**BYLAWS OF THE**

**STATE NAME COTTAGE FOOD ASSOCIATION**

**ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is the (add name).

**ARTICLE II. PURPOSE**

This organization was formed for the purpose of educating, supporting, networking and galvanizing STATE NAME’s collaborative cottage food community to champion home-based entrepreneurs who are producing and selling non-hazardous products made in home kitchens. Our inclusive and welcoming organization includes current home-based food entrepreneurs, those in the planning and research phase, customers and others who advocate for increasing food freedom access in STATE NAME.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership**

General membership shall be open to any current resident of the state of NAME STATE who supports the purpose stated in Article II. Membership is granted after completion and receipt of a membership registration form.

**Section 2. Annual Dues**

The amount required for annual dues shall be $0 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Membership shall continue in good faith, unless the Leadership Committee is notified of a member’s intent to leave the association.

**Section 3. Rights of Members**

Each member shall be eligible to vote on issues brought before the general membership as proposed by the Leadership Committee or by a majority motion of general membership.

**Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the Leadership Committee. A member may have their membership terminated by a majority vote of the Leadership Committee.

**Section 5. Non-voting Membership**

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

**ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. General Meetings**

Should it prove necessary to call a meeting of the general membership, it will occur at a time, place, and location of the Leadership Committee’s choosing. General meetings may become necessary if the membership reaches a number which would cause cybercommunication and discussion to be inefficient.

**Section 2. Special Meetings**

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

**Section 3. Notice of Meetings**

Notice of all meetings shall be given to each voting member not less than two (2) weeks prior to each 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. LEADERSHIP COMMITTEE**

**Section 1. General Powers**

The affairs of the association shall be managed by its Leadership Committee. The committee shall have control of and be responsible for the management of the affairs and property of the association.

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

The number of committee members shall be fixed from time-to-time by the committee, but shall consist of no less than three (3) nor more than fifteen (15). The members of the leadership committee shall manage the affairs of this association, pursuant to Article V, Section 1. The initial members of the Leadership Committee shall consist of the ten (10) persons who have undertaken the formation of this association. Upon the first necessity of a general meeting, a vote will be held to determine incumbency or to amend the membership of said committee. Immediately upon ratification of these by-laws, the committee members shall enter the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Leadership Committee must be approved by a majority vote of the members present and voting. No vote on new members of the Leadership Committee shall be held unless a quorum of the Leadership Committee is present as provided in Section 6 of this Article.

No more than two members of the Leadership Committee related by blood or marriage/domestic partnership may concurrently serve on the committee.

Each member of the Leadership Committee shall be a member of the association in good standing and shall hold office for up to a three-year term.

Each member of the Leadership Committee shall attend at least 75% of the regular meetings of the committee per year.

**Section 3. Regular and Annual Meetings**

An annual meeting of the Leadership Committee shall be held at a time and day in the month of February of each calendar year and at a location designated by the Leadership Committee. These meetings may also take place in a digital meeting space. The committee may provide by resolution the time and place, for the holding of regular meetings of the committee. Notice of these meetings shall be sent to all members of the committee no less than ten (10) days, prior to the meeting date.

**Section 4. Special Meetings**

Special meetings of the Leadership Committee may be called by or at the request of the any three members of the committee. The person or persons authorized to call special meetings of the committee may fix any location as the place for holding any special meeting of the committee called by them.

**Section 5. Notice**

Notice of any special meeting of the Leadership Committee shall be given to current members of the committee at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any committee member may waive notice of any meeting. The attendance of a committee member at any meeting shall constitute a waiver of notice of such meeting, except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. Quorum**

The presence, in person, of a majority of current members of the Leadership Committee shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee, unless the act of a greater number is required by law or by these by-laws.

**Section 7. Forfeiture**

Any member of the Leadership Committee 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 committee. The Secretary shall notify the committee member in writing that his or her seat has been declared vacant, and the committee may forthwith immediately proceed to fill the vacancy. Members of the committee who are removed for failure to meet any or all 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 13 of this Article in these by-laws.

**Section 8. Vacancies**

Whenever any vacancy occurs on the Leadership Committee it shall be filled without undue delay by the method laid out in Article VI, Section 7 of these bylaws.

**Section 9. Compensation**

Members of the Leadership Committee shall not receive any compensation for their services as such.

**Section 10. Informal Action by Committee Members**

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

**Section 11. Confidentiality**

Committee members shall not discuss or disclose information about the association 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 association’s purposes, or can reasonably be expected to benefit the association. Committee members shall use discretion and good business judgment in discussing the affairs of the association with third parties. Without limiting the foregoing, committee members may discuss upcoming fundraisers and the purposes and functions of the association, including but not limited to accounts on deposit in financial institutions.

**Section 12. Parliamentary Procedure**

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

**Section 13. Removal.**

Any member of the Leadership Committee may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the committee if in their judgment the best interest of the association would be served thereby. Each member of the committee must receive 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 Committee shall automatically be removed from office.

Members of the committee 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 committee pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

**ARTICLE VI. OFFICERS**

**Section 1. Rank and Duties of Officers**

All Leadership Committee members shall be of equal stature and shall perform the duties outlined herein. Duties of committee members may include: social media and website management, public relations, fundraising and cash flow management, recording and distribution of meeting minutes, management of membership records and membership correspondence, scheduling, attendance, and reporting on meetings with elected officials, as well as managing any additional call to action which may affect the general membership and the well-being of this association. Duties within the committee shall be divided, delegated or assigned based on the individual strengths and qualifications of each officer. Duties will be carried out pursuant to Article V, Section 1, and shall always be completed in the best interest of this association. To that end, no manner of legal action shall be taken, nor any legally binding documents be considered valid, without the approval and signature of each member of the Leadership Committee.

**Section 2. Election of Officers**

Any member in good standing may nominate another member in good standing or themselves for a position on the Leadership Committee. All nominations must be submitted to the Secretary no more than 2 months and no less than 2 weeks prior to the annual meeting of the general membership. Elections shall be held at the annual meeting of the general membership. Those officers elected shall serve a term of up to three (3) years, and may not serve more than three (3) consecutive terms.

**Section 3. Removal of Officers**

The Leadership Committee with the concurrence of 3/4 of the general members voting at the meeting may remove any officer of the committee and elect a successor for the unexpired term. No officer of the committee shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing fourteen (14) days prior to the meeting at which motion shall be presented, setting forth the reasons of the committee for such expulsion.

**Section 4. Vacancies**

The Leadership Committee shall be responsible for nominating persons to fill vacancies which occur between annual meetings. The general membership shall be notified of the nominations at least two (2) weeks prior to the opportunity to vote. The persons so elected shall hold membership or office for the unexpired term in which such vacancy occurred.

**ARTICLE VII. COMMITTEES**

The Leadership Committee may create additional subcommittees as needed, such as fundraising, public relations, event planning, etc. The simple majority of the Leadership Committee may approve committee chairs, as nominated or volunteered from the general membership.

**ARTICLE VIII. IDEMNIFICATION**

**Section 1. General**

To the full extent authorized under the laws of the state of Wisconsin, the association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the association, or any person who may have served at the association’s request as a director or officer of another association (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 Leadership Committee, 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 association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Leadership Committee, 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 association 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 association would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE XI. BOOKS AND RECORDS**

The association shall keep complete books and records of account and minutes of the proceedings of the Leadership Committee.

**ARTICLE XII. AMENDMENTS**

The Leadership Committee 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.

**ADOPTION OF BYLAWS**

We, the undersigned, are the initial directors or incorporators of this association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these six (6) total pages, as the Bylaws of this association.

ADOPTED AND APPROVED by the following, the founding members of the Leadership Committee of the NAME OF ASSOCIATION on this DATE .

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NAME Date

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