

Minnesota Institute for Sustainable Agriculture By-laws September 2001

ARTICLE I: THE AGREEMENT

This is an agreement between the College of Agricultural, Food and Environmental Sciences (COAFES) of the Regents of the University of Minnesota (University) and the Sustainers Coalition (SC).

The SC currently consists of the five organizations listed below. The SC is an informal association of non-profit organizations and not a defined legal entity, yet each organization agrees to be bound by the terms of this agreement and to faithfully execute the obligations held herein. The SC members entering into this Agreement are:

Institute for Agriculture and Trade Policy
Land Stewardship Project
Minnesota Food Association
Sustainable Farming Association of Minnesota
The Minnesota Project

ARTICLE II: NAME

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

ARTICLE III: PURPOSE

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 IV: UNIVERSITY POLICIES

MISA will abide by all University of Minnesota and COAFES Policies including, but not limited to: human resources, financial and conflict of interest. All subsequent Articles are to be interpreted to be in conformance with Article IV.

ARTICLE V: THE MISA BOARD OF DIRECTORS

A. Number of Directors

The number of MISA Board members shall be twelve to fifteen. Membership on the Board shall reflect a 1/3 balance among: University representatives with a demonstrated interest in sustainable agriculture (e.g. faculty, staff, students, Extension, Regional Partnerships); sustainable agriculture practitioners (e.g. farmers and ranchers); and, representatives of the sustainable agriculture community (e.g., non-governmental organizations, business, government and citizen representatives.)

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.

B. Terms of Directors

The term of MISA Board of Director members is three years. Nominations shall be staggered so that 1/3 of the Directors are nominated annually. The Initial Directors under this Agreement shall be the current Board of Directors as of January 1, 2001 with their original appointment date signed by COAFES. A member who has served two consecutive full three-year terms shall not be eligible for re-appointment to a consecutive third term. An individual who has been a Director may serve on the Board again after a minimum of a three year hiatus.

If a director resigns or is removed, his or her successor shall be nominated to complete the unexpired term subject to the terms of Article V.C.

C. Nominations and Appointments

The nominations process for the MISA Board of Directors shall be the responsibility of the Board of Directors and shall occur annually prior to the annual meeting (Article VII.B) of the MISA Board of Directors. The Board shall convene a nominating committee to conduct the search for new members. Article VIII.C. describes the nominating committee's role. This nominations process will recommend candidates to fill vacant positions of directors whose terms have expired, have resigned, or have been removed.

The Board shall manage the nominations process in a way that ensures maintenance of the composition of the MISA Board described in Articles V.A and V.B.

The Vice President for Agricultural Policy (VP) and Dean of COAFES shall appoint the candidates nominated by the Nominating Committee and recommended by the Board of Directors provided that the appointments are consistent with the nominations, appointments and term articles of this Agreement.

D. Removal of Directors

Directors, in consultation and Agreement with the Vice President and Dean of COAFES, may be removed from the Board by a 2/3 vote of the entire MISA Board.

E. Authority of the Board

The Board is authorized to: (1) oversee the management of MISA; (2) raise and expend funds according to university policies; (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 in which the Board and VP and Dean of COAFES deem consistent with the purposes of MISA and Article IV.

F. Fiscal Authority of the Board

The Board shall work with the Executive Director to prepare an annual budget and work plan for MISA's operations that specifically delineates the proposed expenditures of all funds. This budget shall be submitted annually for approval by the Vice President and Dean of COAFES.

The COAFES allocation to MISA shall be based on a two-year funding cycle to reflect the biennial nature of the University budget cycle. All non-COAFES grants and contracts will be budgeted according to University policy and terms of the grantor.

ARTICLE VI: AGREEMENT AMENDMENTS

A proposed amendment to this Agreement must be proposed by a Board member, a Sustainers' Coalition member, or the Vice President and Dean of COAFES 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 Agreement amendments require a 2/3 vote of the entire Board of Directors, 3/4 vote of the Sustainers' Coalition membership, and approval of the Vice President and Dean of COAFES.

ARTICLE VII: MISA BOARD DUTIES AND MEETINGS

A. Duties of Board Members

The MISA Board of Directors is the governing body of MISA. Members of the Board shall fulfill their Director responsibilities by:

Overseeing the management of the MISA operation, including but not limited to, approving operating, financial and other organizational plans, strategies and objectives in conformance to Articles IV and V.E.

Evaluating the performance of the organization.

Evaluating the effectiveness of the Board.

Exercising their powers in the interests of MISA and not in the directors' personal interest or in that of another person or organization.

Following policies that address potential conflicts of interest for all MISA activities.

Appointing two members to the Executive Director Oversight Committee (Article X.C.)

Providing input for evaluation and supervision of the Executive Director to the Oversight Committee (Article X.C.)

Convening the nominating committee on an annual basis or more often if needed.

B. Annual Meeting

The annual meeting of the Board of Directors shall occur in the first quarter of the calendar year on a date and at the time and place designated by the Board. The primary purpose of the annual meeting is to seat the new directors who have been nominated and appointed in accordance with Article V.C and to elect the officers of the Board.

C. Notice of Meetings

Written notice of regularly scheduled meetings of the Board of Directors shall be mailed to each director at least 10 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.

D. Other Board Meetings

The Board of Directors shall meet in person at least four times per year. 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 Chair upon receipt of a 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.

E. 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 this Agreement. 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. Written votes, including email votes, are allowable in circumstances where the Board is not meeting in person if ballots are made available to all sitting Board members.

ARTICLE VIII: 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 and approved by 2/3 of the entire Board.

B. Executive Committee

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

C. Nominating Committee

The MISA Board of Directors shall annually convene a Nominating Committee to seek new members for the Board. The Committee shall consist of five members: two University representatives and a farmer/rancher appointed by the MISA Board; and two representatives of the Sustainers' Coalition appointed by the Sustainers' Coalition. Two members of the Nominating Committee shall be current MISA Board members. The committee's charge is to conduct an open public and comprehensive search to ensure composition on the Board according to this Agreement and to strive for diversity on the Board with respect to gender, race, geographic area, and occupation. The Nominating Committee shall present a slate of candidates to the Board of Directors, who will in turn review the slate to be sure it matches the conditions set forth in Article V and pass the recommendation to the Vice President and Dean of COAFES for appointment to the Board.

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.

Joint Seminar: The Joint Seminar is comprised equal of 20 to 40 members: 50% of members nominated by the COAFES and 50% nominated by the Sustainers Coalition, and all appointed by the Vice President and Dean of COAFES. The Joint Seminar is an advisory body to the MISA Board of Directors.

Other Task Forces and Advisory Committees: Other 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 is at the invitation of the Board but is not otherwise limited by this Agreement. The Board may not authorize task forces or advisory committees to act on behalf of MISA.

ARTICLE IX: TERMS OF RENEWAL OF MISA

The term of this Agreement between the SC and COAFES regarding MISA is in effect until June 30, 2006, at which time this Agreement will end and MISA will be dissolved. If the parties wish to renew this Agreement for another term, MISA must first undergo a comprehensive review according to University comprehensive system review polices in effect at the time of the review. Following this review, the SC and COAFES may renew or amend this Agreement.

ARTICLE X: MISA STAFF APPOINTMENT, TERMS AND SUPERVISION

A. Executive Director

There will be a search committee for a MISA Executive Director with joint representation from the University and SC as permitted by University Policy. Search for an Executive Director will follow University of Minnesota Administrative Head guidelines, University Office of Human Resources' guidelines, Office of Equal Opportunity and Affirmative Action guidelines, and any other applicable University policies and guidelines. The Vice President and Dean of COAFES, with concurrence of the MISA Board of Directors, will appoint the Executive Director for an original 3-year term with a probationary period subject to University policies and approval of such multi-year contract, and subject to annual renewable appointment thereafter. The Executive Director position shall be a University of Minnesota employee position with all rights, privileges and obligations derived there from. There will be annual and comprehensive performance evaluations of the Executive Director and the position shall be subject to Professional and Administrative Employees policies in addition to all other applicable University policies. If necessary, the Vice President and Dean of COAFES, with concurrence of the MISA Board of Directors, shall appoint an Interim Executive Director.

B. MISA Staff

MISA staff members are employees of the University of Minnesota, are supervised by the Executive Director, and are subject to all applicable University policies.

C. Administrative Oversight Committee

An oversight committee comprised of 2 senior administrators of COAFES appointed by the VP and Dean of COAFES, and two members of the MISA Board will supervise and evaluate the MISA-related duties of the Executive Director as described within Article IV. The administrative supervision and performance evaluation will be in concert with current Professional and Administrative Employees policies in addition to all other applicable University policies. All personnel matters are confidential and non-University of Minnesota employees on the oversight committee will be bound by written confidentiality agreements pursuant to the Minnesota Government Data Privacy Act and agreed to by the Executive Director. The Executive Director's Dean and supervisor will oversee non-MISA duties of the Executive Director.

D. Administrative Performance

Periodic comprehensive administrative evaluations will be conducted according to University policies and in a similar fashion to that of other University administrators', i.e. typically by gathering input from colleagues, direct reports, stakeholders and peers. Non-MISA duties of the Executive Director and non-MISA administrative performance evaluations will be conducted solely by the University. The Oversight Committee will work with the Executive Director each year to establish the Director's objectives and evaluation criteria. The University has sole discretion for handling other non-MISA university-related personnel matters.

E. Removal of the Executive Director

The Executive Director can be removed "for cause." "For cause" removal is defined as violation of University Policies as set forth in the University's Professional and Administrative Employees Policies and Procedures. COAFES will communicate with the Oversight Committee, MISA Board, and SC on such personnel matters to the extent permissible by University policies and applicable laws.

ARTICLE XI: CONFLICT RESOLUTION

In the event of disagreement or conflict not specifically addressed by University policies, the MISA Board or its representatives and representatives of the University administration will meet and work collaboratively to resolve issues.

ARTICLE XII: THE ENTIRE AGREEMENT

This is the entire Agreement and there are no other agreements between the University or COAFES and the SC or MISA.

APPROVALS

SUSTAINERS' COALITION

Date

Mark Ritchie, President
Institute for Agriculture & Trade Policy

George Boody, Executive Director
Land Stewardship Project

Johanna O'Donnell, Executive Director
Minnesota Food Association

Diane Jensen, Executive Director
The Minnesota Project

Carmen Fernholz, State Board Chair
Sustainable Farming Association of Minnesota

COAFES OF UNIVERSITY OF MINNESOTA

Charles C. Muscoplat,
Vice President and Dean
College of Agricultural, Food, & Environmental Sciences

Approved as to form:

Donald A. Amundson
Associate General Counsel