

1 **Adopted by the Board 9/22/01**
2 **Approved by the Membership 10/18/01**

3 **Amended by the Board 5/24/03**
4 **Amendments Approved by the Membership 2/14/04**

5 **Amended by the Board 2/19/05**
6 **Amended by the Board 8/27/05**
7 **Amended by the Board 2/18/06**
8 **Amended by the Board 11/18/06**
9 **Amended by the Board 2/9/17**
10 **Proposed amendments 5/11/17**

11 **BYLAWS OF**
12 **CALIFORNIA CERTIFIED ORGANIC FARMERS INC.**

13 **ARTICLE I.**

14 General Provisions

15 Section 1.01. Name. The name of this corporation is California Certified Organic Farmers
16 Inc., hereafter referred to in these bylaws as "Association" or "CCOF".

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18 Section 1.02. Principal Office. The principal office for the transaction of business of the
19 Association shall be in the State of California at a location determined by the Board of
20 Directors ("Board"). The Board shall have the authority to change the location of the
21 principal office so long as the principal office remains in the State of California. The
22 Association may also have offices at such other places within or without the State of
23 California where it is qualified to do business, as its business may require and as the Board
24 may from time to time designate.

25
26 Section 1.03. Purposes. The Association is a nonprofit mutual benefit corporation
27 organized under California law. The Association is formed for the purpose of engaging in
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1 any lawful act or activity for which a nonprofit mutual benefit corporation may be organized
2 under the law, including but not limited to advancing organic agriculture for a healthy world.

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4 ARTICLE II.

5 Members

6 Section 2.01. Regular Voting Members. The Association is organized with members, but
7 without capital stock. Any individual, partnership, corporation, limited liability company, or
8 other entity which is engaged in the production or handling for market of organically-grown
9 agricultural products and who is certified by CCOF Certification Services, LLC shall
10 automatically become a regular (voting) member in CCOF unless they notify CCOF in
11 writing that they do not wish to be a member. Regular voting members of the Association
12 shall have all rights afforded members under the California Nonprofit Mutual Benefit
13 Corporation Law.

14
15 Section 2.02. Non-Voting Associate (Supporting) Members. Any individual, sole
16 proprietorship, partnership, corporation, limited liability company, limited liability partnership,
17 trust, or other entity which does not qualify for regular voting membership, but which
18 ~~provides products, services, or support to the organic agricultural industry, shall be eligible~~
19 ~~for associate membership in the corporation~~ a monetary contribution to the CCOF
20 Foundation, shall automatically become a non-voting associate (supporting) member in
21 CCOF unless they notify CCOF in writing that they do not wish to be a member.

22
23 ~~Any eligible person desiring associate membership shall submit a written request to the~~
24 ~~Executive Director of the Association, and shall be eligible as an associate member on~~
25 ~~approval of the application by the Executive Director and the payment of such dues and~~
26 ~~fees as the Board may fix from time to time.~~ Associate members ~~of the Association~~ do not
27 have the right to vote at membership meetings or for the election of directors, but may be
28 elected as a director or, officer , ~~or alternate~~ on the Board of Directors.

1 Section 2.03. Fees and Dues. CCOF, Inc. will charge no dues to either voting or non-voting
2 members.

3
4 Section 2.04. Use of CCOF Logo/Certification Mark. The Association owns a registered
5 logo/certification mark. Every regular member of CCOF is eligible to use the mark on their
6 products as a way of evidencing certification by CCOF Certification Services, LLC and for
7 the marketing of those products. Regular and associate members who are in good standing
8 are also entitled to utilize the CCOF logo as a means of identifying themselves as a
9 member/supporter of CCOF; provided however, that members may not use the logo for
10 commercial purposes (other than the marketing of CCOF-certified products) without the
11 prior written approval of the CCOF Executive Director.

12
13 Persons eligible to use or display the CCOF logo/certification mark under this section
14 understand and agree that their right to the CCOF logo/certification mark is no more than a
15 non-exclusive revocable license from CCOF to use the logo/certification mark in the manner
16 described above, and that nothing herein provides any person with any ownership interest in
17 the logo/certification mark but only the use thereof. Persons using the logo/certification
18 mark waive any and all possible right, ownership or use of the logo/certification mark other
19 than as specifically provided in these bylaws or approved by the Executive Director.

20 Persons using the logo/certification mark agree not to file with the United States Patent and
21 Trademark Office or any other state or country, an application for the registration of the
22 logo/certification mark, or any type of trademark, service mark, certification mark, trade
23 name or the like, which in any way incorporates the logo/certification mark or its facsimile.

24 Members specifically agree as a condition of membership that they will indemnify, hold
25 harmless, and defend the Association from any and all liability arising or resulting from the
26 member's misuse of a CCOF logo/certification mark or a misrepresentation regarding their
27 status as a CCOF member. The right to use the logo/certification mark shall terminate on

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1 the same date as suspension or termination of membership unless otherwise authorized in
2 writing by the Executive Director.

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4 In the event the right to use the mark is revoked, the person whose right was revoked may
5 appeal, within 30 days, to the CCOF Board for reconsideration of the revocation.

6
7 Section 2.05. No Liability for Services. Inasmuch as the Association provides information
8 and services for members on a nonprofit basis, every member agrees as a condition of
9 membership not to assert any claim or file any action against the Association arising out of
10 or relating to information or services offered by the Association.

11
12 Section 2.06. Good Standing. Those members who have timely paid the required fees and
13 dues in accordance with these bylaws, who operate in accordance with the articles, bylaws,
14 procedures, and any code of ethics established by the Association, and who are not
15 suspended, shall be members in good standing.

16
17 Section 2.07. Termination of Membership. Membership shall terminate on the occurrence
18 of any of the following events:

- 19
20 (a) Resignation of a member upon notice to the Association;
- 21
22 (b) Death of a member who is a natural person, or dissolution (whether
23 voluntary or involuntary) of a member who is not a natural person.
- 24
25 (c) Failure of a member to pay any dues or fees set by the Board within the period
26 of time fixed by the Board after they become due and payable;
- 27
28 (d) Expulsion pursuant to Section 2.08 of these bylaws.

1 Section 2.08. Suspension or Expulsion of Membership. Any member of the Association or
2 any other individual who has reason to believe that a CCOF member has violated or failed
3 to perform any duty or obligation of the Association may file a written complaint with the
4 Executive Director or the Board. A complaint filed with the Executive Director shall be
5 promptly transmitted to the Board. A member may be suspended or expelled in accordance
6 with Section 2.09 of these bylaws, based on the good faith determination by the Board (or a
7 committee appointed by the Board for such purposes) that the member has failed in a
8 material and serious degree to comply with the Association's Articles of Incorporation,
9 bylaws, membership agreement, code of ethics, or any law, procedure, or agreement
10 applicable to the Association and its members, or has engaged in conduct materially and
11 seriously prejudicial to the purposes and interests of the Association.

12
13 A person whose membership is suspended shall not be a member in good standing during
14 the period of suspension.

15
16 Section 2.09. Procedure for Suspension or Expulsion. If grounds appear to exist for
17 suspension or expulsion of a member under these bylaws, the procedures set forth below
18 shall be followed:

- 19
20 (a) The member shall be given 15 days prior notice of the proposed suspension or
21 expulsion and the reasons for the proposed suspension or expulsion. Notice
22 shall be given by any method reasonably calculated to provide actual notice.
23 Any notice given by mail shall be sent by overnight express mail or certified
24 mail to the member's last address as shown on the Association's records.
25
26 (b) The member shall be given an opportunity to be heard, either orally or in
27 writing, at least five (5) days before the effective date of the proposed
28 suspension or expulsion. The hearing shall be held, or the written statement

1 considered, by the Board (or a committee appointed by the Board for such
2 purposes) to determine whether the suspension or expulsion should take
3 place.

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5 (c) The Board (or committee) shall decide whether or not the member should be
6 suspended, expelled or sanctioned in some other way. The decision of the
7 Board (or committee) shall be final.

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9 (d) Any action challenging a suspension, expulsion or termination of membership,
10 including a claim alleging defective notice, must be commenced within 90 days
11 after the date of the suspension, expulsion or termination.

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13 Section 2.10. Effect of Termination, Suspension, or Expulsion. All rights of a member of
14 the Association shall cease upon termination, suspension, or expulsion from membership.
15 However, termination, suspension, or expulsion shall not relieve that member of any existing
16 obligations to the Association.

17
18 Section 2.11. No Withdrawal Value. If a membership is terminated for any reason, the
19 Association shall not be liable for the payment of any amount whatsoever. Membership in
20 the Association does not constitute an ownership interest in any asset of the Association.
21 Each member is received into membership on his or her express agreement to this
22 provision. This provision is not for the purpose of penalizing any person whose membership
23 shall be forfeited, or otherwise terminated, but rather because no membership will have any
24 real or intrinsic value.

25
26 Section 2.12. Transfer of Memberships. A membership or any right arising from
27 membership may not be transferred to another person without the prior written approval of
28 the Executive Director.

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Section 2.13. Restrictions on Membership. No individual or legal entity shall hold more than one voting membership in the Association.

Section 2.14. Liability of Members. Except as limited by law, no member is liable for the Association's debts, liabilities, or obligations.

Section 2.15. Meetings of Members.

(a) Place of Meeting. Meetings of the members shall be held in any place within or outside California designated by the Board or by written consent of a majority of the persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal office or at a location designated by the Executive Director.

(b) Annual Meeting of Members. An annual meeting of members shall be held at a time and place determined by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Only regular voting members may vote at the annual meeting.

(c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by (1) the Board, (2) the Executive Director, or (3) five percent (5%) or more of the voting members. Only regular voting members may vote at a special meeting.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the Executive Director of the Association. The Executive Director shall cause

1 notice to be given promptly to the members entitled to vote, in accordance
2 with subsections (d) and (e) below, stating that a meeting will be held at a
3 specified time and date, provided however, that the meeting date shall be at
4 least thirty-five (35), but not more than ninety (90) days after receipt of the
5 request. If the notice is not given within twenty (20) days after receipt of the
6 request, the person or persons requesting the meeting may give the notice.
7 Nothing in this Section shall be construed as limiting, fixing, or affecting the
8 time at which a meeting of members may be held when the meeting is called
9 by the Board.

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11 No business other than the business, the general nature of which was set forth
12 in the notice of the meeting, may be transacted at a special meeting.

13
14 (d) Notice Requirements for Members' Meetings. Written notice of any
15 members' meeting shall be given, in accordance with these bylaws, to each
16 voting member of the Association. The notice shall specify the place, date,
17 and hour of the meeting, and, (1) for a special meeting, the general nature of
18 the business to be transacted, and that no other business may be transacted,
19 or (2) for a regular meeting, those matters that the Board, at the time notice is
20 given, intends to present for action by the members, and any other proper
21 matter that may be presented at the meeting.

22
23 (e) Manner of Giving Notice for Meetings. Except as otherwise provided in
24 these Bylaws or by law, notice of any meeting of members shall be sent not
25 less than 10 nor more than 90 days before the date of the meeting to each
26 member who, on the record date for notice of the meeting, is entitled to vote;
27 provided, however, that if notice is given by mail and the notice is not mailed
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1 by first-class or express mail service, then that notice shall be given not less
2 than 20 days before the meeting.

3
4 Notice of a members' meeting shall be given personally, by electronic
5 transmission (Corporations Code sections 20 and 21), or by regular, bulk, or
6 express mail service, addressed to a member at the address of the member
7 appearing on the books of the Association or given by the member to the
8 Association for purpose of notice; or if no such address appears or is given, at
9 the place where the principal office of the Association is located. An affidavit
10 of giving of any notice or report in accordance with the provisions of this
11 section, executed by the Secretary, shall be prima facie evidence of the giving
12 of the notice or report.

13 Notice given by electronic transmission by the Association under this
14 subdivision shall be valid only if it complies with Corporations Code Section
15 20. Notwithstanding the foregoing, notice shall not be given by electronic
16 transmission by the Association after either of the following:

17
18 (1) The Association is unable to deliver two consecutive notices to the
19 member by that means; or

20
21 (2) The inability to so deliver the notices to the member becomes known to
22 the Secretary or other person responsible for the giving of the notice.

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24
25 Section 2.16. Waiver of Notice or Consent. The transactions of any members' meeting,
26 however called or noticed and wherever held, shall be as valid as though taken at a meeting
27 duly held after regular call and notice, if (1) a quorum is present, and (2) either before or
28 after the meeting, each voting member who is not present in person, signs a written waiver

1 of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of
2 notice, consent or approval need not specify either the business to be transacted or the
3 purpose of any meeting of members. All such waivers, consents, or approvals shall be filed
4 with the corporate records or made a part of the minutes.

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6 A member's attendance at a meeting shall also constitute a waiver of notice of and
7 presence at that meeting, unless the member objects at the beginning of the meeting to the
8 transaction of any business because the meeting was not lawfully called or convened. Also,
9 attendance at a meeting is not a waiver of any right to object to the consideration of matters
10 required to be included in the notice of the meeting, but not so included, if that objection is
11 expressly made at the meeting.

12
13 Section 2.17. Quorum. Ten percent (10%) of the voting members shall constitute a quorum
14 for the transaction of business at any meeting of members; provided, however, that if any
15 meeting is actually attended by less than one-third of the voting members, the only matters
16 that may be voted on are those of which notice of their general nature was given in the
17 notice and agenda for the meeting.

18
19 Section 2.18. Loss of Quorum. The voting members present at a duly called or held
20 meeting at which a quorum is present may continue to transact business until adjournment,
21 even if enough members have withdrawn to leave less than a quorum, if any action taken
22 (other than adjournment) is approved by at least a majority of the voting members required
23 to constitute a quorum.

24
25 Section 2.19. Act of the Members. If a quorum is present, the affirmative vote of the
26 majority of the voting power represented at the meeting (or by ballot), entitled to vote and
27 voting on any matter, shall be the act of the members, unless the vote of a greater number
28 is required by law, these bylaws or the Articles of Incorporation.

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Section 2.20. Eligibility to Vote. Voting members entitled to vote at any meeting of members shall be all those in good standing as of the date the vote is taken. Each voting member shall be entitled to one vote at any regular or special meeting of members.

Each voting member who is not an individual shall designate in writing the individual who shall exercise the voting rights and other privileges on behalf of the member. The designation shall be filed with the Secretary of the Association and maintained with the corporate records. Said designation may be changed, permanently or temporarily, by written notice to the Secretary of the Association.

Section 2.21. Proxies. Proxy voting is not allowed.

Section 2.22. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The Executive Director shall cause to be distributed one written ballot to each voting member. Such ballots shall be mailed or delivered in the manner required by Section 2.15(e). All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the action or actions, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the voting members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Association.

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum requirement for meetings, and (2)

1 the number of approvals equals or exceeds the number of votes that would be required for
2 approval at a meeting. All written ballots shall be filed with the Secretary of the Association
3 and maintained in the corporate records for at least three years.

4 5 ARTICLE III.

6 Chapters

7 Section 3.01. Purpose. Chapter organizations of CCOF are intended to serve the needs of
8 specific regional, functional, and special interest groups within CCOF. All Chapters are
9 required to adhere to and promote the purposes and goals of CCOF. There shall be no
10 more than ~~thirty (30)~~seventeen (17) Chapters of CCOF at any given time.

11
12 Section 3.02. Formation. Any ~~twenty-five (2050)~~ voting members of the Association may
13 propose the formation of a Chapter. Proposals for a new Chapter shall be in writing in the
14 form required by the Board, signed by the voting members making the proposal, and
15 submitted to the Executive Director. The proposal will be submitted to the Board for
16 consideration at its next regular meeting, or as soon thereafter as possible, and will become
17 effective upon approval by a 2/3 vote of the Board. The voting members signing a proposal
18 for a new chapter shall reimburse CCOF for the reasonable administrative costs associated
19 with processing the proposal, whether or not the Chapter is approved.

20
21 In addition to chapters formed by members, the Board, by a 2/3 vote, may form a chapter
22 and shall set forth in the resolution the composition of the chapter and any other conditions
23 pertaining to the chapter.

24
25 Section 3.03. Compliance. Each Chapter, whether new or existing at the time these bylaws
26 are approved, must sign a "Chapter Agreement" agreeing to abide by the articles, bylaws,
27 rules and procedures of the Association. A Chapter shall have its own bylaws as well, but
28 only in a form approved by the Association. A Chapter may be suspended or have its

1 Chapter Agreement revoked by a 2/3 vote of the Board if the Chapter has breached the
2 Chapter Agreement, or if the Board believes that the Chapter has engaged or is engaging in
3 activities which are not in the best interests of the Association. In the event the Board
4 determines that suspension or revocation of a Chapter is necessary, the following procedure
5 shall be followed:

6
7 (a) The Chapter shall be given 15 days prior notice of the proposed suspension or
8 revocation and the reasons for the proposed suspension or revocation. Notice
9 shall be given by any method reasonably calculated to provide actual notice.
10 Any notice given by mail shall be sent by overnight express mail or certified
11 mail to the Chapter's last address as shown on the Association's records.

12
13 (b) The Chapter shall be given an opportunity to be heard, either orally or in
14 writing, at least five (5) days before the effective date of the proposed
15 suspension or revocation. The hearing shall be held, or the written statement
16 considered, by the Board to determine whether the suspension or revocation
17 should take place.

18
19 (c) The Board shall decide whether or not the Chapter should be suspended
20 revoked, or sanctioned in some other way. The decision of the Board shall be
21 final. Members in good standing of a suspended or revoked Chapter shall be
22 assigned to another Chapter.

23
24 (d) Any action challenging a suspension or revocation of a Chapter, including a
25 claim alleging defective notice, must be commenced within 60 days after the
26 effective date of the suspension or revocation.

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28 ARTICLE IV.

1 Directors

2 Section 4.01. Number and Qualification. The number of directors on the Board shall be at
3 least ten (10) but not more than ~~thirty (30)~~seventeen (17). The actual number of directors at
4 any given time shall reflect the number of CCOF Chapters (one director for each Chapter).
5 Both regular and associate members of the Association are eligible to be elected to the
6 Board by their Chapters; however, only regular members are entitled to vote for the election
7 of directors.

8 As an important component of a director's continued qualification for service on the
9 Board, directors must actively seek to avoid situations and activities that create an actual or
10 potential conflict between the director's personal interests and the interests of CCOF. Both
11 the fact and the appearance of a conflict of interest should be avoided. Directors who are
12 unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of
13 interest should discuss it with the Chairman who will determine whether disclosure to the
14 Board or the assistance of legal counsel is required.

15
16 Section 4.02. Election of Directors. One director for each Chapter shall be elected by the
17 regular members of each Chapter in accordance with procedures adopted by the Board.

18
19 Section 4.03. Term of Office/No Term Limits. The term of office of directors shall be ~~two (2)~~
20 ~~years, with one-half~~three (3) years, with one-third of the Board being elected each year.
21 The Board shall use any reasonably random method to create the staggering needed to
22 result in 1/3 of the Board being elected each year. Each director so elected shall hold office
23 until his successor is elected and seated, or until he becomes disqualified or is removed
24 from office, which action shall be reflected in the minutes of the Association. There is no
25 limit on the number of consecutive terms that may be served by a director, so long as he
26 remains qualified.

27
28 Section 4.04. Annual Meeting. An annual meeting of the Board shall be held during the first

1 quarter of each calendar year. Any business properly brought before the Board may be
2 transacted at such annual meetings, including but not limited to the election of officers.

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4 Section 4.05. Special Meetings. Special meetings of the Board may be held from time to
5 time at the call of the Chairman, the Executive Director, or any two directors. Notice of the
6 meeting, specifying the date, time, place, and purpose for which it is called, shall be given
7 by the Executive Director. At a minimum, the Board shall hold at least three special
8 meetings spread throughout the year.

9
10 Section 4.06. Notice of Meetings. Notice of all meetings of the Board, specifying the date,
11 time, place, and purpose of the meeting, shall be given to each director by (a) mailing such
12 notice at least four (4) days prior to said meeting; or (b) by personal delivery, telephone, or
13 electronic transmission (Corporations Code Section 20) at least twenty-four (24) hours prior
14 to the time of said meeting.

15
16 Section 4.07. Waiver of Notice and Consent to Meetings. Notice of a meeting need not be
17 given to any director who, either before or after the meeting, signs a waiver of notice, a
18 written consent to the holding of the meeting, or an approval of the minutes of the meeting.
19 The waiver of notice or consent need not specify the purpose of the meeting. All such
20 waivers, consents, and approvals shall be filed with the corporate records or made a part of
21 the minutes of the meetings. Notice of a meeting need not be given to any director who
22 attends the meeting and does not protest, before or at the commencement of the meeting,
23 the lack of notice to him or her.

24 Section 4.08. Quorum. A majority of the authorized number of directors shall be necessary
25 to constitute a quorum for the transaction of business, and unless otherwise required by law
26 or these Bylaws, every act or decision done or made by a majority of the directors present
27 at a meeting duly held at which a quorum is present shall be regarded as the act of the
28 Board. A meeting at which a quorum is initially present may continue to transact business,

1 not withstanding the withdrawal of directors, if any action taken is approved by at least a
2 majority of the required quorum for that meeting.

3
4 Section 4.09. Compensation. Directors shall not receive any salary for their services, but,
5 by resolution of the Board, expenses of attendance, if any, may be allowed for attendance
6 at meetings of the Board.

7
8 Section 4.10. Action By Written Consent Without a Meeting. Any action required or
9 permitted to be taken by the Board may be taken without a meeting, if all directors on the
10 board individually or collectively consent in writing to that action. An action by written
11 consent shall have the same force and effect as a unanimous vote of the directors.

12
13 Section 4.11. Meetings by Telephone. Any meeting of the Board may be held by
14 conference telephone or similar communication equipment, so long as the following
15 conditions are met:

16
17 (a) Each director participating in the meeting can communicate with all other
18 directors concurrently.

19
20 (b) Each director is provided the means of participating in all matters before the
21 Board, including the capacity to propose, or to interpose, an objection to a specific action to
22 be taken by the Board.

23
24 (c) The Board adopts and implements some means of verifying both of the following:

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26 (1) A person communicating by telephone, electronic video screen, or other
27 communications equipment is a director entitled to participate in the
28 Board meeting.

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(2) All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.

Section 4.12. Vacancies.

(a) Events Causing a Vacancy. A vacancy on the board shall exist on the occurrence of the following: 1) the death or resignation of any director, 2) the declaration by resolution of the Board of a vacancy in the office of a director who is declared of unsound mind by an order of court or convicted of a felony, 3) a vote of the members to remove any director elected by those members, 4) the increase of the authorized number of directors, or 5) the failure of the members to elect the number of directors required to be elected.

(b) Resignations. Any director may resign by giving written notice to the Chairman or the Executive Director. The resignation shall be effective when received or at a later time if so specified in the notice.

(c) Filling Vacancies. A vacancy of a Chapter's director position shall be filled by the Chapter. A vacancy of an officer/director position shall be filled by the Board. Each individual filling a vacancy under this section shall hold office until the end of the term for which he was appointed, unless he resigns or is removed earlier. Vacancies created by an increase in the authorized number of directors or by the removal of a director must be filled by an election among the members in the affected Chapter(s) or by the Board, as appropriate.

Section 4.13. Powers and Duties of the Board of Directors. The Board, subject to restrictions in law, the Articles of Incorporation, or these Bylaws, shall exercise all of the powers of the Association, and, without prejudice to, or limitation upon their general powers,

1 the Board shall have full power and authority, in its unlimited discretion to do any of the
2 following:

3
4 (a) Employ, retain, or authorize the employment or retention of such employees,
5 independent contractors, agents, financial advisors, and legal counsel as it from time to time
6 deems necessary or advisable in the interest of the Association.

7 (b) Adopt, use, and alter a corporate seal, provided there shall be set forth on said
8 seal the name of the Association and the state and date of incorporation. Said seal shall be
9 affixed to the membership certificates and such other instruments as the Board shall direct.
10 However, the lack of a corporate seal shall not, by itself, affect the legality of any document
11 executed on behalf of the Association.

12
13 (c) Adopt, use, alter, register, license, and transfer a corporate logo, service mark, or
14 certification mark.

15 (d) Fix and from time to time change, the fiscal year of the Association.

16
17 (e) Select, appoint, and remove, at its pleasure, all officers of the Association,
18 prescribe such duties and designate such powers as may not be inconsistent with these
19 Bylaws, and require security for faithful service.

20
21 (f) Borrow money, and make and issue notes, bonds, and other negotiable and
22 transferable instruments, mortgages, deeds of trust and trust agreements, and do every act
23 and thing necessary to effectuate the same.

24
25 (g) Receive and accept gifts, devises, bequests, donations, annuities, and
26 endorsements of real and personal property, and use, hold and enjoy the same, both as to
27 principal and income, and to invest and re-invest the same or any part thereof for the
28 furtherance of any objects, interests or purposes of this Association.

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(h) Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this Association.

(i) Prescribe, adopt and amend, from time to time such equitable and uniform rules and procedures as in their absolute discretion may be deemed essential or convenient for the conduct of the business and affairs of the Association and the guidance and control of its officers and employees, and prescribe adequate penalties for the breach thereof.

(j) Mortgage, pledge, assign, hypothecate, or otherwise alienate, as security for any Association indebtedness, any property of the Association.

(k) Provide to members the reports required by Sections 8.06 and 8.07 of these bylaws.

(l) From time to time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

(m) Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the Association is organized.

(n) Establish and administer state and federal political action committees in order to accomplish and further the purposes of the Association.

(o) Appoint committees as described in Article VI of these bylaws.

(p) Appoint any number of non-voting ex officio directors who the Board believes will make a contribution to the activities and operation of the Association. Ex officio directors shall serve at the pleasure of the Board in an advisory capacity only and shall not have any

1 of the rights or obligations applicable to voting directors under the law or these bylaws.

2
3 (q) Do and perform all acts and exercise all powers incidental to, or in connection
4 with, or deemed reasonably necessary for the proper implementation of the purposes of the
5 Association.

6
7 ARTICLE V.

8 Officers

9 Section 5.01. Officers. The Board shall elect, at or prior to its annual meeting, a Chairman,
10 Vice-Chairman, Secretary, and Treasurer, all of whom must be voting directors and all of
11 whom are referred to as “elected officers”. The elected officers shall hold office until the
12 election and qualification of their successors or until they are removed as set forth below.
13 The Executive Director of CCOF shall be an officer of the corporation, but not an elected
14 officer.

15
16 Section 5.02. Terms of Office/No Term Limits. The term of office for elected officers is
17 three years and until a successor is elected and qualified. There is no limit on the number
18 of terms an officer may serve so long as he or she remains qualified.

19
20 Section 5.03. Compensation of Officers. The elected officers of the Association shall not
21 receive compensation for their services.

22
23 Section 5.04. Removal of Officer. Any elected officer may be removed at any time, for any
24 reason by a majority vote of the Board.

25
26 Section 5.05. Chairman. The Chairman of the Board shall preside at all meetings of the
27 members and the Board. He or she shall be the Chairman of the Executive Committee and
28 *an ex-officio* member of all other committees. The Chairman shall have the general powers

1 and duties usually vested in the office of chairman of a corporation, and shall have whatever
2 other powers and duties may be prescribed by the Board.

3
4 Section 5.06. Vice-Chairman. In the absence or disability of the Chairman, the Vice-
5 Chairman shall perform all the duties of the Chairman, and when so acting, shall have all
6 the power of and be subject to all the restrictions of the Chairman. The Vice-Chairman shall
7 have whatever other powers and duties as may be prescribed from time to time by the
8 Board.

9
10 Section 5.07. Secretary. The Secretary shall keep, or cause to be kept, at the principal
11 office or other place that the Board may designate, a book of minutes of all membership
12 meetings and meetings of the Board, stating the time and place, whether regular or special,
13 and, if special, how authorized, the notice given, the names of those directors present, and
14 the proceedings of those meetings. The Secretary shall keep, or cause to be kept, a regular
15 showing of the names of the members and directors, their addresses and telephone
16 numbers. In the absence of the Chairman and the Vice-Chairman, the Secretary shall
17 perform all the duties of the Chairman, and when so acting, shall have all the power of and
18 be subject to all the restrictions of the Chairman.

19
20 The Secretary shall give, or cause to be given, notice of all meetings; shall keep the seal of
21 the Association in safe custody; and shall have whatever powers and duties may be
22 prescribed from time to time by the Board.

23
24 Section 5.08. Treasurer. The Treasurer shall be the Chief Financial Officer of the
25 corporation and the chair of the Finance Committee. The Treasurer shall keep and
26 maintain, or cause to be kept and maintained, adequate and correct accounts of the
27 properties and business transactions of the Association, including accounts of its assets,
28 liabilities, receipts, disbursements, gain, losses, capital and surplus. Except as limited by

1 law, the books of account shall be open to inspection at all reasonable times by any regular
2 member or director. The Treasurer shall cause to be filed all reports required by these
3 bylaws or by government entities, including but not limited to the Internal Revenue Service,
4 the California Franchise Tax Board, and the Secretary of State. In the absence of the
5 Chairman, the Vice-Chairman and the Secretary, the Treasurer shall perform all the duties
6 of the Chairman, and when so acting, shall have all the power of and be subject to all the
7 restrictions of the Chairman.

8
9 The Treasurer shall render to the Chairman and directors, on request, an account of all of
10 the transactions and of the financial condition of the Association, and shall have whatever
11 other powers and duties may be prescribed by the Board.

12
13 Section 5.09. Executive Director. The Executive Director shall be an at-will employee of the
14 Association unless specified otherwise in a written agreement signed by the Chairman and
15 approved by the Board. Subject to the supervisory powers of the Board, the Executive
16 Director shall:

17
18 (a) Be the Chief Executive Officer of the Association responsible for all
19 management functions.

20
21 (b) Manage and direct all activities of the Association as prescribed by the Board
22 and approved by the Board when necessary.

23
24 (c) Employ and terminate the employment of any other employees of the
25 Association, and fix their compensation within the approved budget of the
26 Association.

1 (d) Define the duties of the staff, supervise their performance and establish their
2 titles which, in the Executive Director's judgment, are in the best interests of
3 the Association.

4
5 (e) Perform any other powers and duties as may be authorized by the Board.
6

7 ARTICLE VI.

8 Committees

9 Section 6.01. Committees of the Board. The Board may, by majority vote, create
10 committees of the Board in addition to the standing committees of the Board described
11 below, each consisting of two or more directors and no persons who are not directors, to
12 serve at the pleasure of the Board. The Board may appoint one or more directors as
13 alternate members of any such committee, who may replace any absent member at any
14 meeting. Committees of the Board, to the extent provided for in the Board's resolution, may
15 have and exercise the authority of the Board, except that no committee may:

16 (a) Take any final action on any matter that, under the California Nonprofit Mutual
17 Benefit Corporation Law, also requires approval of the members or approval of a majority of
18 all members;

19 (b) Fill vacancies on the Board or on any committee that has the authority of the
20 Board;

21 (c) Fix compensation of the directors for serving on the Board or on any committee;

22 (d) Amend or repeal bylaws or adopt new bylaws;

23 (e) Amend or repeal any Board or committee resolution that by its express terms is
24 not so amendable or repealable;

25 (f) Create any other committees of the Board or appoint the members of committees
26 of the Board;

27 (g) Expend corporate funds to support a nominee for director; or
28

1 (h) With respect to any assets held in charitable trust, approve any contract or
2 transaction between the corporation and one or more of its directors or between the
3 corporation and an entity in which one or more of its directors have a material financial
4 interest, subject to the special approval provisions of Section 5233(d)(3) of the California
5 Corporations Code.

6
7 Section 6.02. Executive Committee. The Executive Committee shall be a standing
8 committee of the Board, and shall be composed of the Chairman, Vice-Chairman,
9 Secretary, Treasurer, and three other voting directors. The term of office for each Executive
10 Committee member who is an officer shall be for the length of time the individual holds the
11 office. The term of office for each of the other three members of the Executive Committee
12 shall be one year, but there shall be no limit on the number of terms that may be served so
13 long as the individual remains qualified. All action taken by the Executive Committee shall
14 be reported to the full Board at the next Board meeting.

15
16 The Executive Committee will annually evaluate the performance of the certification
17 program and provide a report to the Board and to CCOF Certification Services, LLC.

18
19 Section 6.03. Notice Requirements for Committees of the Board. Notice of meetings of
20 committees of the Board shall be provided in the same manner described in Section 4.06 of
21 these bylaws. Provided, however, that this notice may be waived in writing, or by the
22 committee member's actual attendance at the meeting.

23
24 Section 6.04. Quorum Requirement for Committees of the Board. A majority of the voting
25 members of any committee of the Board shall constitute a quorum, and the acts of a
26 majority of the voting members present at a meeting at which a quorum is present shall
27 constitute the act or recommendation of the committee.

28

1 Section 6.05. Advisory Committees. The Board may from time to time establish advisory
2 committees composed of any number of directors and non-directors who shall assist the
3 Board by making recommendations on specific issues. In general, advisory committees do
4 not exercise the authority of the Board, have no independent decision-making authority, and
5 are not subject to the notice and quorum provisions applicable to committees of the Board.

6
7 The following shall be standing advisory committees:

8
9 (a) Finance Committee. The Finance Committee shall be composed of at least
10 5 but not more than 7 individuals appointed by the Board, including the Treasurer of the
11 Association who shall be the Chair of the Finance Committee. The term of office for Finance
12 Committee members shall be two years, but there shall be no limit on the number of terms
13 that may be served so long as the individual remains qualified. The Finance Committee will
14 be responsible for proposing the Association's annual budget to the Board, monitoring the
15 financial status and reporting obligations of the Association, and providing guidance and
16 recommendations to the Board, the Executive Committee, and the Executive Director as
17 required for the efficient and successful operation of the Association. The Finance
18 Committee shall comply with the CCOF bylaws and with the notice and quorum
19 requirements described in Sections 6.03 and 6.04 above.

20
21 (b) Personnel Committee. The Personnel Committee shall be composed of at
22 least 5 but not more than 9 individuals appointed by the Board. These will include the
23 Chairman of the Board of CCOF, Inc., Chairman of CCOF Certification Services, LLC,
24 Chairman of the CCOF Foundation Board of Trustees, and two directors appointed by the
25 Board. The term of office for Personnel Committee members shall be one year, but there
26 shall be no limit on the number of terms that may be served so long as the individual
27 remains qualified. The Personnel Committee will be responsible for annually reviewing staff
28 compensation tiers for all employees at CCOF, and for periodically reviewing and revising

1 CCOF's employee handbook and other personnel policy documents utilized by CCOF. The
2 Personnel Committee will be responsible for conducting an annual performance evaluation
3 of the Executive Director and then making a report and recommendation to the Board. The
4 Personnel Committee shall comply with the CCOF bylaws and with the notice and quorum
5 requirements described in Sections 6.03 and 6.04 above.

6
7 Section 6.06. Meetings by Telephone. Any meeting of a committee may be held by
8 conference telephone or similar communication equipment in the same manner provided for
9 in Section 4.11 of these bylaws.

10
11 Section 6.07. Internal Procedures. Every committee created or permitted by this Article VI
12 shall have the right to elect a chairman and other officers, and to establish procedures for its
13 internal conduct, so long as such procedures are not inconsistent with these bylaws, the
14 articles of incorporation, or any law.

15 ARTICLE VII.

16 Liability, Indemnification, and Insurance

17 Section 7.01. Liability. Except as limited by law, there is no monetary liability on the part of,
18 and no cause of action for damages shall arise against, any volunteer director or officer of
19 the Association based on any alleged failure to discharge the person's duties as a volunteer
20 director or officer if the duties are performed in accordance with the standards of conduct
21 provided for in the California Corporations Code.

22
23 Section 7.02. Indemnification.

- 24
25 (a) Right of Indemnity. To the fullest extent permitted by law, this Association
26 may, in the discretion of the Board, indemnify its directors, officers,
27 employees, and other persons described in Section 7237(a) of the California
28 Corporations Code, including persons formerly occupying any such position,

1 against all expenses, judgments, fines, settlements, and other amounts
2 actually and reasonably incurred by them in connection with any "proceeding,"
3 as that term is used in that Section, and including an action by or in the right of
4 the Association, by reason of the fact that the person is or was a person
5 described in that Section. "Expenses," as used in this bylaw, shall have the
6 same meaning as in Section 7237(a) of the California Corporations Code.

7
8 (b) Approval of Indemnity. On written request to the Board by any person seeking
9 indemnification under Section 7237(b) or Section 7237(c) of the California
10 Corporations Code, the Board shall promptly determine under Section 7237(e)
11 of the California Corporations Code whether the applicable standard of
12 conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if
13 so, the Board may authorize indemnification. If the Board cannot authorize
14 indemnification because the number of directors who are parties to the
15 proceeding with respect to which indemnification is sought prevents the
16 formation of a quorum of directors who are not parties to that proceeding, the
17 Board shall promptly call a meeting of members. At that meeting, the
18 members shall determine under Section 7237(e) whether the applicable
19 standard of conduct set forth in Section 7237(b) or Section 7237(c) has been
20 met and, if so, the members present at the meeting may authorize the
21 indemnification.

22
23 Section 7.03. Insurance. The Board may authorize the purchase and maintenance of an
24 insurance policy or policies or bond on behalf of its directors, officers or employees against
25 any liabilities, other than for violating provisions against self-dealing, incurred by the
26 director, officer or employee in such capacity or arising out of their status as such.

27
28 ARTICLE VIII.

1 Miscellaneous

2 Section 8.01. Amendments. The Board may adopt, amend, or repeal these Bylaws by a
3 2/3 vote; provided, however, that the regular voting members must also approve any action
4 to adopt, amend or repeal Bylaws if the action would:

- 5
- 6 (a) Materially and adversely affect the members' rights as to voting, dissolution, or transfer;
7
- 8 (b) Increase or decrease the number of members authorized in total or for any class;
9
- 10 (c) Affect an exchange, reclassification, or cancellation of all or part of the memberships;
11
- 12 (d) Authorize a new class or eliminate a class of membership;
13
- 14 (e) Change the authorized number of directors, or the minimum or maximum number of
15 directors if a range;
16
- 17 (f) Change from a fixed to a variable number of directors or vice versa;
18
- 19 (g) Increase or extend the terms of directors;
20
- 21 (h) Allow any director to hold office by designation or selection rather than by election of
22 the members;
23
- 24 (i) Repeal, restrict, create, expand, or otherwise change proxy rights;
25
- 26 (j) Increase the quorum for members' meetings; or
27
- 28 (k) Authorize cumulative voting.

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Section 8.02. No Liability to Creditors. There shall be no personal liability on the part of the Association's members, directors, officers, or employees to creditors of the Association.

Section 8.03 Books and Records. The Association shall keep adequate and correct books and records of account, a record of its members giving their names, addresses, and class of membership, and written minutes of the proceedings of the members, the Board, and committees of the Board.

Section 8.04. Inspection of Records. The voting members and directors of the Association may inspect the books and records of the Association to the extent allowed by the provisions of the California Nonprofit Mutual Benefit Corporation Law applicable to this Association.

Section 8.05. Fiscal Year. Unless and until changed, the fiscal year of the Association shall be January 1 through December 31 of each year.

Section 8.06. Annual Report. An annual report to the members shall be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail;

(a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

1 (b) A statement of the place where the names and addresses of current members
2 are located.

3
4 (c) Any information that is required by Section 8.07 of this Article VIII.
5 The corporation shall notify each member annually of the member's right to receive a
6 financial report under this section. On the written request by a member, the Board shall
7 promptly cause the most recent annual report to be sent to the requesting member.

8
9 This section shall not apply if the corporation receives less than \$10,000.00 in gross
10 revenues or receipts during the previous fiscal year.

11
12 Section 8.07. Annual Statement of Transactions and Indemnifications. As part of the
13 annual report to all members, or as a separate document if no annual report is prepared, the
14 corporation shall annually prepare and furnish to its members and directors a statement of
15 any transaction or indemnification of the following kinds within 120 days after the end of the
16 corporation's fiscal year:

17
18 (a) Unless approved by members under Section 7233(a) of the California
19 Corporations Code, any transaction which includes all of the following elements: (a) the
20 corporation, its parent or its subsidiary was a party, (b) the transaction involved more than
21 \$50,000.00 or was one of a number of transactions with the same person involving, in the
22 aggregate, more than \$50,000.00 and (c) either of the following interested persons had a
23 direct or indirect material financial interest (a mere common directorship is not a material
24 financial interest):

- 25
26 (1) Any director or officer of the corporation, its parent, or its subsidiary;
27
28 (2) Any holder of more than 10% of the voting power of the corporation, its
parent, or its subsidiary.

1 Or,

2

3 (b) Any loans, guarantees, indemnifications or advances aggregating more than
4 \$10,000.00 paid during the fiscal year to any officer or director of the corporation, unless the
5 loan, guarantee, indemnification or advance has already been approved by the members
6 under Section 5034 of the California Corporations Code, where the loan or guarantee is not
7 subject to the provisions of Subdivision (a) of Section 7235(a) of that Code.

8

9 If a statement under (a) or (b) above is required, it shall include a brief description of
10 the transaction, the names of interested persons involved, the relationship to the
11 corporation, the nature of their interest in the transaction, and, when practicable, the amount
12 of that interest, provided that, in the case of a partnership in which such person is a partner,
13 only the interest of the partnership need be stated.

14

15 Section 8.08. Intellectual Property. All intellectual property prepared or purchased by or on
16 behalf of the Association, including but not limited to newsletters, educational materials,
17 tradenames, logos, servicemarks, certification marks, membership lists, and research, shall
18 be the exclusive property of the Association and members agree to deal with it as such. As
19 a specific condition of membership, members agree that they will not sell, transfer, publish,
20 modify, or distribute intellectual property belonging to the Association without the prior
21 written consent of the Executive Director or the Chairman of the Association.

22

23 Section 8.09. Construction. Unless the context requires otherwise, the general provisions,
24 rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation
25 Law shall govern the construction of these Bylaws. Without limiting the generality of the
26 above, the masculine gender includes the feminine and neuter, the singular number
27 includes the plural, the plural includes the singular and the term "person" includes both the
28 corporation and a natural person.

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Section 8.10. Robert's Rules of Order. Robert's Rules of Order may be used as a reference to conduct meetings of the members and the Board.

Section 8.11. Dissolution.

(a) The Association may be dissolved at any time by a two-thirds (2/3) vote of the regular voting members. Upon such election, the directors shall promptly cease operations and proceed to wind up and dissolve the Association.

(b) Upon the dissolution of the Association, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to another nonprofit organization which benefits the organic agricultural industry or back to the regular members on a pro-rata basis, as determined by the Board at the time of dissolution.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of California Certified Organic Farmers Inc. and that the foregoing Bylaws, consisting of __ typewritten pages, including this page, constitute the Bylaws of this corporation, as last amended by the Board on February 9, 2017 and approved by the Membership on _____, 2017.

1 Dated: _____

2

_____, Secretary

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