

**CODE OF REGULATIONS
OF
KNOX COUNTY LOCAL FOOD COUNCIL**

ARTICLE I. Corporation

Section 1 Name. The name of the corporation is:

Knox County Local Food Council

Section 2 Places of Business. The corporation shall have its principal place of business in Gambier, Ohio and may have such other places of business as the Council may from time to time determine.

Section 3. Purposes. The mission of the Knox County Local Food Council (KCLFC) is to build a sustainable local market for foods produced in and around Knox County, Ohio. The purposes for which the corporation is organized are as follows:

- A. To promote the building of a sustainable local system for foods produced in and around Knox County.
- B. To encourage the development of a sustainable agriculture infrastructure to promote the preservation of farmland, support family farming, and maintain the county's green space and rural character.
- C. To collaborate with and act as a resource to public and private organizations in Knox County and the region, who are working to develop of sustainable local markets for foods produced in the area.
- D. To promote public education about food, farming, and rural life.

Section 4. Activities

A. Policy. Partner with other organizations including the local, state and federal government agencies, school boards and educational institutions, philanthropic and relief organizations and private corporations to promote policies and programs that contribute to building a sustainable food system for the community.

B. Communication. Facilitate communication and collaboration among the wide range of stakeholders who are interested in promoting a sustainable local food system and the expanding local food production.

C. Research. Develop a knowledge base for building a sustainable local food system based upon a comprehensive local food assessment and sponsor, conduct and disseminate research on key issues related to our local food system.

D. Education. Enhance public awareness of the impact of our food choices on us as individuals and as a community through educational programs, exhibits, and publications.

E. To do such things and to perform such acts to accomplish its purposes as the Council may determine to be appropriate and as are not prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986 (hereafter referred to as the "Code"), with all the power conferred on nonprofit corporations under the laws of the State of Ohio.

Section 5. Non-Profit Tax Exempt Operation. The corporation shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation and for any other purpose permitted by Section 1702.03 of the Ohio Revised Code.. No member of the Council shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the corporation

participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II. The Council

Section 1. The Council. The Council, which is the governing body of the corporation, shall manage the business and affairs of the corporation. The Council shall meet as often as necessary to conduct the business of the corporation, typically once per quarter, but at least annually on or about the third Thursday of January as determined by the Chairperson.

Section 2. Number, Term, Selection of Councilors. The Council shall consist of not less than six (6) or more than twenty (20) members, as the Council shall determine from time to time. The current members of the steering committee shall fill the initial positions on the Council (refer to Exhibit "A"). Councilors shall serve until they resign or the Council votes to remove them. The Council shall select future Councilors by the following criteria:

Councilors must be individuals involved in the local food system, including farmers, food processors, food retailers, food wholesalers and distributors, nutritionists, restaurateurs, chefs, food service managers, food policy advisors, educators, community gardeners, food-bank employees and volunteers, food policy advisors, community health specialists, civil government officials, county extension agents, economic development officials, consumers and advocates who

- live or work in Knox County or function within the regional foodshed,
- bring a commitment to work on local food system issues and solutions,

AND

- are willing and able to attend Knox County Local Food Council meetings and participate in any related committee work.

Membership of the Council is limited to 20 members, apportioned as follows:

Farmers (Producers):	5
Retail – Restaurants, Stores:	3
Wholesale/Food Service:	2
Food Processors:	2
Civic leaders, Educators and Experts:	4
At Large:	4

Section 3. Officers

A. Election. The Nominations Committee will nominate Officers choosing nominees from active Councilors. The length of Officers' terms is two years.

B. Chair. The Chair will preside at all meetings of the Knox County Local Food Council, be an ex officio member of all committees, have complete charge of the supervision of the corporation's business and perform other duties as may be specified by the Council and by law.

C. Vice-Chair. The Vice-Chair will assist the Chair and perform the duties of the Chair in his/her absence or temporary inability to serve. The Council may specify other duties as scheduling and planning Council social activities, promotions, and meetings.

D. Secretary/Treasurer. The Secretary/Treasurer will assemble, collect and maintain all Council meeting minutes and records, keep a complete record of all of the financial transactions of the corporation, rendering an account thereof to the Council at each meeting, and be responsible for the safekeeping of all money and securities, and for executing the corporation's interest in the timely collection and payment of financial obligations due to and from the corporation respectively.

Section 4. Meetings. The Knox County Local Food Council will typically meet once per quarter. The Chair schedules meetings and notifies the

Councilors in writing two weeks before the scheduled meeting, when, and where the meeting will take place. Each meeting will close with the Councilors assembled setting a tentative date for the next meeting. The Council may choose not to meet during the summer months. Meetings will be carried on in a spirit of consensus. Should points of contention arise over procedural matters, *Roberts Rules of Order* will be the definitive source for resolution of such matters. The Chair may call for a special meeting. Members comprising one quarter of the membership may call a special meeting by informing the Chair. The Chair must immediately call the Council to assemble within no more than two weeks. Teleconferencing or any interactive telecommunication with Councilors remote to the physical venue of the meeting, during the meeting, is considered attendance of that remotely located Councilor for the course of meeting in which they were present by those means.

Section 5. Quorum and Voting Requirements. Sixty per cent of the active membership will comprise a quorum for the transaction of business. A simple majority vote of Councilors in attendance decides all questions, with one vote per member.

Section 6. Committees. A standing Nominations Committee, comprised of three members chosen by the Council, will be responsible for recruiting nominees to be members of the Council and for nominating officers. The Nominations Committee will solicit potential candidates' names from the Council at least one month prior to the nomination of the candidates. Nominations and elections of individuals for councillorship or office will occur at the same Council meeting. The Council may create additional committees as needed, and may choose to indicate the length of time that the committee is to function and the Councilors assigned to it. Council members may invite non-members to sit on these committees, with only Councilors voting and serving as committee chairs. All committees must have at least three Councilors as members.

Section 7. Action Without a Meeting. Any action required or permitted at any meeting of the Council or a committee thereof, may be taken without a meeting, without prior notice and without a formalized vote if two-thirds all of the Councilors of those respective bodies thereon consent to affirm the action in writing. The

secretary/treasurer shall file said written consents with the minutes of the proceedings, and shall notify, in writing, all Councilors of the outcome of those proceedings. Such actions shall have the same effect as a vote for all purposes. Email transmissions are admissible as “writing” in these circumstances.

Section 8. Resignation, Removal and Replacement of Councilors. Any Councilor may resign by giving written notice to the Chair or Secretary/Treasurer. Such resignation shall take effect upon receipt of such notice or at any time specified therein. Formal acceptance shall not be necessary to make the resignation effective. Any Councilor, who misses three simultaneous Council and/or committee meetings, without regrets being offered, will be assumed to have resigned. At the discretion of the Chair, the issue may be referred to the full Council, where a majority vote will determine the member's status. Members of the Council can be removed from that body, and/or from the offices of that body, with or without cause, by a two-third's majority vote of the Council members sitting in attendance of a regular or special meeting. Whenever a vacancy occurs on the Council, the Nominations Committee will bring forward the names of nominees for the vacant position. Voting on the nominations will take place when they are placed before the Council. Approval of the Council by a simple majority of those in attendance shall confer Councilorship upon the elected.

Section 9. Compensation. Councilors shall receive no compensation for their services. The preceding shall not, however prevent the corporation from purchasing and maintaining insurance for purposes of Article III hereof nor shall it prevent the Council from providing reasonable compensation to a trustee for services which are beyond the scope of his or her duties as Councilor or from reimbursing any Councilor for expenses actually and necessarily incurred in the performance of his or her duties within the Council or its committees.

Section 10. Powers of the Council. The Council shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do so and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these Regulations, the Articles of Incorporation or the laws of the State

of Ohio. The Council shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes of debenture, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in the furtherance of its purposes.

Section 11. Execution of Conveyances, Mortgages, Contracts and Documents. All conveyances and mortgages of real estate, assignments or discharges of mortgages and material written contracts shall be executed upon the expressed approval of the majority of Councilors in meeting and, if need be, acknowledged in the name of the corporation by the Chair and the Secretary/Treasurer. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these Regulations to be executed, acknowledged or verified by two (2) or more officers.

Section 12. Check Signing Authority. The following officers and employees shall have authority to sign checks, drafts or orders of withdraw and place purchase orders on behalf of the corporation in the conduct of the ordinary course of its business:

A. Any one among the Chair, Vice-Chair, or the Secretary/Treasurer shall have such authority for amounts up to \$1,000.00.

B. Any two among the Chair, Vice-Chair, or the Secretary/Treasurer shall have such authority for amounts of \$1,000.00 or more.

Section 13. Councillorship List. The secretary/treasurer shall compile and maintain a councillorship list containing the names, addresses, phone numbers, and email addresses of each Councilor along with their councillorship start dates and upon termination of such membership, that date as well.

Section 14. Rights and Liabilities of Councilors. No property of the corporation shall vest in any Councilor solely by reason of his or her

councillorship. Councilors shall not be personally liable for the corporation's debts, liabilities or obligations solely by reason of councillorship.

ARTICLE III. Indemnification.

Section 1. Indemnification of Officers, Councilors or Employees. Any person made a party to or involved in any claim, action, proceeding or litigation, including any civil, criminal or administrative action, suit or proceeding by reason of the fact that they or the person for whom they act as personal representative, is or was an officer, councilor or employee of the corporation which they, or the person for whom they act as personal representative, served as such at the request of the corporation, or by reason of his alleged negligence or misconduct in the performance of their duties as such office, Councilor, or employee, shall be indemnified or reimbursed by the corporation for the reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any such litigation, action, proceeding, or claim, or in a connection with any appeal therein, except in relation to such matters as to which it shall be finally adjudged that such officer, Councilor, or employee is liable to the corporation for negligence or misconduct in the performance of his duties to the corporation.

As used herein, the term "expenses" shall include fines, or penalties imposed and amounts paid in compromise or settlement of any such litigation or claim, or if (a) independent legal counsel designated by the majority of the Council, other than those who have incurred expenses in connection with such litigation for which indemnification has been or is to be sought, shall have advised the corporation that, in the opinion of such independent legal counsel, such officer, Councilor, or employee is not liable to the corporation for negligence or misconduct in the performance of their duties to the corporation in respect to the subject of such litigation or claim, and (b) a majority of the Councilors other than those whom have incurred such expenses shall have made a determination that such compromise or settlement was or will be in the best interests of the corporation.

The right of indemnification provided by this provision of the Regulations of the corporation shall not be deemed exclusive of any other rights to which such officer, councilor or employee may be entitled as a matter of law or otherwise apart from this provision of the Regulations.

Section 2. Purchase of Insurance. The Council may purchase and maintain insurance on behalf of any person who is or was an officer, Councilor, employee, agent or volunteer of the Council against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Council would have the power to indemnify them against such liability under the provisions of this Code of Regulations or of the Ohio Not for Profit Corporation law.

ARTICLE IV. Amendments.

These Regulations may be amended at any meeting of the Council, provided that notice of the proposed amendment has been submitted, in writing to each Councilor two weeks or more before the time of meeting.

ARTICLE V. Scope of Regulation

These Regulations shall be consistent with the Articles of Incorporation and the statutes of the State of Ohio, particularly the provisions of the statutes of the State of Ohio set forth in the Revised Code of Ohio, Sections 1702.01 et. seq. In the event of any inconsistency or conflict therewith, said Articles of Incorporation and said statutes shall be given force and effect.

EXHIBIT "A"

STEERING COMMITTEE MEMBERS

AS OF JANUARY 25, 2006

Howard Sacks, Convener
Rural Life Center
Kenyon College
Gambier, OH 43022

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Market on the Square
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