, age, ability level, sexual identity or sexual orientation. We view diversity as an asset rather than a liability and actively seek to cultivate an environment of tolerance and inclusion.

*Last reviewed 3/28/19 - Approved,
Gail G Knops by BOD
President signed 4/25/19*