

CONSTITUTION AND BYLAWS

OF THE ORGANIZATION

EAST TENNESSEE PERMACULTURE RESEARCH INSTITUTE (ETPRI)

revised 2/6/2019

In order to promote the goals and ideals of the East Tennessee Permaculture Research Institute (ETPRI), and to provide an opportunity for any person interested in ETPRI's Mission to participate in activities related to this Organization, the following Constitution and Bylaws are hereby adopted.

ARTICLE I. NAME & PURPOSE OF THE ORGANIZATION

The name of this Organization is "East Tennessee Permaculture Research Institute" (ETPRI). ETPRI is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE II. MISSION & PARTICIPATION

ETPRI's mission is to: Empower individuals and communities to improve health and resilience by:

- Developing a **permaculture** demonstration site
- Delivering **permaculture** training
- Hosting events to promote **permaculture** and its benefits
- Fostering a co-operative, self-reliant learning community

Any person who supports the goals and purposes of ETPRI as defined in this mission statement shall be entitled to full participation in the Organization.

ARTICLE III. ORGANIZATIONAL STRUCTURE

Section 1. Board of Directors - The business, property, and affairs of the Organization shall be managed and controlled by a Board of Directors consisting of no fewer than five members and no more than nine members.

- a) Candidates for the Board shall be chosen by a Nominating Committee from those individuals interested in the goals and activities of ETPRI and who are deemed most likely to contribute to furthering those goals and activities.
- b) Board members shall serve a term of three years and may be re-elected by a majority vote of current Board members.
- c) Board members are elected at the Annual Meeting with their terms beginning as of that date and ending on the date of that same meeting three years hence.
- d) Each member of the Board shall have one vote. There shall be no voting by proxy.
- e) No salary or compensation shall be paid to Directors, nor shall any Director receive any service or benefit not available to the general public.

Section 2. Removal & Vacancies

- a) A director who is absent for three consecutive Board meetings may be removed by a majority vote of the Board.
- b) If a vacancy occurs on the Board from any cause, such vacancy may be filled by a majority vote of the Board with the term of the vacated Board seat remaining as before.

Section 3. Conflict of Interest – No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The Chair is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Section 4. Executive Committee - The Executive Committee shall consist of the Officers and three other Directors elected by the Board at the Organization’s Annual Meeting.

- a) The Executive Committee shall have power and authority over the affairs of the Organization subject only to the ultimate power and authority of the Board of Directors when assembled in an official meeting and the limitations imposed by the *Constitution and Bylaws*.
- b) The Executive Committee shall review and approve all programs to be undertaken by the Organization subject to concurrence of the Board.
- c) The Executive Committee shall meet monthly or as otherwise deemed necessary. Meetings may take place at such times and places as may be convenient; non-regular meetings may be conducted on line when necessary.
- d) Five (5) day’s notice shall be given to the Committee prior to each meeting. The Executive Committee members in attendance at such meeting shall constitute a quorum.
- e) The Executive Committee shall endeavor to promote the Organization and its purposes by a variety of activities such as organizing regular fundraising activities, authorizing and promoting certain public events, overseeing the creation of an Organization website, and other activities as may become feasible over time.
- f) The Executive Committee shall report their activities at each regular Board meeting.

Section 5. Other Committees

- a) The Board may establish a group of Standing Committees to serve the ongoing purposes of the Organization; initially this group may include Finance, Program, Buildings & Grounds, and Planning. Each Standing Committee shall consist of three to five members. The membership of such Committees may be drawn from the larger community, although the Chair of any Committee must be a member of the Board.
- b) The Chair, with the consent of the Board or the Executive Committee may, from time to time, appoint ad hoc Committees to serve the ongoing purposes of the Organization.
- c) The Executive Director may, ex officio, choose to be included as a non-voting member of any Committee.
- d) The Finance and Program Committees shall meet monthly; all others shall meet when deemed necessary. All Committees shall report their activities at each Board meeting.

ARTICLE IV. OFFICERS

Section 1. Officers - The Officers of the Board shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. These Officers shall be elected annually from the pool of Directors in separate votes by the Board of Directors at the Organization’s Annual Meeting. The Officers shall administer and carry out the policies adopted by the Board of Directors and the Executive

Committee and shall otherwise perform the duties of their respective offices as may be required in the operation of the Organization.

Section 2. The Chair

- a) The Chair shall monitor the day-to-day operations of the Organization, and shall carry out other duties as may be assigned by the Board.
- b) The Chair shall preside at all meetings of the Board and the Executive Committee. In the absence of the Chair, these meetings shall be conducted by the Vice Chair.
- c) The Chair shall, with the consent of the Board, sign all contracts and legal agreements entered into by ETPRI.
- d) All checks or orders for payment shall be signed by the Chair and countersigned by the Treasurer. In the absence of either the Chair or the Treasurer, checks may be signed or countersigned by either the Secretary or the Executive Director as long as the Chair or the Treasurer is one of the signatories.
- e) The Chair is automatically an ex-officio member of any Committee.
- f) As established in A.III, Sec. 4(b), The Chair may establish committees as needed. The membership of such Committees may be drawn from the larger community; however, the Chair of any Committee must be a member of the Board.
- g) The Chair (with the assistance of the Executive Committee) shall appoint a webmaster to build and maintain an Organization website.

Section 3. The Vice Chair

- a) The Vice Chair shall carry out the duties of the Chair when the Chair is absent or otherwise unavailable. The Vice Chair shall have the same powers and duties as the Chair when acting in said capacity.
- b) The Vice Chair shall perform whatever duties the Board or Executive Committee may from time to time assign.

Section 4. The Secretary

- a) The Secretary shall keep a complete and accurate record of all such meetings of the Board of Directors and the Executive Committee and shall make all records available for examination by any member of the Board.
- b) The Secretary shall also collect and make available all records of all official Committees of the Organization.
- c) The Secretary will maintain a list of all Members of the Board and of all Committees. This list will comprise all contact information for those members including various phone numbers, street and electronic addresses.
- d) As established in A. IV, Sec. 3): In the absence of either the Chair or the Treasurer, the Secretary may countersign ETPRI's checks with the other responsible Officer
- e) The Secretary shall pass all records and documents of the Organization to his/her successor.
- f) The Secretary shall perform other duties that the Board or the Chair may assign.

Section 5. The Treasurer

- a) The Treasurer shall keep a full and accurate record of all receipts and shall deposit all monies in the name of the Organization into a federally insured bank or trust company within three (3) business days of receiving such monies.
- b) The Treasurer shall keep a full and accurate record of all disbursements. The Treasurer shall disburse funds of the Organization only as directed by the Chair, the Executive Committee, or the Board when assembled in an official meeting.

- c) The Treasurer shall be responsible for the completion and timely filing of all financial reports required by law.
- d) The Treasurer shall provide a full and accurate Financial report to every Executive Committee and Board meeting and shall present an Annual Financial Report to the Annual Meeting.
- e) The Treasurer shall pass the Financial records and documents of the Organization to his/her successor.

ARTICLE V. MEETINGS

Section 1. Regular Meetings

- a) The Board of Directors shall meet quarterly on a regularly appointed schedule. Notification of such meetings, along with an Agenda, a copy of the minutes of the previous meeting, and copies of all documents relevant to Agenda items, shall be delivered to the Board members at least one week before the date of the meeting. A majority of current Board members shall constitute a quorum.
- b) Annual Meeting – The Annual Meeting of the Organization shall be the regularly scheduled meeting for the month of January. A majority of current Board members shall constitute a quorum.
- c) All meetings of the ETPRI Board are open to the public.

Section 2. Special Meetings – Special meetings may be called at any time by the Chair or by one third (1/3) of the Board members. Notification of such Special Meeting shall be given to the Board and Executive Director at least seven days prior to the meeting. Business at such Special meeting shall be confined to the matters stated in the Notice and a report of the meeting shall be filed with the Board at its next regular meeting.

Section 3. Minutes – There shall be kept a record of the proceedings of all meetings of the Organization or its various Committees. Minutes of meetings of the Board and the Executive Committee shall be verified by the signatures of the Chair and the Secretary of the Board.

ARTICLE VI. ETPRI STAFF

Section 1. Executive Director

- a) The Board of Directors shall appoint an Executive Director to oversee the daily activities and general programs of ETPRI as defined and approved by the Executive Committee and the Board of Directors. Such appointment shall be contingent upon signing an employment contract of specified duration.
- b) The Executive Director shall keep the Board and the Executive Committee informed of all activities at ETPRI and shall make a formal report at all Board meetings.
- c) The Executive Director, with the assistance and guidance of the Board of Directors, shall create and maintain a Manual of Policies and Procedures to assist in governing and managing the day to day affairs of ETPRI not specifically addressed by these Bylaws.
- d) As established in A. IV, Sec. 3): In the absence of either the Chair or the Treasurer, the Executive Director may countersign ETPRI's checks with the other responsible Officer.
- e) The Executive Director is to attend all Board, Executive, and Standing Committee meetings unless excused for cause. The Executive Director is to attend all other committee meetings when requested to do so.

Section 2. Regular staff. The Executive Director shall hire, subject to Executive Committee approval, such staff as may be required to accomplish the goals of the daily and general activities of ETPRI.

ARTICLE VII. RULES OF ORDER

The most recent edition of Robert's Rules of Order shall govern the proceedings of any meeting of the Organization except where such rules are inconsistent with this *Constitution and Bylaws*.

ARTICLE VIII. AMENDMENTS

- 1) The *Constitution and Bylaws* may be amended by a two-thirds majority vote of the Board members present at a general meeting.
- 2) Any member of the Board of Directors may propose amendments to these *Bylaws* by giving notice of such a proposal to the Executive Committee at least 60 days prior to a general meeting.
 - a) The Executive Committee may amend or approve as submitted any amendments by a two-thirds majority of those attending an Executive Committee meeting.
 - b) The Executive Committee shall give notice of approved amendments to the balance of the Board at least 30 days prior to the next Board meeting. Such notice shall include the proposed amendment(s).
 - c) Debate and a final vote on any amendments shall take place at the next Board meeting following the notification period.

ARTICLE IX. STATEMENT OF NON-DISCRIMINATION

The Organization shall not discriminate against any person in the hiring of personnel, election of Board Members, appointment to Committees, provision of services to the public, the contracting for purchasing of goods or services, or in any other way, on the basis of race, color, sex, national origin, age, sexual orientation, veteran status, or disability.

Secretary _____

Chairman _____