

Association of Gleaning Organizations By-Laws

Article I – Name and Purpose

Section 1. Name: The name of the corporation shall be the Association of Gleaning Organizations (AGO).

Section 2. Purpose: AGO is an organization that builds the capacity of organizations recovering fresh fruits and vegetables from farms, gardens, and backyards across North America for the purpose of engaging communities to harvest surplus produce to provide vulnerable populations with increased access to wholesome foods.

The Corporation is organized exclusively for such purposes that are allowable under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose.

Article II: Members

Any ad hoc, grassroots, or incorporated group that gleans and pays an annual membership fee may become a member of AGO.

Article III- Membership Meetings

Section 1. Annual Meeting. The annual meeting of AGO shall be held once per calendar year, the exact date to be designated by the board at least ninety days before. The purpose of the meeting shall be to provide an open forum for the membership to discuss issues of importance to the corporation, to vote on proposed by-law changes, to elect members to the Board of Directors, and to transact any other business deemed necessary.

Section 2. Special Meetings. Special meetings of the members of AGO may be called at any time by order of the board, and shall be called at any time upon written request of at least ten percent of the members. The request shall state the time, place and object of the meeting.

Section 3. Notice of Meetings. Written or printed notice of every regular and special meeting of members shall be mailed or emailed to each member not less than fourteen days before such meetings. Such notice shall state the object, time and place of meeting.

Section 4. Voting. Each member entity shall be entitled to only one vote upon each matter submitted to the members. All questions shall be decided by a simple majority. Voting may take place either electronically or via a paper ballot of those attending a meeting. It is up to each member entity to determine who submits its vote.

Article IV - Directors

Section 1. Number and Qualifications of Directors. AGO will establish a founding board of three (3) individuals who will establish staggered terms upon the recruitment of two (2) additional members. At that time, the corporation shall have not less than five (5) and not more than nine (9) directors. All board members must belong to AGO member entities.

Section 2. General Powers. The board shall direct the business and affairs of the corporation and shall exercise all of the powers of the corporation except such as are by law in the articles of incorporation, or by these by-laws conferred upon or reserved to the members. The board shall adopt such policies, rules, and regulations not inconsistent with law, the articles of incorporation, or these by-laws, as it may deem advisable, including approval of the budget, fiscal oversight, assuring that the programs and policies of the association are consistent with the mission, and ensuring fair and equitable conditions of employment.

Section 3. Nominations. Board prospects may self-nominate or be nominated by any member to fill a vacancy on the board by sending the name, resume, and statement of interest to the nominating committee in advance of the annual meeting. A member(s) of the nominating committee may interview the candidate(s) and will forward a slate to be voted on at the annual meeting. The AGO board will forward nominees for election in accordance with AGO election policies and procedures.

Section 4. Election of Directors. The election to choose the directors shall be held by a vote of the members via electronic voting. Those members who do not have access to electronic voting may vote with a paper ballot. Members are selected via a yes no vote. Members must get a majority of votes to serve. The directors shall be elected to 2 year terms, for a maximum of 6 years. After a one-year break, a director may be re-elected to another term. Refer to AGO election policies and procedures for additional details.

Section 5. Vacancies. Filled on cycle unless the number of directors falls below five (5). If the number of directors falls below five (5), the board shall establish a temporary nominating committee to recruit and screen nominees to complete the term associated with that vacancy and send a slate to the membership for a vote within two (2) months of the vacancy occurring. This will not count against the 6 year maximum.

Section 6. Board Meetings. Board meetings shall be held regularly, at least 4 times a year, with more frequent meetings as deemed necessary by the board. An annual schedule of meetings shall be established and shall be open to all members of the Association. In decision-making, the board shall strive to achieve consensus among all board members present, and shall only take a majority vote among board members when the process to attain consensus has failed, providing a quorum is present.

Section 7. Notice of Board Meetings. Written notice of each meeting of the board shall be given to each director not less than seven days prior to the time of the meeting.

Section 8. Special Meetings. A special meeting of the board shall be held whenever called by the Chair or by a majority of the directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, fax, or email, signed by the person or persons making the same or sent from the organizational emails of the person or persons making the same, addressed and delivered to the Secretary, and shall state the time and place of such meeting.

Section 9. Quorum. A majority of the directors then in office shall constitute a quorum at any meeting of the board.

Section 10. Removal of Directors. Any or all of the directors may be removed for cause by action of the board. Directors may be removed due to non fulfillment of duties required by board, misconduct, theft and misrepresentation of our corporation all by majority vote of the board members.

Any member of the board who misses two consecutive meetings without notifying the Secretary beforehand of good cause for his or her absence, shall be considered unable or unwilling to fulfill the obligations and duties of a member of the board of the corporation. Thereupon, that person shall be removed from the board of directors and notified of his or her removal by the Secretary.

Section 11. Committees The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees. Each committee shall have a charter stating its purpose and responsibilities. An executive committee shall consist of three or more directors. Other committees shall have at least one director and may include AGO staff and individuals from AGO member organizations as determined by the committee charter. Each such committee shall serve at the pleasure of the board.

Article V - Officers

The Board will elect officers according to the requirements of state law and as necessary for the effective conduct of the Board of Directors. At a minimum there shall be a Chair and a Secretary; these positions must be held by different people. In addition, the Board may elect one or more vice presidents and a treasurer and such other officers as the Board of Directors may from time to time designate and appoint.

Article VI - Amendment of By-Laws

Section I. Procedure. The by-laws may be amended by submitting proposed changes to a regular or special meeting of the membership. Proposed amendments must be approved either by a quorum of the board, as defined in Article IV, Section 9, or by petition of ten percent of the members. Changes to the by-laws must be sent to all members in advance of the annual meeting and will be voted on at the annual meeting, by paper or electronic ballot. A simple majority of those present at the meeting can conduct the business of the association.