

PROPOSED BYLAW CHANGES FOR OEFFA – Explanation

At the Business meeting at the Conference, the membership will have the opportunity to discuss and vote on several related proposed changes to the bylaws. If accepted, these bylaws would effect the following changes:

1. **Terms for Board members would be for two years, not one.**

Rationale: This ensures greater continuity of efforts. With two years time, a new board member has sufficient time to come onto the Board, learn how it all works, and can commit to a particular project knowing that they will continue on the Board long enough to see the project through, or at least make a significant contribution to it.

2. **All Board terms would be set to begin with the first Board meeting following the annual conference, including those of Chapter representatives.**

Rationale: Currently Chapters elect representatives to the Board on an uncoordinated schedule. That means new Board members can appear at any time during the year. The Board would operate more effectively if the same cohort can be assured of sitting together for a full year. Having all new Board members begin at the same time also allows for greater efficiency in orienting them. This also means our Board composition stays the same throughout a fiscal year. It is cumbersome in preparing various reports that ask us to list our Board to track and then explain unsynchronized terms.

3. **The Board would elect its own officers, for terms of one year.**

Rationale: The Board members best know their own dynamics and needs. They also know the styles of the potential officers among the current personalities on the Board, and they know the needs of the organization in the coming year. They are in the best position to make decisions about the leadership of the Board. This is common practice on Board of all sorts, including non-profit boards, School boards, and other governmental entities. This change also brings C3 practice in line with the C5, which elects its own officers.

4. **The number of at-large representatives would increase to a maximum of eight.**

Rationale: We currently elect three at-large representatives, along with President, Secretary, and Treasurer. If the Board elects its own officers, then three more at-large representatives will need to be elected by the membership to maintain the size of the Board. An additional two seats allows us to increase the size of the board in order to maintain greater diversity (consumers and producers, growers of different products, members of the business community involved in sustainable agriculture, etc.) on it and sustain a more effective committee structure.

Note: If passed, the new Board may name two additional at-large representatives to serve for one year, and those seats would be among those up for election at the 2010 conference business meeting.

5. **One half of the at-large representatives would be elected each year, so their terms would be staggered (only one half the Board could be new at any time).**

Rationale: Staggering the terms ensures more continuity.

Note: If passed, one-half of current Board members will volunteer to extend their terms to two years in order to begin the stagger.

PROPOSED BYLAW CHANGES FOR OEFFA

All proposed changes are for the C-3 Bylaws with one exception, as noted below

Proposed deletions are ~~struck through~~ and proposed additions are **bold/underlined**.

- Circle One:** 1. **Change the term length of Board members from one to two years.** This requires changes to Articles VI.4, VII.2, and VII.5 and Article VI.5. of the OEFFA Certification By-laws.
For
Against

ARTICLE VI.4 Representation on the Board of Trustees

Upon recognition as an official chapter of the Corporation, each local chapter shall select one of its members to sit as its official representative on the Corporation’s Board of Trustees **for a period of two years.**

ARTICLE VII.2

The Board of Trustees shall consist of a representative from each recognized chapter elected ~~annually~~ by the chapter

ARTICLE VII.5

The term of office for trustees is ~~one year~~ **two years, running from beginning with the** ~~one~~ Conference Business Meeting **at which the trustee is elected.** ~~to the next.~~ Trustees may serve consecutive terms, and an individual may fulfill more than one Board position. Vacancies shall be filled by the Board until the corporation’s next Business meeting ~~except in the case of OEFFA Chapter or OCIA #1 Representatives.~~

ARTICLE VI.5 ****OF OEFFA CERTIFICATION (C-5) BYLAWS****

Terms of Office The term of office for trustees is ~~one~~ **two years, running from one annual beginning with the** Conference Business Meeting **at which the trustee is elected** ~~to the next.~~ Trustees may serve consecutive terms, and an individual may fulfill more than one Board position. Vacancies shall be filled by the Board until the corporation’s next membership meeting, or, in the case of chapter representative vacancies, until the unrepresented chapter members elect a replacement representative.

- Circle One:** 2. **Set all Board terms to begin with the first Board meeting following the annual conference (including those of Chapter reps).** This requires a change to Article VI.4
For
Against

ARTICLE VI.4. Representation on the Board of Trustees

Upon recognition as an official chapter of the Corporation, each local chapter shall select one of its members to sit as its official representative on the Corporation’s Board of Trustees [if #1 passes, include language: **for a period of two years] beginning at the first Board meeting following Board elections of at-large representatives.**

- Circle One:** 3. **Have the Board elect their own officers.** This requires changes to Articles VII, VII.2, VII.3, VIII, and VIII.4

For
Against

ARTICLE VII

The officers of the corporation shall ~~be elected from the membership at the annual Conference Business Meeting and shall~~ consist of a President, **Vice-President**, Secretary and Treasurer.

ARTICLE VII.2

. . . The nominating committee shall use all diligence to assure that the candidates ~~for officers and at-large trustees~~ represent a diversity of interests and perspectives.

ARTICLE VII.3

The board shall, at its first meeting following the annual Conference Business Meeting, elect its own ~~officers Vice President and an Executive Committee.~~

Article VIII Officers

The officers of the corporation shall be elected ~~from~~ by the Board of Trustees ~~membership at the annual Conference Business Meeting~~ from its members and shall consist of a President, ~~Vice President~~, Secretary and Treasurer. The officers shall be elected for a term of one year and may serve consecutive terms.

ARTICLE VIII.4

A Vice-President, ~~elected by the board of trustees,~~ shall assist the President, conduct or facilitate meetings in absence of the President and replace the President if necessary. The Vice-President shall chair a nominating committee for the development of a slate of nominees for ~~the Board President, secretary, treasurer and at large trustees.~~ the Board President. This slate shall be announced in the last newsletter preceding the annual Conference Business meeting or by special mailing at least two weeks before that meeting. Nominations shall also be accepted from the floor.

- Circle One: 4. **Increase the number of at-large representatives to eight.** This requires a change to article VII.2
For
Against

ARTICLE VII.2

The Board of Trustees shall consist of a representative from each recognized chapter elected [*if #1 passes: annually*] by the chapter; ~~an OEFFA member representative from OCIA Ohio Chapter #1 elected annually by OCIA OH#1; [if #3 passes: a President, Secretary, Treasurer]~~ and three a minimum of six and maximum of eight At-Large representatives .

- Circle One: 5. **One half of the at-large representatives would be elected each year, so their terms would be staggered.**
For
Against

ARTICLE VII.2

The Board of Trustees shall consist of a representative from each recognized chapter elected ~~annually~~ by the chapter and; ~~an OEFFA member representative from OCIA Ohio Chapter #1 elected annually by OCIA OH#1; a President, Secretary, Treasurer and [if #4 passes~~ three a minimum of six and maximum of eight] At-Large representatives, all elected ~~annually~~ by the membership from a slate of nominees publicized in advance of the meeting. One half of the at-large representatives shall be elected each year. The nominating committee shall use all diligence to assure that the candidates for ~~officers and at-large trustees~~ represent a diversity of interests and perspectives.

ARTICLE VII.2

The nominating committee shall use all diligence to assure that the candidates ~~for officers and at large trustees~~ represent a diversity of interests and perspectives.