

BYLAWS
Connecticut River Watershed Farmers Alliance, Inc.

Article I. Name

The name of the Corporation shall be "Connecticut River Watershed Farmers Alliance, Inc."

Article II. Purposes

The economic viability of agriculture in the Connecticut River Watershed is dependent upon environmental practices that improve the quality of its water, soil and air. The Connecticut River Watershed Farmers Alliance (CRWFA) encourages all sectors of agriculture as well as municipalities and others to join in recognizing our shared responsibility to sustain the environmental health of the watershed. Together, we are committed and dedicated to preserving the quality of our environment while maintaining a strong agricultural sector for the economic and social benefit of the region.

Article III. Office

The registered office of the Corporation shall be located at 202 Lakota Road, Town of Woodstock 05091, state of Vermont.

Article IV. Members

Section 1. Membership:

Any individual or organization approving of the objectives of the Corporation, and who is willing to assist the Corporation in its activities, may become a "Registered Member" and "Registered Member in good standing" of the Corporation by (1) completing an application form (or written reaffirmation of a previous form) and submitting the same to the Directors on or before January 31st of each year, or other time approved by the Directors, and (2) paying the annual membership dues fee established by the Directors at the Annual (or Special) Meeting designated by the Board of Directors as the date by which such payment is due and payable.

Section 2. Dues and Membership Classes:

Annual membership dues for each class of Registered Members shall be established by the Board of Directors at the Annual (or a Special) Meeting. There may be one or several classes of Registered Members as determined by the Board of Directors, including (a) Class 1 – Regular Voting Member who is a Connecticut River Watershed farmer from Vermont or New Hampshire, (b) Class 2 – Individual Non-voting Member (c) Class 3 – Business Non-voting Member who owns or operates an agriculturally-related business, or (d) Class 4 – Special Non-voting Member who may be appointed by the Directors as honorary or advisor to the Board of Directors. The Board of Directors, in their sole discretion, shall determine whether an individual qualifies to be a Registered Member and in which Registered Member class.

Section 3. Voting rights:

Each Regular Voting (Class 1) Member in good standing shall be entitled to one vote per membership on each matter submitted to a vote of the Registered Members.

Section 4. Annual Meeting:

The Annual Meeting of the Registered Members shall be held on the third Wednesday of January each year at a time and location established by the Board of Directors. The purpose of the Annual Meeting shall be for electing Directors and for the transaction of such other business as may come before the meeting. The

Board of Directors shall give notice stating the place, day (if not on the third Wednesday of January) and hour of the Annual Meeting, and the purposes for which it is called, by printed or electronic message delivered to all Registered Members listed in the corporate records for the previous year, which notice shall be posted at least two (2) weeks prior to said Annual Meeting.

Section 5. Special Meetings:

A Special Meeting of the Registered Members may be called by the Board of Directors or by written petition of at least 5% of the Regular Voting (Class 1) Members in good standing or 50% of Individual Non-voting (Class 2) Members and Business Non-voting (Class 3) Members in good standing delivered to the Secretary of the Corporation. Such Special Meeting shall be held at a time and place designated by the Board of Directors and the Board of Directors shall give notice stating the place, day and hour of the Special Meeting, and the purposes for which it was called, by printed or electronic message to all Registered Members, which notice shall be posted at least one (1) week prior to said Special Meeting.

Section 6. Quorum:

A quorum of the Registered Membership shall consist of the lesser of one-tenth (1/10) of the total Regular Voting (Class 1) Members in good standing, represented in person or by written or electronic proxy, or fifteen (15) Regular Voting (Class 1) Members in good standing.

Section 7. Voting:

At all meetings of Registered Members, voting on any action shall be deemed approved by the affirmative vote of a simple majority of the Regular Voting (Class 1) Members present at such meeting.

Section 8. Rules:

Meetings of Registered Members may be governed by rules established by the Board of Directors.

Article V. Board of Directors

Section 1. Powers:

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board.

Section 2. Number, Tenure, and Qualifications:

The Board of Directors shall consist of at least nine (9) Regular Voting (Class 1) Members. Such Directors shall be elected at the Annual Meeting of Registered Members. The terms of each Director shall be for three (3) years; however, at the initial meeting of Registered Members, the Directors shall be elected to staggered terms such that 1/3 of the directors (at least three (3)) will be elected to a one-year term, 1/3 of the directors (at least three (3)) will be elected to a two-year term, and the remaining 1/3 of the directors (at least three (3)) will be elected to a three-year term. Directors must be residents of the Connecticut River Watershed and must be Registered Members in good standing of the Corporation at the time of their election. If the number of Directors falls below the minimum of nine (9), the Board may still conduct the business of the Corporation so long as a quorum of Directors exists.

Section 3. Regular Meetings:

A Regular Meeting of the Directors shall be held not less often than quarterly. The Board of Directors may provide, by resolution, the time and place for holding additional Regular Director Meetings without other notice than such resolution. Regular Meetings of the Directors shall be held at the principal office of the Corporation or at such other place as the Directors may determine. Meetings of the Board of Directors shall be open to Registered Members in good standing but such Registered Members shall not have the right to speak or vote without recognition and approval by the Board of Directors.

Section 4. Special Meetings:

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Notice:

Notice of any Regular or Special Meeting of the Board of Directors will be given to the Directors, in writing, by telephone or otherwise, including by e-mail or fax, at least five (5) business days prior to the time fixed for the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage thereon prepaid, not less than three (3) days prior to the commencement of the above-stated notice period. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except for a Director who attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum:

Five members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting for which a quorum is present shall be the act of the Board of Directors. Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board of Directors at a duly warned and held meeting of the board, provided that written consent is inserted in the minutes.

Section 7. Voting:

Any action that is proper for a Special Meeting may be conducted by written or electronic ballot in lieu of a meeting.

Section 8. Removal of absent directors:

Directors missing three consecutive Regular Meetings may be removed by a vote of Directors. A Director may also be removed from office by a two-thirds vote of the Board of Directors for cause or no cause at the sole discretion of the Board of Directors.

Section 9. Vacancies:

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Rules:

Meetings of the Board of Directors may be governed by rules established by the Board of Directors.

Article VI. Officers

Section 1. Number:

The Officers of the Corporation shall be a President, Vice-president, Secretary and a Treasurer, each of whom shall be elected by and from the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may choose to elect an Assistant Secretary and/or an Assistant Treasurer from the Registered Members. If the Board of Directors elects an Assistant Secretary and an Assistant Treasurer, these offices may be held by the same person.

Section 2. Election and Term of Office:

The Officers of the Corporation shall be elected annually at the first meeting of the Board of Directors held after each Annual Meeting of the Registered Members. If the election is not held at such meeting, such

election shall be held as soon as possible thereafter as is convenient. Each Officer shall hold office until his or her successor has been elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3. Removal:

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties:

The powers and duties of the several Officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective Officers shall have the powers and shall discharge the duties associated with such offices. The Secretary shall prepare minutes of all meetings of the Registered Members and of the Board, and shall authenticate the records of the Corporation upon request. The Board of Directors may employ staff and/or such other technical experts and other agents as it may require.

Article VII. Contracts, Loans, Checks and Deposits

Section 1. Contracts:

The Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of a corporation, and such authority may be general or confined to specific business events.

Section 2. Loans:

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts or Orders:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. Deposits:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Article VIII. Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

Article IX. Waiver of Notice

Whenever any notice is required to be given to any Registered Member or Director of the Corporation under the provisions of law or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

Article X. Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors at any Regular or Special Meeting of the Board; provided, however, that the number of Directors shall not be increased or decreased nor shall the provisions of Article IV, concerning the Registered Members, be substantially altered without the prior approval of 2/3 of the Directors, voting in person or by proxy at a duly called meeting. Any changes to the Bylaws are in effect but will be affirmed at a Special Meeting of Registered Members or at the Annual Meeting.

Article XI. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Regular Voting (Class 1) Members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time.

Article XII. Dissolution and Sale of Assets

A 2/3 vote of the Regular Voting (Class 1) Members shall be required to sell or mortgage assets of the Corporation not in the regular course of business or to dissolve the Corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under provisions of Section 501(c)(3) or 501(c)(5) of the U.S. Internal Revenue Code or corresponding provisions or subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to any officer, director, member, employee, or donor of the organization.

The foregoing were adopted as the Bylaws of the Connecticut River Watershed Farmers Alliance, a nonprofit corporation under the laws of the State of Vermont and exempt under section 501(c)(3) of the Internal Revenue Code, at a duly warned meeting of the Board of Directors of the Corporation on the 4th day of March, 2016

Signature by Secretary

Printed Name