

Farming For Our Future at Pond Hill Inc. Bylaws

Article I

Name and Organization

Section 1. This organization, named “Farming For Our Future at Pond Hill Inc.” in its Articles of Incorporation, is a Michigan non-profit corporation whose term of corporate existence is perpetual.

Section 2. Farming For Our Future at Pond Hill Inc. shall have and continuously maintain in the State Of Michigan a registered office located at 5581 S. Lake Shore Drive, Harbor Springs, Michigan 49740. The corporation may, by resolution of the Board, change the location to any other place in Michigan. The corporation may also maintain offices at such other places, inside or outside the State of Michigan, as the Board may, from time to time, establish.

Article II

Purposes

Section 1. Farming For Our Future at Pond Hill Inc. is incorporated for the purposes of fostering people’s connection to what they eat, where and how it is grown and how their choices affect their personal health and the health of their community and planet.

Introduction: Playing a key role in educating our extended community in agricultural systems that are environmentally sound, economically viable, and socially responsible.

Vision: Farming For Our Future at Pond Hill Inc. envisions healthy, sustainable local communities for future generations through linking agricultural, environmental and life skills in the classroom and the community.

Mission: As a regional, environmental, agricultural and educational center: to foster people’s connection to what they eat, where and how it is grown and how their choices affect their personal health and the health of their community and planet. To deepen their knowledge of the natural world; to create an intellectual understanding of ecology and the emotional bonds with nature; and to nurture and inspire individuals to grow into responsible citizens who truly care about sustaining life.

Section 2. Notwithstanding any other provision of these articles, Farming For Our Future at Pond Hill Inc. shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for educational, and charitable purposes to an organizations(s) that at the time is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article III

Geographical Area

The primary region served by Farming For Our Future at Pond Hill Inc. shall be defined as corresponding to regions served by Char-Em and Cheboygan-Ostego-Presque Isle Intermediate School Districts (ISDs). In addition, Farming For Our Future at Pond Hill Inc. may conduct its work and programs in other areas of Michigan, or on behalf of clients residing in other areas of Michigan, as defined in contractual agreements or grants.

Article IV

Directorship

Section 1. Size and Eligibility. A Board of directors, consisting of no less than 3 members and no larger than 15 members elected by the incorporators or appointed by the Board under Article IV Section 3, shall govern the affairs of Farming For Our Future at Pond Hill Inc. No more than two persons who are paid staff members may serve on the Board at any particular time.

Section 2. Powers and Duties. The Board is responsible for Farming For Our Future at Pond Hill Inc. operations and shall have the powers to do all acts on behalf of the organization as are necessary and proper for its administration, under the statutes of the State of Michigan, the Articles of Incorporation, or the Bylaws. Without limiting the broad scope of the foregoing, the Board shall be responsible for:

- a. Electing the President, Vice-President, Secretary, Treasurer and such other officers as the Board deems useful.
- b. Hiring or appointing such employees, consultants, representatives and agents it deems necessary and granting them appropriate powers and duties.
- c. Hiring, supervising and discharging one or more managers to oversee business operations. Managers shall report to the Board.
- d. Promulgating policies governing the administration of the organizations affairs.
- e. Establishing standing or ad hoc committees to aid it in formulating policies and procedures, provided that committee-established policies and procedures are not effective until approved by the Board.
- f. Overseeing the organization's finances, such as ensuring that the books are compiled, reviewed, or audited at least every two years; approving bank affiliations, investments and loans.
- g. Filling vacancies on the Board.
- h. Representing the "customers" interests to the public, other organizations and governmental bodies.
- i. Ensuring avenues for member/customer input.

Section 3. Election and Terms of Office. A Director shall hold office for the term elected and until a successor is elected and qualified, or until the Director resigns or is removed. A Director's term shall be limited to 2 successive three-year periods of service. A Director will be eligible for subsequent terms only after at least one year's absence from Board service. The initial Board of Directors shall be appointed by the incorporator(s). A Director may resign by written notice to the corporation. The resignation is effective upon its receipt or at a subsequent time as set forth in the notice of resignation. Any vacancy resulting otherwise than by expiration of term shall be filled by the Board of Directors at any regular meeting or special meeting held subsequent to the meeting at which such vacancy is announced. At least seven (7) days' written notice shall be mailed to each Director indicating that such vacancy shall be filled at the next regular or special meeting. Any Director or Officer so elected shall hold office during the unexpired term of the Director or Office he or she succeeds.

Section 4. Regular Meetings. Regular meetings of the Board of Directors will be held within the State of Michigan at least four times a year, unless otherwise ordered by the Board. Except as provided by the Michigan Nonprofit Corporation Act, written notice of time, place and purpose of a meeting shall be given not less than three days or more than 60 days before the date of the meeting, except for emergencies when the Board may meet to address the emergency with immediate notice. If all directors are not notified of an emergency meeting, the Board at its next regular meeting shall review and ratify any decisions made. The Board may conduct emergency meetings by telephone, if necessary. If mailed or electronically mailed (e-mail), such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to the Director at the address that appears on the records of the corporation. The business to be transacted at, and the purpose of, a regular meeting need not be specified in the notice or waiver of notice of the meeting.

Section 5. Special Meetings. The President, Vice-President, Secretary or Treasurer may call a special Board meeting to consider specific issues they deem can not wait for a regular meeting.

Section 6. Attendance. In any year, each Director shall attend at least three of the four regular meetings of the Board of Directors. In special circumstances, absences at regular meetings may be excused by a majority vote of the Executive Committee. A Director who fails to comply with the attendance requirement may be dismissed from service on the Board. Each Director shall serve on at least one (1) Committee.

Section 7. Quorum and Approval. The presence at a Board meeting of a majority of Directors (51%) then in office constitutes Quorum. Quorum is required to conduct business. To approve a proposal, a majority of Directors who vote on a proposal must vote in its favor, quorum being present. A vote taken without quorum is not valid and shall not be recorded in the minutes. Quorum for Committee, is constituted by at least two (2) members of the Committee, including at least one (1) Director.

Section 8. Compensation. Directors shall not receive, as such, any salary from the corporation for service on the Board. Any Director who works with Farming For Our Future at Pond Hill Inc. in other capacities and who receives compensation for said work shall be mindful of and strive to avoid conflicts of interest while acting as a Director.

Section 9. Amendment of Bylaws. Amendment of Bylaws by the Board requires a unanimous vote of the Directors then in office. For all other purposes, unless the vote of a larger number is required by the Act, the vote of the majority of the members present at a meeting at which a quorum is present constitutes the action of the Board or of the Committee. At all meetings of the Board, each Director present shall have only one vote.

Section 10. Removal of Directors. Any Director may be removed from the Board of Directors by an affirmative vote of two-thirds (2/3) of the Directors present at an official meeting of the Board. At least ten (10) days' notice of the proposed removal will be given to the involved Director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. In each case, the question shall be put, "Shall _____ (name) ___ be removed from the Board of Directors?" and a two-thirds (2/3) majority of valid votes cast in favor shall remove that director. The meeting shall provide adequate time for the objects of the removal to defend him or herself and for a full discussion of relevant points of view.

Section 11. Resignation of Directors. A Director may resign his/her position by delivering a written resignation to the administrative offices of the corporation. The resignation is effective when the President or the Secretary receives it, or at such later date stated in the resignation. Once effective, a resignation may not be withdrawn.

Section 12. Executive Committee. The Board shall elect from its membership an Executive Committee composed of five (5) Directors, including the President and Vice President and the chairpersons of at least two Committees. The Executive Committee members shall hold office for a term of one (1) year and until their successors have been chosen and qualified. Each Executive Committee member's terms of office shall be limited to three (3) consecutive terms. The Executive Committee of the Board shall be empowered to transact Farming For Our Future at Pond Hill Inc.'s business between Board meetings, as necessary, except that the Executive Committee is not authorized to approve an annual operating budget, amend the articles of incorporation, or amend or repeal any resolution of the Board. The Executive Committee shall meet informally, as needed. A quorum for Executive Committee meetings shall be four (4) members.

Section 13. Contracts and Obligations. The Board of Directors may authorize all contracts and obligations for Farming For Our Future at Pond Hill Inc. and shall control all expenditures and may accept gifts to Farming For Our Future at Pond Hill Inc. in fulfilling the purposes stated in Article II. It may employ an Executive Director to serve as chief administrative officer of Farming For Our Future at Pond Hill Inc. and may delegate to that person such of its duties as to the management and control of the affairs

of Farming For Our Future at Pond Hill Inc. as it may deem advisable. It shall authorize the employment of such personnel as may be necessary to accomplish the purposes of Farming For Our Future at Pond Hill Inc.

Section 14. Advisors. The Board may designate persons with specific areas of expertise to serve as “advisors” to the corporation, its Directors and Committees. Designated areas of expertise may include but are not limited to: formal or non-formal instruction, professional development of teachers, curriculum development, experiential education, and student enrichment.

Section 15. Dissent. A Director who is present at a meeting of the Board, or a Committee thereof of which he or she is a member, at which an action is taken on a corporate matter, is presumed to have concurred in that action unless a dissent is entered in the minutes or unless a written dissent to the action is filed with the person acting as Secretary of the meeting before or promptly after the adjournment. The right to dissent does not apply to a Director who votes in favor of the action. Further, a Director is presumed to have concurred in the actions of the Board or a Committee of which he or she is a member unless a written dissent is filed with the Secretary within a reasonable time after he or she has knowledge of the action.

Article V

Committees

Section 1. The President, with approval of the Board, shall appoint annually, as soon as practicable after his or her election, the members of one or more Committees. At least one member of each Committee shall be a Director. Others members of a Committee need not be Directors. A Committee, and each member, shall serve at the pleasure of the Board. In the absence or disqualification of a member of a Committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member.

Section 2. A Committee may exercise all powers and authority of the Board in management of the business affairs of Farming For Our Future at Pond Hill Inc. However, such a Committee does not have power or authority to (a) amend the articles of incorporation; (b) adopt an agreement of merger or consolidation; (c) recommend the sale, lease or exchange of all or substantially all of Farming For Our Future at Pond Hill Inc. property or assets; (d) recommend a dissolution of Farming For Our Future at Pond Hill Inc. or a revocation of a dissolution; (e) amend the By-Laws; (f) fill vacancies on the

Boards; (g) legally establish compensation.

Section 3. Meetings of Committees may be called by the Board of Directors, the President, the Chairperson of the Committee, or any two (2) members of the Committee. A notice, giving time and place of a Committee meeting, shall be communicated to each member of the Committee, as soon as practicable, prior to the date of the meeting. A quorum of any Committee other than the Executive Committee shall consist of two-thirds (2/3) of its members. Action may be taken by a vote of the majority of those present, but in no event by less than a quorum.

Article VI

Officers

Section 1. Election. At its first regularly scheduled meeting after a Board election, the Board shall elect from its number a President, Vice-President, Secretary and Treasurer and any other officers the Board deems useful, using secret ballot for contested elections. Officers serve for one year or until their successors are elected. Officers may be re-elected. Paid staff members may not serve as officers.

Section 2. Removal. The Board may remove any officer by a two-thirds vote.

Section 3. President. The President shall call Board meetings, secure a chairperson/facilitator for Board meetings and establish meeting agendas. The President shall sign documents for the corporation at the direction of the Board.

Section 4. Vice-President. The Vice-President shall, in the absence or incapacity of the President, serve and act in the President's place, and undertake such other responsibilities as the President assigns.

Section 5. Secretary. The Secretary shall see that minutes of Board meetings are taken, supervise custody of all corporate documents, countersign documents as needed and maintain copies of Board meeting minutes and documents.

Section 6. Treasurer. The Treasurer shall supervise the preparation and accuracy of Farming For Our Future at Pond Hill Inc.'s financial reports, and shall report on the financial status of the corporation.

Section 7. Other Officers. Other officers elected by the Board shall have such duties and powers as the Board determines.

Section 8. Executive Director. As the chief administrative officer, shall have

authority to incur necessary expenses for payroll and other routine operations of business.

Section 9. Net Earnings. No part of the net earnings of Farming For Our Future at Pond Hill Inc. shall inure to the benefit of, or be distributable to its Directors, Officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of Farming For Our Future at Pond Hill Inc. shall be the carrying on of propaganda or otherwise attempting to influence legislation, and Farming For Our Future at Pond Hill Inc. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article VII

Contracts and Conflicts of Interest

Section 1. Conflict of Interest. Farming For Our Future at Pond Hill Inc., its affiliates and components, and all officers, directors, delegates, council and committee members scrupulously shall avoid any conflict between their own respective individual, professional or business interests and the interests of the corporation, in any and all actions taken by them on behalf of the corporation in their respective capacities. In the event that any Officer, Director, Delegate, Council or Committee member of the organization shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the corporation, including but not limited to transactions involving:

- a. The sale, purchase, lease or rental of any property or other asset.
- b. Employment, or rendition of services, personal or otherwise
- c. The award of any grant, contract or subcontract.
- d. The investment or deposit of any funds of the organization.

Such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he/she has interest, or otherwise attempting to exert any influence on the organization, or its components to affect a decision to participate or not participate in such transaction.

Section 2. Contract Qualifiers. A contract or transaction between Farming For Our Future at Pond Hill Inc. and one or more of its Directors or Officers, or between Farming

For Our Future at Pond Hill Inc. and a domestic or foreign corporation, firm or association of any type or kind, in which one or more of Farming For Our Future at Pond Hill Inc.'s Directors or Officers are Board members or officers, or are otherwise interested, is not void or voidable solely because of such common Boardship, Officership or interest.

Section 3. Contract/Quorums. Common or interested Directors may be counted in determining the presence of a quorum at a Board or Committee meeting at which a contract or transaction is authorized, approved or ratified.

Section 4. Validity. When the validity of a contract is in question, the burden of establishing its validity, on any of the grounds prescribed in that section, is upon the Director, Officer, corporation, firm or association asserting its validity.

Article VIII

Indemnification of Corporate Agents

Section 1. Farming For Our Future at Pond Hill Inc. shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a Director, Officer, employee, or agent of Farming For Our Future at Pond Hill Inc., or is or was serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification shall be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The corporation shall have the power to indemnify the Director, Officer, employee, or agent of Farming For Our Future at Pond Hill Inc., only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Farming For Our Future at Pond Hill Inc., and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2. To the extent that a Director, Officer, employee or agent of Farming For Our Future at Pond Hill Inc. has been successful on the merits or otherwise in defense of any action, suit, or proceeding, referred to above, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred.

Section 3. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by Farming For Our Future at Pond Hill Inc. in advance of the final disposition of such action, suit, or proceeding, as authorized in the Michigan Nonprofit Corporation Act, upon receipt of an undertaking by or on behalf of a Director, Officer, employee, or agent to repay such amount, unless it ultimately shall be determined that the person is not entitled to be indemnified by Farming For Our Future at Pond Hill Inc..

Section 4. Further provisions may be made to indemnify Directors or Officers in any action, suit or proceeding, whether contained in the Articles, Bylaws, a resolution of the Board, an agreement or otherwise, so long as such provisions are not in conflict with the Michigan Nonprofit Corporation Act. Nothing contained in the Act shall affect any rights to indemnification to which persons other than Directors and Officers may be entitled by contract or otherwise by law. Moreover, the indemnification provided in the Act continues as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Farming For Our Future at Pond Hill Inc. shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of Farming For Our Future at Pond Hill Inc., or is or was serving at the request of Farming For Our Future at Pond Hill Inc. as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise against any liability out of that person's status as such, whether or not the corporation would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act.

Section 6. References to Farming For Our Future at Pond Hill Inc. or the corporation include all constituent corporations absorbed in a consolidations or merger. The resulting or surviving corporation, partnership, joint venture, trust or other enterprise shall stand in the same position with respect to the resulting or surviving corporation as that person would if that person had served the resulting or surviving corporation in the same capacity.

Article IX

General Provisions

Section 1. Farming For Our Future at Pond Hill Inc. shall keep books and records of account(s) and minutes of the meeting of the Board of Directors and Executive Committee. The books, records and minutes may not be kept outside of the State of

Michigan.

Section 2. Subject to applicable law, the fiscal year shall be fixed by the Board of Directors.

Section 3. Farming For Our Future at Pond Hill Inc. shall provide equal employment opportunity to all employees and applicants for employment. No person shall be discriminated against in employment because of race, religion, color, sex, age, height, weight, martial status, national origin, handicap or military status. This policy applies to all terms, conditions and privileges of employment including hiring, training, placement, promotion, transfer, compensation and benefits.

Article X

Amending or Repealing Bylaws

Section 1. The power to amend or repeal the Bylaws or adopt new Bylaws is reserved exclusively to the Board of Directors.

Article XI

Amendment and Restatement of Articles of Incorporation

Section 1. Farming For Our Future at Pond Hill Inc. may amend its Articles of Incorporation if the amendment contains only such provisions as might lawfully be contained in the original Articles of Incorporation filed at the time when the amendment is approved.

Section 2. Amendments to the Articles of Incorporation may be considered and acted upon by the Board of Directors at any meeting. Notice of such meeting must set forth the proposed amendment or a summary of the changes involved. Any number of amendments may be acted upon at one meeting.

Section 3. At the meeting, a vote of Directors, entitled to vote thereon, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the Directors.