

VERMONT ORGANIC FARMERS BY-LAWS

ARTICLE I - Purpose

Vermont Organic Farmers (VOF) is an independent Limited Liability Corporation, of which the Northeast Organic Farming Association of Vermont (NOFA-VT) is the sole member, whose purpose is to disseminate national standards of organic food production in Vermont, and to provide third party verification of compliance to those standards. VOF acts as the primary organic certification organization of commercial organic producers and processors in the state of Vermont. The guiding document under which VOF operates is the National Organic Program's Final Rule (7 CFR Part 205, Docket Number: TMD-00-02-FR)

ARTICLE II – Constituency and Certification Fees

Constituency- The constituency shall consist of processors and food and plant producers whose operations have been certified in the current year according to national standards. Each certified operation shall have one vote. Executive Committee members are part of the constituency and shall each have one vote. In addition, non-certified members of the Review Committee are part of the constituency and shall have one vote each.

Fees- Amounts and deadlines for payment of fees, and late penalties, shall be decided upon annually by the Executive Committee and ratified by the constituency at the annual meeting. Executive Committee Members shall be exempt from any fees.

ARTICLE III - Meetings

There shall be an annual meeting of the general constituency.

Notice of Meetings shall be sent to all constituents at least 14 days prior to the meeting date, and all items to be voted on shall be included in the agenda. Any extraordinary, non-budgeted disbursement of VOF moneys shall be warned in this way.

Quorum - There is no quorum required to transact business.

Voting - 2/3 of those voting at a meeting shall be required for any policy decision.

Special Meetings - Special meetings shall be called by the Executive Committee at the written request of at least 25% of the voting constituents. Special meetings shall be warned at least 14 days prior to occurrence and any duly warned business may be acted upon at such a meeting.

ARTICLE IV - Management

Executive Committee - An Executive Committee will be elected by the VOF constituency and shall consist of three to five non-certified constituents.

The Executive Committee shall meet at least once a year and as necessary, act as a liaison between VOF and the NOFA-VT Board, and as necessary, be a spokesperson for VOF's policies and positions.

Executive Committee responsibilities include, but are not limited to:

- Selecting the Executive Director and conferring, as needed, with the Executive Director on the selection of the Certification Director, Bookkeeper, Field Inspector, or other necessary staff, and for defining and overseeing the proper completion of their duties (as outlined below.)
- Approving compensation for employees and Review Committee.
- Dismissing Executive Director if warranted.
- Approving and reviewing VOF guidelines annually and insuring that they are implemented.
- Conducting an annual review of the quality system in place for certification, including review of the internal audit reports and complaint file.
- Establishing committees as needed.
- Calling special meetings, if petitioned in writing, by 25% of the constituents.
- Reviewing the annual budget to be approved at the annual meeting.
- Reviewing the bookkeeper's annual report.
- Appointing people on an interim basis to fill vacant positions of elected committee members.

Executive Director – The Executive Director's responsibilities include – but are not limited to – overseeing personnel involved in certification including filling vacancies when they occur, developing an annual budget to present to the Executive Committee, and maintaining a relationship with the Vermont Department of Agriculture. The Executive Director shall report to the Executive Committee on a regular basis.

Certification Director - The Certification Director's responsibilities include - but are not limited to - keeping official records of all meetings, decisions, and applicants. The Certification Director shall make certification decisions for all applicants with minor non-compliances. The Certification Director shall also be responsible for providing information about VOF and its certified products and producers to the public. The Certification Director shall report to the Executive and Review Committees on a regular basis.

Field Inspector - The Field Inspector is an independent contractor hired annually to review applications, inspect operations, and interview producers and processors being

reviewed for certification. Staff may also conduct field inspections. The Inspector must not have had affiliation or business relationships with any applicant being evaluated for the 12 months prior to the inspector's contract. If necessary, the Field Inspector will report to the Review Committee after all visits.

Review Committee - A Review Committee shall consist of 5 members elected by the general constituency. ~~Of these members, no more than 1 shall be a non-certified constituent. or non-certified constituents elected by the general constituency.~~

~~The Review Committee shall review all new applicants for certification. The Review Committee shall make certification decisions for all new and continuing operations will review noncompliances except those related to late applications and late fees per the Certification Director's discretion and will make certification decisions for all proposed adverse actions except those related to late applications and late fees. with major non-compliances and decide appropriate measures to be taken with each, with consideration also given to reports received from the Field Inspector.~~ The Review Committee will make certification decisions on any operation that is inspected by the Certification Director. The Review Committee shall create interim policies for National Standards interpretations. These interpretations will be voted on and either passed or rejected at the VOF annual meeting.

Review Committee members must not have had affiliation or business relationships with any applicant being evaluated for the 12 months prior to the date the application was submitted for review. If an individual member has had such an affiliation, that member must exclude themselves from any discussion or decision regarding the applicant. The Review Committee has the authority to issue certificates on behalf of VOF. It also reserves the right of revocation in cases of non-compliance with the certification standards.

In unique, extraordinary or emergency situations, the Review Committee shall have the power to make discretionary decisions pertaining to a VOF application. Any such decisions shall be reported to the constituency and the National Organic Program Administrator.

Bookkeeper - The bookkeeper shall receive and disburse all moneys on behalf of the corporation, and shall be responsible for financial records. The bookkeeper shall prepare an annual financial report and also shall provide the Executive Committee with information for the budget-making process.

Facilitator - The Facilitator is responsible for running an orderly meeting according to the set agenda. The President may appoint a facilitator.

ARTICLE V – Guidelines to the National Standards

Guidelines shall be reviewed annually. The Executive Committee will insure a process for the annual review of the guidelines. Any VOF constituent can present amendments to be considered. Any proposed amendments shall be properly warned, and voted on by the general constituency at the annual meeting.

ARTICLE VI - Amendments to the By-Laws

The by-laws may be amended by a 2/3 vote of the constituents present at any regular or special meeting, provided constituents have been warned at least 14 days prior to the meeting. Proposed amendments must have approval of at least 20% of the voting constituency before being warned.

ARTICLE VII- NOFA-VT Affiliation

The NOFA-VT board shall receive minutes or summaries of the VOF annual meeting and the VOF budget and audit reports at the next NOFA-VT board meeting, or within 3 weeks after the VOF meeting, whichever comes later.