



## **ARTICLE I: NAME, LOCATION AND PURPOSE**

**Name and Location:** This Corporation is known as the International Organic Inspectors Association (IOIA) with offices in such location or locations as the Board of Directors shall choose.

**Purpose, General:** The mission of the International Organic Inspectors Association is to address issues and concerns relevant to organic inspectors, to provide quality inspector training, and to promote consistency and integrity in the organic certification process.

## **ARTICLE II: MEMBERSHIP**

2.0 Types of Membership: There shall be two types of members of this corporation: (a) Inspector Members, and (b) Supporting Members. For both types of membership, application for membership shall be made in writing and accompanied by membership fee. Membership shall be renewable annually.

2.1 Inspector Members: Membership is open to qualified and experienced inspectors in the field of production, processing and/or trade. Criteria of acceptance are:

- a. Training or experience in agriculture, processing and/or trade.
- b. Experience in inspection of organic farming, food processing and/or trade. Minimum experience is documented in one of two manners:
  1. Ten organic inspections performed, plus a letter from a certification agency attesting to completion of these inspections.
  2. Five supervised inspections performed, plus a letter from a mentor inspector attesting to completion of these inspections.
- c. Formal basic inspector training.
- d. Review by the IOIA Membership Committee.
- e. Completion of IOIA Membership Application.
- f. Understanding and acceptance of IOIA Mission Statement, Code of Ethics and Code of Conduct.

2.2 Supporting Members:

- a. Membership is open to interested individuals, organizations and businesses.

2.3 Dues and Fees: Annual membership dues and other fees are to be set by the Board of Directors.

2.4 Regular Meetings: There shall be one (1) regular meeting of the members each year.

2.5 Special Meetings: Special meetings of the members shall be held at any time upon the order of the Chair of the Board, or the Board of Directors, or of the written request of twenty five percent (25%) of the members entitled to vote.

2.6 Notice of Regular and Special Meetings: At least ten (10) days written notice of each regular or special meeting referred to in section 2.4 and 2.5 shall be given to each member.

2.7 Decision Making and Voting: Inspector members may vote at regular or special meetings. Each Inspector member shall have one vote. Supporting members do not have voting rights. Decision making shall be by majority vote of those present in person or by proxy at membership meetings. The Chair shall vote only in case of a tie.

2.8 Proxies: Proxies may be granted for voting at any regular or special meeting if requested in writing by the member unable to attend and stating the name of the designated proxy holder. A designated proxy holder must be a current Inspector member. Proxies may be voted upon any matter which is not the subject of a mail-in ballot.

2.9 Action by Written Ballot: Any action not including elections, which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action;<sup>5</sup> provide an opportunity to specify approval, disapproval or abstain-abstention of each proposal;<sup>5</sup> ~~provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith,~~ and must provide and specify a reasonable time within which to return the ballot to the corporation.

2.10 Approval of the action by written ballot shall be valid only when the number of affirmative votes cast constitutes a majority of a quorum of members eligible to vote.

2.11 Quorum: Fifteen percent (15%) of the members entitled to vote represented either in person or by proxy constitutes a quorum for the transaction of business, except for bylaw amendments which require a quorum of 25%. If at any time during a meeting of the members, members withdraw leaving less than a quorum, action may be taken by the remaining members if a majority of the members required for a quorum vote affirmatively.

2.12 Membership Not Transferable: All rights and privileges of membership are held by that individual member and in no way permitted to be transferred.

2.13 Ballot Committee: A committee of three IOIA members shall be appointed by the Board to supervise elections and voting, open mail ballots, announce vote totals and oversee the security of election records. The committee is expected to attend the annual membership meeting; if any members fail to attend they shall be replaced as the first order of business by the meeting.

2.14 If an annual meeting fails to attain a quorum, all matters voted upon shall be included in a ballot mailed to all members within 30 days. The minutes of all discussions prior to each vote (except

unanimous votes) shall be attached to the ballots. The ballot committee shall review and adjudicate the fair presentation of all sides that participated in such discussions. The mail ballot shall be subject to quorum requirements; it shall not include any matters such as elections or bylaw amendments, which attained a quorum by virtue of the combined total of mailed-in votes plus in-person votes.

### ARTICLE III: BOARD OF DIRECTORS

3.0 Number of Directors: The corporate powers, management and control shall be exercised by a Board of Directors consisting of ~~seven (7) no less than five (5) nor more than twelve (12) Inspector members, who are actively inspecting each year. The annual membership meeting shall determine the authorized number of Directors for the following year(s).~~ A majority of the authorized number of Directors shall constitute a quorum for the transaction of business at a properly called meeting. If at any time during a Board meeting, Directors withdraw leaving less than a quorum, action may be taken by the remaining Directors if a majority of the Directors required for a quorum votes affirmatively.

3.1. Election of Directors; Terms of Office: Any Inspector member may serve as a Director if elected by plurality vote of membership. Each Director shall be elected at the annual membership meeting, including ballots cast in person and by mail. Terms of office are three (3) years. Each Director can be elected for no more than two (2) consecutive terms (Directors may be elected to additional terms following an interruption of a minimum of one (1) year.). ~~One third of the presiding membership shall be elected each year.~~ Yearly election for three year terms will be spaced as evenly as possible at the rate equal to or closest mathematically to one third of total BOD membership. ~~If four (4) or more positions are open on the BOD, the imbalance will be corrected by some of the newly elected Directors serving three (3) years and some two (2) years. The highest vote recipients will serve the longest terms (3 years vs. 2 years).~~

a. Special Past Chair. In the event, following the annual election, the board lacks a past chair, then the board is authorized to invite a Special Past Chair to promote continuity. The first choice shall be the immediate past chair if available; otherwise the board may invite any other past chair. The special Past Chair shall serve until the next annual election as a voting member in any capacity except chair, notwithstanding 3.0 (authorized number of directors) and 3.1 (term limits).

3.2 Regional representation shall be a factor to be considered when determining the slate of nominees. Candidates for the Board of Directors must be nominated at least 60 days prior to the annual membership meeting and members mailed notices at least 45 days prior.

3.3 Filling Vacancies on the Board of Directors: A vacancy as determined by a majority of the entire Board of Directors, shall be filled by the next annual membership meeting. The person so elected shall hold office for the balance of the term for which the Director had been elected.

3.4 Powers of Directors: The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

- 3.5 Duties of the Board of Directors: It shall be the duty of the Board of Directors to:
- a. Perform all duties imposed on them by the membership.
  - b. Develop policies and positions and create such committees as are necessary to conduct the affairs of the organization and carry out the purposes of the corporation.
  - ~~e.~~ Appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board. Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix compensation, if any, of all officers, agents, and employees of the corporation.
  - ~~d.~~c. Fix, locate, or change the location of the offices of the corporation.
  - ~~e.~~d. Establish and maintain legal status of corporation.
  - ~~f.~~e. Meet at such times as required by these Bylaws.
  - ~~g.~~f. Maintain communications with and represent the members' interests in local, state, national and international discussions.
  - ~~h.~~g. Enter into agreements, partnerships and contracts, and to purchase, lease and sell property.
  - ~~i.~~h. Serve as an arbitration board for organizational disputes.
- 3.6 Regular Meetings: Regular meetings of the Board of Directors shall be held every quarter or more frequently as may be decided by the Board. Meetings shall be open to Inspector members.
- 3.7 Special Meetings: Special meetings of the Board of Directors for any purpose may be called at any time by the Chair, or by ~~thirty three (33%) %~~ of the Directors. Meetings shall be open to members.
- 3.8 Notice of Regular and Special Meetings: Notice of each regular or special meeting of the Board of Directors shall be given to each Director at least ten (10) days before the time of the meeting. Notices will be made public to the Inspector membership.
- 3.9 Decision Making: A majority vote of those Directors present at any Board meeting, shall be required for action. This provision is subject to Sec. 3.0 defining a quorum and the required voting in the absence of a quorum. The Chair shall normally vote only in cases of a tie, abstention or absence of a member.
- 3.10 Compensation: Directors shall serve without compensation except that they may be allowed and may be paid their actual and necessary expenses incurred in attending to the business of this organization.

## ARTICLE IV: EXECUTIVE COMMITTEE

4.0 Executive Committee; Election of Executive Committee: The Executive Committee of the organization shall consist of Chair, ViceChair, Secretary, Treasurer and one nonofficer. ~~Any Inspector member on the Board of Directors may serve on the Executive Committee.~~ The Executive Committee shall be elected for a term of one (1) year by the Board of Directors at their first meeting following the election of the Board of Directors.

4.1 Duties of the Executive Committee: The Executive Committee shall have all of the powers and authority of the Board of Directors in the management of the property, affairs, and business of this corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors and within the limits established by the Board.

4.2 Regular and Special Meetings: The Executive Committee shall hold regular or other periodic meetings at such time and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. Special meetings of the Executive Committee shall be held whenever called by any one (1) member of the Executive Committee, upon the same notice as is fixed by the Executive Committee for regular meetings. Minutes of all meetings shall be routinely available to members.

4.3 Quorum: A majority of the total number of members of the Executive Committee shall be required to constitute a quorum for the transaction of business at any meeting.

4.4 A majority vote shall be required of the full membership of the Executive Committee to take any action.

4.5 Duties of the Chair: It shall be the duty of the Chair to:

- a. Perform all duties incident to his or her office and such other duties as maybe required by law, by these bylaws or which may be prescribed from time to time by the Board of Directors.
- b. Preside at the Annual Meeting of members, meetings of the Board of Directors, and the Executive Committee.
- c. Present annual and quarterly reports to the Board of Directors.
- d. Represent the corporation in local, state, national and international forums.
- e. Expedite and guide the business of the corporation by committees, officers, members, and staff, and development of policy and program.
- f. Execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- g. Duties of the ViceChair: In the absence of the Chair, the ViceChair shall perform all the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Chair. The ViceChair shall have other powers and perform such other

duties as may be prescribed by law, by these bylaws, or as may be prescribed by the Board of Directors.

4.6 Duties of the Secretary: It shall be the duty of the Secretary to:

- a. Attend the Annual Meeting of the members, the meetings of the Board of Directors, and the Executive Committee and be responsible for the minutes of those meetings.
- b. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- c. Sign, together with the Chair, all deeds, leases, releases, notes and other documents requiring official corporate execution.
- d. ~~Be custodian of the records of the organization.~~
- e. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these bylaws or as may be prescribed by the Board of Directors.

4.7 Duties of the Treasurer:

- a. The Treasurer shall be responsible for undertaking such financial, accounting and control duties as are assigned by the Board of Directors. The Treasurer shall also:
- b. Have charge of and custody of, and be responsible for, all funds and securities of the corporation, ~~and deposit all such funds in the name of the corporation~~ in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- c. ~~Receive, and give receipt for, monies due and payable to the corporation as well as disburse or cause to be disbursed the funds of the corporation, taking proper vouchers for such disbursements.~~
- d. ~~Keep and maintain adequate and correct accounts of the corporation's transactions which shall be exhibited at reasonable times to any Director, officer or member.~~
- e. Prepare, or cause to be prepared, the financial statement to be included in any required reports.
- f. Prepare, or cause to be prepared, a budget for analysis and approval by the Board of Directors.
- g. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these bylaws, or prescribed by the Board of Directors.

## **ARTICLE V: COMMITTEES**

5.0 Authorization: The Board of Directors may designate and appoint committees to advise and to manage the business of the corporation between the meetings of the Board. Committees are encouraged to assist the Board in long range planning of goals, policies and strategies for the organization. The Board may at any time revoke or modify any or all of the authority delegated to committees and shall arbitrate any disputes which may arise. No committee shall have the authority to amend, alter, or repeal the bylaws or to substantially alter the policies or procedures of the corporation. ~~All committees and subcommittees shall keep regular records, and send copies of minutes to the Secretary.~~

5.1 Accreditation Committee: The Board shall elect a chair and committee every two years and authorize them to oversee the Inspector Accreditation Program including to review, adjudicate and propose policy and criteria used to accredit Inspectors. This committee shall formulate accreditation standards and procedures for Board approval and implement such program.

5.2 Financial Committee: This committee, with the assistance of the treasurer, shall prepare an annual budget to be presented to the Board of Directors. In addition, this committee shall advise the Board of fiscal matters requiring the attention of the Board. In addition, this committee shall be tasked to explore and pursue different means of acquiring supplemental funding.

5.3 Membership Committee: The Board shall appoint a Non-Board member as chair of this Committee. The duties of this Committee are:

- a. Assist the development of Membership services.
- b. The Membership Committee Chair shall appoint and chair a Nomination Committee made up of the Vice-Chair of the Board of Directors in non-voting capacity and at least three (3) additional voting members. All voting members of this Committee shall not be running for the upcoming election of Directors. This Committee has the duty of finding nominees for the Board of Directors and Committee positions and shall provide a List of Nominations to the organization for the upcoming elections at least 60 days prior to the annual membership meeting. Members may nominate a candidate for the Board directly when 4% of the members sign a petition for the candidate which must be submitted to the national office at least 60 days prior to the annual meeting. See also 3.2.
- c. Assist in the compilation and publication of the Membership Directory.
- d. Assist in developing new leadership from the membership.

## **ARTICLE VI: CORPORATE RECORDS AND REPORTS**

6.0 Minutes, Books or Accounts: The corporation shall keep adequate and correct books and records of account and shall keep minutes of Annual Membership, Board of Directors, Executive Committee, and Board Committee meetings, and shall keep at the Corporate Office, a record of its members. The minutes must be kept in written form. The other books and records shall be kept either in written form or in any other form capable of being converted into written form. A copy of the original Bylaws as well as a copy of these as amended from time to time shall be available to members.

6.1 Inspection by Members and Directors: Any member shall have the right on written demand to inspect the register of membership, the accounting books and records, the bylaws, and the minutes. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation.



## BYLAWS OF INTERNATIONAL ORGANIC INSPECTORS ASSOCIATION

6.2 Annual Statement of General Information: The corporation shall ~~annually, during the period commencing on February 1, and ending on April 30, in each year,~~ file with the Secretary of State, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of the Chair, ViceChair, Secretary and Treasurer, the street address of its principal office, and the general type of business constituting the principal business activity of the corporation, together with a designation of the agent of the corporation for the purpose of service of process.

6.3 Fiscal Year: The fiscal year of this corporation shall be from January 1 through December 31 of each calendar year.

### ARTICLE VII: AMENDMENTS TO THESE BYLAWS

7.0 Amendments to Bylaws: These bylaws may be altered, amended, or repealed and new bylaws adopted as follows:

7.1 Proposals for changes shall be initiated by a member and shall be referred to a bylaws committee for evaluation and review. Alternatively, a proposed bylaw amendment shall be submitted to the Annual membership meeting without the approval of the Bylaws Committee when the proposal is signed by at least 5% of the total of Inspector Members.

7.2 Bylaw changes can be accomplished by a written ballot as prescribed in Sec. 2.9 or a majority vote at an Annual Meeting.

7.3 Proposals for changes shall be circulated in writing to the membership and members mailed notices at least 45 days prior to action on the proposed change.