

**By-Laws**  
**Adirondack Harvest Inc.**  
**Adopted April 13, 2005**  
**Amended Nov 16, 2006**  
**Amended Jan 15, 2009**

**Article I - Purpose**

We envision a picturesque and productive working landscape connecting local farmers to their communities and regional markets. Our goals are

- to increase opportunities for profitable sustainable production and sale of high quality food and agricultural products, and
- to expand consumer choices for locally produced healthy food.

This mission ensures the future preservation and growth of our open farmland while providing a diversity of healthy food products for consumers.

We will 1) maintain the database, web site, and organizational support 2) sponsor projects; 3) oversee and assist the activities of the Chapters, and 4) oversee the use of the name “Adirondack Harvest” and the use of the “logos” in accordance with the purposes above.



**Article II – Offices**

The offices of the Adirondack Harvest Inc. shall be in the town of Westport, County of Essex, and State of New York.

**Article III – Membership**

Members join by submitting a membership form, agreeing to operate under the guidelines, and they may make a donation.

1. Classes of members

- a. Farmers, producers and processors - Includes producers/harvesters of agricultural, horticultural, and forestry products, and/or processing of products harvested inside Adirondack Park Blue line or in any part of Clinton, Franklin, Lewis, Jefferson, Lewis, St. Lawrence or Warren Counties. Others may petition the Adirondack Harvest Inc. Board of Directors for designation on an individual basis. Eligible producers harvest a product or provide an agritourism experience inside this

region and eligible processors utilize products harvested from the region. Either may sell other products as well, but shall differentiate which are made from products harvested within the Adirondack Region.

- b. Restaurant and stores – Includes restaurants and retail stores, inside Adirondack Park Blue line or in any part of Clinton, Franklin, Jefferson, Lewis, St. Lawrence or Warren Counties or that obtain an Adirondack Harvest designation from the Adirondack Harvest Inc. Board of Directors, and they utilize and/or sell products of Adirondack Harvest farmers, producers or processors
- c. Friends– are citizens who support the purposes of the Adirondack Harvest Inc., and who have made a donation to the organization to demonstrate their support.
- d. “Accepted” members are those who have completed an application form, who meet a category above, and who are in good standing by following the respective guidelines for each classification.

## 2. Membership Meetings

- a. Annual Meetings - An annual membership meeting will be held to review the purposes and bylaws, the annual report of activities, the finances, dues, and to elect at-large Board representatives. A quorum consists of at least 10 members. A notice shall be sent to the membership at least two weeks prior to the meeting.
- b. Special Membership Meetings – may be called by the Board of Directors for special purposes. A notice shall be sent to the membership at least 2 weeks prior to the meeting and the purpose, location and time shall be included.
- c. All accepted members may vote at the membership meetings.

## 3. Chapter Meetings

- a. The geographic area will be divided into chapters so that membership can meet easily to discuss local projects, and to hear from and provide feedback to the Adirondack Harvest Inc. Board of Directors through their elected representative board member. The regions shall be Clinton County, Essex County, Franklin County, Jefferson County, Lewis County (includes Oneida), St. Lawrence County, and Southern Adirondack (includes Fulton, Hamilton, Saratoga, Warren, Washington, and Herkimer Counties). However, the chapters can be changed by a Board of Directors vote or at the annual membership meeting.
- b. Voting members at a chapter meeting shall be accepted members of the Adirondack Harvest. All accepted members may attend and vote at chapter meetings.
- c. The members of a chapter shall annually elect a representative to serve on the Adirondack Harvest Board of Directors. This person shall represent the chapter’s interest at board meetings, and is responsible to provide communication within their region. The

representatives may attend the Board of Director's meetings in person, by video conference, or by conference phone.

- d. Each Chapter is expected to develop their own policies, operating procedures and communication protocol with their members.

#### **Article IV – Adirondack Harvest Inc. Board of Directors**

1. Powers and Numbers - The affairs and activities of Adirondack Harvest Inc. shall be managed and its powers exercised by the Board of Directors. The Board of Directors members shall include:
  - a. At-large elected directors representing: local government, Cornell Cooperative Extension Association Boards, tourism or promotion, restaurants or stores, the general public and farming. (6)
  - b. There shall also be one representative from each Chapter: Clinton County, Essex County, Franklin County, Jefferson County, Lewis County (includes Oneida Co), Saint Lawrence County and Southern Adirondack (includes Fulton, Hamilton, Saratoga, Warren, Washington, and Herkimer Counties). (7)
2. Election and Term of Office -. At-large directors shall serve a 4-year term. Chapter directors and alternates shall be elected annually at a chapter meeting. Any Director appointed to fill an unexpired term (resulting from resignation of an existing elected Director) shall serve until the next election of Directors at which time an election to complete the unexpired term shall be conducted. Directors may be elected to any number of terms. A nominating committee shall be formed from the board and the general membership to nominate a slate of at large Directors for the upcoming term.
3. Newly created directorships and vacancies among the Directors for any reason may be filled by appointment of the chairperson until the next election. The Chairperson shall consult with at least 2 chapter members, if replacing a chapter representative.
4. Resignations Any Director may resign from office at any time. Such resignation should be made in writing, and shall take effect at the time specified therein, and if the time is not specified, at the time of its receipt by the Chairperson of the Board. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective.
5. Removal Any Director may be removed for failure to participate, or “for cause” by a majority of the Board of Directors then in office at any regular meeting or special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall be given to the entire Board of Directors then in office. Board members are expected to attend at least half of the meetings. Board members may be removed without cause only by a vote of the membership.
6. Meetings - Meetings of the Board may be held at any place as the Board may determine. Regular meetings should be held at least twice per year. Special meetings of the Board shall be held whenever called by a majority of Directors or by the Chairman.

7. Quorum and Voting - One third of the Board members shall constitute a quorum for the transaction of business or of any specified item of business except for signing of contracts. The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. However, at least one half of all the Board members must vote positively for signing of contracts. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Persons may be considered present at a board meeting if joining by phone or by video-conference.
8. Action by the Board - Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if one half of the members of the Board or committee agree in writing, email response, or voice vote via telephone (duly recorded) to the adoption of a resolution authorizing the action. The resolution and the consents by the members of the Board or committee shall be filed with the minutes of the proceedings of the next Board or committee meeting.
9. Notice of Board Meetings - Notice of the time and place of each regular or special meeting of the Board, together with a written agenda shall be mailed, emailed, or faxed to each Director in advance of the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally or by telephone, no less than twenty-four hours before the meeting.

## **Article V - Officers, Employees and Agents**

1. Number and Qualifications - The Officers of the Board shall be a Chairperson, Vice Chairperson, a Secretary, a Treasurer and other officers, if any, including more Vice Chairpersons, as the Board may appoint.
2. Election and Term of Office - The Officers of the Board of Directors shall be elected annually by the board at their first meeting of the year.
3. Employees and Other Agents - The board may hire employees or other agents, providing there is a written contract and description of responsibilities.
4. Removal - Any officer, employee or agent of the Board may be removed with or without cause by a vote of  $\frac{3}{4}$  majority of the entire Board of Directors. Contracts may be ended with 30 days notice between parties.
5. Vacancies - In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at their next meeting.
6. Chairperson Powers and Duties - The Chairperson shall preside at all meetings of the members and of the Board of Directors. The Chairperson shall have general supervision of the affairs of Adirondack Harvest Inc., and shall keep the Board of Directors fully informed about such activities. The Chairperson shall perform all duties usually incident to the office of Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors. The chairman is authorized to sign and execute board approved contracts.

7. Vice-Chairperson Powers and Duties: The Vice Chairperson(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson including signing board approved contracts.
8. Secretary Powers and Duties - The Secretary shall keep or cause to be kept the minutes of all meetings of the Board of Directors. He or she shall be responsible for giving and serving of all notices of the Board and shall perform all the duties customarily incident to the office of Secretary, and shall perform such other duties as may be assigned by the Board of Directors. A recording secretary may be hired to record the minutes in which case the Board Secretary shall be responsible to review the minutes.
9. Treasurer Powers and Duties - The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of Adirondack Harvest Inc. and shall deposit or cause to be deposited all moneys in a designated account. At each regular meeting of the Board and whenever else required by the Board of Directors, he or she shall render a statement of Adirondack Harvest Inc. accounts. He or she shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall serve as Treasurer on the Executive Committee. This position may be reimbursed as needed. There shall be an annual review of the treasury.

#### **Article VI - Committees**

1. Committees of the Board - The Board may, by resolution adopted by the majority, establish and appoint an Executive and/or other committees. The Chairperson of the Board of Directors shall appoint the chairperson of each committee. Each committee so appointed shall consist of one or more Directors, and may include additional members not on the Board of Directors. Minutes of committee meetings shall be provided to the entire Board of Directors.

#### **Article VII – Chapters**

1. Chapter responsibilities – Each chapter shall call a meeting of its members at least once per year to discuss issues of the region and to elect a director and an alternate to represent them on the Board of Directors. The director is responsible to be the link between their members and the Board of Directors.
2. Member responsibilities – Members are responsible to notify their director of any issues relating to Adirondack Harvest Inc. so that the board of directors may take action. Members are expected to use the Adirondack Harvest name and logo for the good of the region, and to follow the policies in regard to the use of the name and the logo.
3. Chapter limitations – No chapter may enter into a contract using the Adirondack Harvest name without approval of the Board of Directors. The Board of Directors should pre-approve any additional uses of the logo and name. There are already

many pre-approved uses of the logo and name. Please see the operating procedures.

### **Article VIII - Contracts, Checks, and Bank Accounts**

1. The funding for Adirondack Harvest Inc. will be from its membership's donations and from grants. Funds will be in a designated account maintained by an approved agency.
2. Funds may not be expended unless approved by the Board of Directors at a duly authorized and announced meeting.
3. Board members and regular members may be reimbursed for pre-approved expenses on behalf of Adirondack Harvest Inc.
4. Expenditures of Adirondack Harvest Inc. money shall be for the benefit of members, farmers, residents or operators within the Adirondack Harvest Region.

### **Article IX - Record Keeping**

1. All records and documents (minutes, budgets, by-laws) of the activities and transactions of Adirondack Harvest Inc shall be kept at Cornell Cooperative Extension Association of Essex County, Westport, NY.

### **Articles X - Fiscal Year**

1. The fiscal year of Adirondack Harvest Inc. shall be January 1 to December 31.

### **Article XI - Amendments**

1. These by-laws may be amended or repealed by the affirmative vote of a majority of the members present at an annual meeting or a special meeting called for the purpose of altering these by-laws, providing notice of the proposed alteration has been include in the notice of meeting.