

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is The Lazy Moose Inc.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for Food Producers/Growers/Distributors whose goals are to increase food security in southwest Iowa, educate Consumers/Food Producers/Growers/Distributors on Food and Nutrition, and diversify art and culture through food and making financial distributions to Food Producers/Growers/Distributors that qualify.

### **Section 2. Specific Purpose**

The Lazy Moose Inc. provides but is not limited to education, networking, and funding to Food Producers/Growers/Distributors who qualify.

The specific objectives and purpose of this organization shall be:

- a. to provide networking opportunities to Growers and Producers to Distributors, Institutions and Consumers and to increase Consumer access to locally fresh foods;
- b. to assist Growers and Producers increase Food Production and Processing through sustainable practices;
- c. To provide the community food/nutrition education through Food Producers and Growers, including but not limited to Food Nutrition and the benefits of growing and eating locally grown foods;
- d. to sponsor, host and/or participate in events and activities that demonstrate and inclusiveness;
- e. to promote cultural diversification through food and art.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any current resident, property owner, business operator/owner, or employee of Fremont, Page, Taylor, Mills, Montgomery, Adams and Pottawattamie Counties that supports the purpose statement in Article II, Section 1.

Membership is granted after completion and receipt of a membership application and annual

dues. All memberships shall be granted upon the attendance of two (2) meetings in one (1) quarter.

### **Section 2. Annual Dues**

The amount required for annual dues shall be \$20 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Rights of Members**

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

### **Section 5. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of the members shall be held monthly, on the the third Monday, and place designated by the chair.

### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

#### **Section 4 Notice of Meetings**

Printed or electronic notice of each meeting shall be given to each voting member, by mail, e-mail, phone call, or text message, not less than two weeks prior to the meeting.

#### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

#### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### **ARTICLE V. BOARD OF DIRECTORS**

#### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

#### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than nine( 9) including the following officers: the President, Pantry and Community Outreach Coordinator, the Secretary, the Treasurer, the Fundraising Coordinator, and the Communication/Media Coordinator.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted

by the nominations committee. Their terms shall be staggered so that at the time of each annual meeting the terms of one-half (1/2) of all members of the Board of Directors shall expire.

### **Section 3. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

### **Section 4. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at the next regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 5. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 6. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing or electronic vote, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 7. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and

the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

### **Section 8. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 9. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chairperson by reference to Robert's Rules of Order.

### **Section 10. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chairperson, Pantry and Community Outreach Coordinator; Communication/Media Coordinator; Secretary, Fundraising Coordinator and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. Chairperson and Education Coordinator**

The Chairperson shall preside at all meetings of the membership. The Chairperson shall have the following duties:

- a. Preside at all meetings of the Executive Committee.
- b. General superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chairperson.
- d. Authorized to open, maintain and manage a bank account, deposit and withdraw funds in person as is appropriate for the workings of the organization. His/her signature is required along with the Treasurer for account changes, withdraws, etc.
- e. Coordinate 5 Educational Classes, Speakers, etc. each year.
- f. Disseminate educational information to organization members.

## **Section 2. Community Outreach & Pantry Coordinator**

The Community Outreach & Pantry Coordinator shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. Duties are:

- a. Reach out to local organizations (Farmers Markets, Food Hubs, Food Co-ops, Food Pantries, Restaurants, etc) to see how the Organization can be of assistance.
- b. Network local organizations with appropriate resources.
- c. Contact person for the Food Pantry.
- d. Maintain the Emergency Food Pantry.
- e. Oversee Food Pantry Food Distribution.
- f. Maintain Food Pantry recipient and Emergency Food Box lists.

## **Section 3. Media Coordinator**

The Media Coordinator shall be vested with all the powers and duties listed. The Media Coordinator duties are:

- A. Operates and Maintains all of the Organizations Websites and Social Media Accounts;
- B. Promotes member projects and Organization goals through Social Media Accounts;
- C. Coordinates and Performs interviews with all media outlets.
- D. Maintains and oversees the Organization's website.

## **Section 4. Secretary**

The Secretary shall attend all regular meetings and all meetings of members and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. Co-Chairperson.
- b. Record all votes and minutes of all proceedings in a book to be kept for that purpose. Publicly post meeting minutes on website/social media.
- c. Make the arrangements (book meeting place, etc) for all meetings, including the annual meeting of the Organization.
- d. Send notices of all meetings to the members.
- e. Perform all official correspondence as may be prescribed by the Board or the Chairperson.
- f. Write all Thank You Notes for donations, sponsors, volunteers, etc.

### **Section 5. Treasurer**

The Treasures duties shall be:

- a. Submit for approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- b. Present a complete and accurate report of the finances raised by the Board at each meeting of the members, or at any other time upon request to the Board.
- c. Right of inspection of the funds including budgets, programs, projects and subsequent audit reports.
- d. Authorized to open, maintain and manage a bank account, deposit and withdraw funds in person as is appropriate for the workings of the organization. His/her signature is required along with the Chairperson for account changes, withdraws, etc.
- e. Authorized to posses, maintain and use a Debit Card as is appropriate for the workings of the organization.
- f. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- g. Sits on the Grant Qualification and Approval Committee.

### **Section 6. Fundraising Coordinator**

The Fundraising Coordinator's duties shall be:

- A. Setting yearly fundraising goals.
- B. Coordinating the Corporate Sponsorships and locating new Sponsors. Maintain a list of Sponsors, when their Sponsorship renews and collecting Sponsor payments.
- C. Coordinating a variety (minimum 6 yearly) of fundraising events, overseeing any committees relating to those events and collecting funds from the events.

- D. Locating volunteers for events and programs overseen by the Organization.
- E. Overseeing online fundraising accounts (i.e. GoFundMe, DonorBox, OneCause, etc.).

### **Section 7. Election of Officers**

Nominations shall be received from the floor. The election shall be held at the annual meeting of the Advisory Board in January. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

### **Section 8. Removal of Officer**

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### **Section 9. Vacancies**

The Chairperson shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. If the Chairperson is vacant, the Secretary shall take his place and nominate a person to fill his or her spot. The person appointed shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. All committees must be approved by vote at regular meetings.

### **Section 2. Finance Committee**

The treasurer is the chair of the Finance Committee, which includes two other voting members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the



calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

### **Section 3. Grant and Scholarship Committee**

The treasurer is the chair of the Grant and Scholarship Committee, which includes three other voting members. The committee is responsible for the establishment of rules for qualification to submit Grant Proposals to the Corporation and for the acceptance and rejection of qualified grants.

## **ARTICLE VIII. CORPORATE STAFF**

### **Section 1: Executive Director**

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy

is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2: Definitions**

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 3. Procedures**

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

# **ARTICLE X. IDEMNIFICATION**

## **Section 1. General**

To the full extent authorized under the laws of the State of Iowa, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which

an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to

be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.