

# **Minnesota Institute for Sustainable Agriculture By-laws 1992**

## **ARTICLE I: NAME**

The name of this organization shall be the Minnesota Institute for Sustainable Agriculture (MISA).

## **ARTICLE II: PURPOSE**

MISA is a joint venture of the College of Agriculture and the Sustainers' Coalition. The purpose of MISA is to bring together the diverse interests of the agricultural community with interests from across the University community in a cooperative effort to develop and promote sustainable agriculture in Minnesota and beyond.

## **ARTICLE III: STRUCTURE**

MISA shall be comprised of a Board of Directors, a Joint Seminar and an operational base within the University of Minnesota's College of Agriculture.

The MISA Board of Directors is the governing body of MISA. The Board directs all policies and programs of MISA.

The College of Agriculture provides the base operation and program funding and office and administrative support for MISA and retains final authority over expenditures of College of Agriculture funds dedicated to MISA.

MISA is a joint venture of the College of Agriculture and the Sustainers' Coalition. At the time of MISA's organization, the Sustainers' Coalition was comprised of these member organizations: the Joint Religious Legislative Coalition, Land Stewardship Project, Organic Growers and Buyers Association, Minnesota Food Association and the Minnesota Project. The Sustainers' Coalition determines its own membership.

The Joint Seminar is comprised of 40 members: 20 members appointed by the College of Agriculture and 20 appointed by the Sustainers Coalition. The Joint Seminar nominates MISA Board members for appointment and votes to accept the initial MISA Bylaws. The authority and responsibilities of the Joint Seminar shall be governed by these Bylaws.

## **ARTICLE IV: THE MISA BOARD OF DIRECTORS**

### **A. Initial Board of Directors**

#### **1. Number and Appointment**

Effective as of January 31, 1992, the initial Board of Directors was appointed by the Dean of the College of Agriculture and consisted of 15 members.

#### **2. Terms of Initial Directors**

The initial directors shall hold office until the director is reappointed or his or her successor is appointed in accordance with the nominations and appointment processes defined in these Bylaws.

## B. Successor Boards of Directors

### 1. Number of Directors

The number of MISA Board members shall be fifteen. Of the fifteen-member Board, nine shall be chosen from among the Sustainers' Coalition nominees, and six from among the University nominees. Seven members shall be sustainable agriculture practitioners. Of the six University nominees, four shall be University employees and two shall not be employees of the University.

Diligent efforts shall be made during the nomination and appointment processes to reflect diversity especially with respect to gender, race, student status, geographic area, and occupation in the membership of the Board and its committees.

### 2. Terms of Successor Directors

Beginning on the date of the 1994 annual meeting and except otherwise provided in these Bylaws, each director shall serve for a term of three years. Prior to the 1994 annual meeting, the Board will set the year in which each director's term expires so that 1/3 of the total directors' terms expire each year. (Five directors' terms will expire at each of the 1994, 1995 and 1996 annual meetings, which will establish the 1/3 per year rotating pattern.) These terms will also be set so that 1/3 of the terms of directors nominated by the Sustainers' Coalition and 1/3 of the terms of directors nominated by the University expire each year.

For example, the terms of five of the fifteen directors will expire every year and will be filled by the nomination and appointment process. Those five terms will be comprised of three of the nine Sustainers Coalition appointees and two of the six University appointees.

If a successor director resigns or is removed, his or her successor shall be nominated by the Joint Seminar to complete the unexpired term and appointed by The Dean of the College of Agriculture as soon as possible and in a manner consistent with the processes described in Article IV.B3.

A member who has served two consecutive full three-year terms shall not be eligible for re-appointment.

### 3. Nominations and Appointments

The nominations process for the MISA Board of Directors shall be the responsibility of the Joint Seminar and shall occur annually prior to the annual meeting of the MISA Board of Directors. This nominations process will recommend candidates to fill vacant positions of directors whose terms have expired, or who have resigned or been removed. The Joint Seminar shall manage the nominations process in a way that insures maintenance of the composition of the MISA Board described in Section B1 of this Article.

The nomination and appointment of the MISA Board of Directors will proceed as follows:

- a) Candidates for the Board of Directors shall be nominated by the Joint Seminar.
- b) The Joint Seminar shall recommend a slate of candidates that identifies one candidate per position to the Dean of the College of Agriculture.
- c) The Dean of the College of Agriculture shall appoint the candidates nominated by the Joint Seminar as directors provided that the appointments are consistent with the nominations, appointments and term articles of these Bylaws.

If the Joint Seminar chooses to appoint a nominations committee, that committee shall have an equal number from the Sustainers Coalition and the University.

No person shall serve concurrently on the Joint Seminar and on the Board of Directors. If a Joint Seminar member accepts nomination and appointment to the Board, that member must resign from the Joint Seminar.

#### 4. Removal of Directors

Directors may be removed from the Board by a 2/3 vote of the seated directors on the MISA Board.

#### 5. Authority of the Board

The Board is authorized to: 1) manage MISA; 2) raise and expend funds; 3) award grants to support research and education to enhance sustainable agriculture programs, special projects of MISA, stipends for students or scholars, and Board expenses; and 4) engage in other activities which the Board deems consistent with the purposes of MISA.

#### 6. Fiscal Authority of the Board

The Board shall prepare an annual budget for MISA's operations that specifically delineates the proposed expenditures of all funds (provided by the University of Minnesota as well as external sources). This budget shall be submitted annually to the Dean of the College of Agriculture. Expenditures of these funds shall be in accordance with University regulations and guidelines.

## **ARTICLE V: MEMBERSHIP STRUCTURE AND POWERS OF THE JOINT SEMINAR**

The Joint Seminar is an appointed body of 40 people constituted by the University of Minnesota and the Sustainers Coalition. The Sustainers' Coalition will appoint 20 people and the College of Agriculture will appoint 20 people to the Joint Seminar. The College of Agriculture and the Sustainers' Coalition shall each annually choose their appointments according to procedures determined by each of them.

The Joint Seminar is authorized to:

- 1) approve or reject the proposed founding MISA Bylaws and all amendments to the Bylaws proposed by the Board of Directors in the future, and
- 2) annually nominate candidates for appointment to the MISA Board of Directors.

The Joint Seminar shall elect its own officers and shall establish its own governance and operating rules. The Joint Seminar shall meet at least twice per year; at least one meeting will be held in the last quarter of the year to complete the nominations process, and at least one meeting shall be held in the second quarter as a follow up to the MISA annual meeting.

The Joint Seminar also plays an important advisory role to the Board on program and policy issues of MISA and all means necessary should be encouraged to promote communication among all the parties involved in MISA.

The Chair and Vice Chair of the MISA Board and the Dean of the College of Agriculture shall be non-voting ex officio members of the Joint Seminar as a means of enhancing the communication between the Joint Seminar, the College of Agriculture and the Board. Formal communications from the Joint Seminar to the Board shall be directed to the Board Chair.

## **ARTICLE VI: BYLAW AMENDMENTS**

A proposed amendment to the Bylaws must be proposed by a Board member or a Joint Seminar member to the Board in writing at the time of a Board meeting and placed on the agenda for discussion. Voting on the proposed amendment cannot occur for at least 25 days after the written proposal is distributed and discussed and must occur at a Board meeting at which directors are meeting in person.

All Bylaw amendments require a majority vote of the entire Board of Directors and a 2/3 vote of the Joint Seminar.

## **ARTICLE VII: MISA BOARD MEETINGS**

### **A. Annual Meeting**

The annual meeting of the Board of Directors shall occur in the month of January on a date and at the time and place designated by the Board. The purpose of the annual meeting is to seat the directors nominated by the Joint Seminar and appointed by the Dean of the College of Agriculture, and to elect the officers of the Board.

### **B. Notice of Meetings**

Written notice of regularly scheduled meetings of the Board of Directors shall be mailed to each director at least 14 days before the Board meeting. Any director may waive notice of a meeting orally or in writing to the Chair or Vice Chair or by attendance at the meeting.

### **C. Other Board Meetings**

The Board of Directors shall meet in person at least one time per quarter. Other meetings may be held using teleconferencing or other electronic means. Meetings of the Board may be held at such time and place as are decided by the Board of Directors. Meetings may also be called at any time a) by the Chair, b) by the Board of Directors at a Board meeting, or c) by the written request of five or more Board members to the Chair of the Board. The Chair shall convene a Board meeting within 10 days of receiving a written request. Electronic transmission of written requests for Board meetings are acceptable.

### **D. Quorum and Voting**

The presence of a majority of directors at a Board meeting shall constitute a quorum. Each director shall be entitled to cast one vote on any question coming before the meeting. A director must be present to vote and shall not vote by proxy at a meeting of the Board of Directors. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or by these Bylaws.

A conference among directors by any means of communication through which all participants can simultaneously hear each other during the meeting may be deemed a meeting of the Board of Directors, provided that quorum and notice requirements are met.

## **ARTICLE VIII: OFFICERS' RESPONSIBILITIES**

The officers of the Board of Directors shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. Officers must be directors and shall be elected by the Board at the annual meeting and will serve for terms of one year or until their respective successors are seated.

### **A. Chair**

The Chair shall provide leadership to MISA. The Chair shall preside over the regular and annual MISA Board meetings and shall call and preside over meetings of the Executive Committee. The Chair is an ex-officio member of the Joint Seminar. The Chair may execute on behalf of MISA all contracts and other instruments in writing which are authorized by the Board for the transaction of MISA's business.

The Chair has the authority to appoint people to all committees and task forces and shall be an ex-officio member of all MISA committees and task forces. The Chair may delegate ex-officio committee membership to the Vice Chair.

#### B. Vice Chair

The Vice Chair shall perform the duties of the Chair in cases of the Chair's absence or disability and shall perform all duties delegated to him or her by the Chair or the Board. The Vice Chair is an ex officio member of the Joint Seminar. The execution by the Vice Chair of any written contract or instrument shall have the same force and effect as if it were executed by the Chair.

#### C. Treasurer

The Treasurer shall be responsible for maintaining accurate financial records and safeguarding the assets of MISA. The Treasurer will chair all meetings of the finance committee. The Treasurer will, with the assistance of University of Minnesota accounting staff, complete annual budgets in a timely fashion and make quarterly financial reports regarding the financial condition of MISA to the Board of Directors. The Treasurer will assure that all MISA financial records are kept in an orderly manner and are accessible to MISA Board members.

#### D. Secretary

The Secretary shall assure that accurate minutes are kept at all meetings; shall be custodian of the records, documents and papers of MISA; and shall assure that all records are accessible to Board members. The Secretary shall notify all Board members of regular Board meetings in a timely fashion. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary.

#### E. Additional Powers

Any officer of MISA, in addition to the powers conferred upon her or him by these Bylaws, shall have such powers and perform such other duties as may be assigned from time to time by the Board.

## **ARTICLE IX: COMMITTEES OF THE BOARD**

#### A. Authority

Committees are subject to the control and direction of the Board. The committees shall be assigned duties by the Board and will develop and submit proposals or recommendations for action to the Board. The Board may from time to time authorize a committee to act on behalf of the Board in specific matters. Such authorization shall be in the form of a resolution adopted by the Board.

#### B. Membership of Board Committees

Board committees shall be chaired by a director of the Board. Directors of the Board and Joint Seminar members are eligible for committee membership and share equal rights of participation and voting.

Directors and Joint Seminar members will be appointed to Board committees in a manner that reflects the proportion of Sustainers' Coalition/University representation on the Board as nearly as possible.

#### C. Executive Committee

The Board of Directors shall establish an Executive Committee consisting of the officers of the Board: Chair, Vice Chair, Secretary, and Treasurer. The Chair of the Board shall chair the Executive Committee.

#### D. Other Board Committees

The Board may from time to time establish other committees of the Board, including, but not limited to, a Program Committee, a Communications and Public Relations Committee and a Finance Committee. These Board committees shall be chaired by a Board member.

#### E. Task Forces and Advisory Committees

The Board of Directors may from time to time establish task forces and advisory committees to seek information, to promote discussion or to advise the Board on specific program or policy issues. Task forces and advisory committees shall be chaired by a Board member or a Joint Seminar member. Membership on these task forces and advisory committees are at the invitation of the Board but are not otherwise limited by these Bylaws. The Board may not authorize task forces or advisory committees to act on behalf of MISA.

## **ARTICLE X: CONFLICT OF INTEREST**

The Board shall adopt policies that address potential conflicts of interest for activities of the Board and its committees.

## **ARTICLE XI: MISA SUNSET PROVISION**

MISA will be dissolved on June 30, 1997, unless a resolution for its continuation is passed by the Joint Seminar and the MISA Board of Directors. Action on this resolution by both organizations must occur on or before the January, 1997, annual meeting.

The Board will establish a committee of Board and Joint Seminar members who will design and implement a review which begins no later than June of 1996 and which provides the information and analysis requested by both organizations for this sunset provision.

## **ARTICLE XII: MISA STAFF**

The Executive Director of MISA will be appointed by the Dean of the College of Agriculture, provided that the Board votes to approve the appointment. The Executive Director serves at the pleasure of the Board and will report to and be supervised by the Board of Directors. All other MISA staff will report to and be supervised by the Executive Director.