

Co-Harvest Foundation  
PO Box 712525  
San Diego, CA, 92171-2525

## BY-LAWS OF CO-HARVEST FOUNDATION

These By-Laws of Co-Harvest Foundation (the "Agreement") are made and effective Nov. 8th, 2019.

These By-Laws of Co-Harvest Foundation have been amended on certified by the board effective December 12, 2020.

### 1. ORGANIZATION

- A. The name of the organization shall be Co-Harvest Foundation
- B. The organization may at its pleasure by a vote of directors change its name.

### 2. PURPOSES

The Following are the purposes for which this organization has been organized: Co-Harvest Foundation's goal is to make healthy-food affordable and accessible in all communities. To achieve this goal, we sign up members' into a philanthropic network and turn unused (residential, commercial, agricultural) space into an efficient system of micro-farms. Less than 50% of the food produced is then given back to members and over 50% is donated to our food insecure membership and non-profit partners. 1/4 of our garden installations and membership fees are waived due to food insecurity (180% of the federal poverty guideline) meaning 25% of our membership are non-paying.

Our charitable purpose is to reduce poverty and the symptoms of poverty in areas that lack access to fresh food. The issues addressed in our program include hunger, dietary disease, economic anxiety, and the less tangible environmental benefits from urban agriculture. Input of local nutritious and free food into an impoverished community necessarily benefits its residents because it allows community members to spend money on other necessary items and allows access to previously cost-preventative organic foods. With a 12.9-percent share, food ranked third behind housing (33.1 percent) and transportation (15.9 percent) in a typical American household's 2017 expenditures. Food can be costly, and its costs can have systematically tragic outcomes for low-income households throughout the US. Our goal is to change the way food costs affect low-income households while also providing a cooperative and incentivized way for higher-income neighborhoods to provide philanthropic input by donating food from their land.

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### **3. MEMBERSHIP**

Membership in this organization shall be open to all who donate food to those in-need. Official membership requires space/light eligibility. (100sq feet of growing space and adequate sunlight)

At formation, Membership onto our board is determined by the Founders of Co-Harvest foundation. Updated Board membership will be determined based on the voting process as stated below.

### **4. MEETINGS**

A. The annual membership meeting of this organization shall be held on the 20th day of December each and every year except if such day be a legal holiday, then and in that even, the board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-laws.

B. The secretary shall cause to be mailed to every member in good standing at their address as it appears in the membership roll book in this organization a notice telling time and place of such annual meeting.

C. Regular meetings of this organization shall be held at BAYSIDE COMMUNITY CENTER

D. Special meetings of this organization may be called by the president when they deem it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 7 days before such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 50% of membership of board of directors and 75% of members of the organization, the president shall call a special meeting. Such request must be made in writing at least a month prior to scheduled date of meeting.

E. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all-present at such meeting.

F. The presence of not less than 50% of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 3 weeks from the date scheduled by these By-laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

## **5. VOTING**

A. At all meeting, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

B. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of two who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

C. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

D. If a majority consensus cannot be reached by attending members, the acting director may authorize a remote vote sent out to all members. The secretary will orchestrate this and the results will be physically attached to the next meetings minutes.

## **6. ORDER OF BUSINESS**

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## **7. BOARD OF DIRECTORS**

A. The business of this organization shall be managed by a Board of Directors consisting of at least 5 members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of California and a citizen of the United States of America.

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B. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years.

C. The Board of Directors shall have the control and advisory roll in the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all the Directors of such meetings.

D. 50% of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 20th day of December.

E. Each director shall have only one vote and a proxy may not do such voting.

F. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

G. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

H. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

I. The Board of Directors shall select from one of their members a secretary.

J. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

## 8. OFFICERS

A. The initial officers of the organization shall be as follows.

**President: Avery Cramer**  
**Secretary: Cristina Savaglio**

**Vice President: Axel Cramer**  
**Treasurer: Forrest Lutz**

B. The President shall preside at all membership meetings. They shall by virtue of his office be Chairman of the Board of Directors. They shall present at each annual meeting of the organization an annual report of the work of the organization. They shall appoint all committees, temporary or permanent. They shall see all books; reports and certificates required by law are properly kept or filed. They shall be one of the officers who may sign the checks or drafts of the organization. They

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shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

C. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if they had been duly elected president.

D. The secretary shall keep the minutes and records of the organization in appropriate books. It shall be their duty to file any certificate required by any statute, federal or state. They shall give and serve all notices to members of this organization. They shall be the official custodian of the records and seal. They may be one of the officers required to sign the checks and drafts of the organization. They shall present to the membership at any meetings any communication addressed to them as Secretary of the organization. They shall submit to the Board any communications, which shall be addressed to them as Secretary of the organization. They shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

E. The Treasurer & President shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies of securities of the organization. They shall cause to be deposited 100% of profits into a business bank account under the name of Co-Harvest Foundation or in the name of another 501 c3 federally designated non-profit organization. The Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit charity corporation in this state. They must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer or President to sign the checks issued upon it. They shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

F. Officers shall by virtue of their office be members of the Board of Directors.

G. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

## **9. SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization. No officer salary may exceed the industry median. All salaries are capped at \$100,000 a year. All hourly employees must make a living wage (15\$/hr), updated yearly.

**10. COMMITTEES**

The Board of Directors shall appoint all committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors

The permanent Committees shall be:

- A. Social Equity Committee - Andrew Ruiz, Kim Heinle
- B. Personnel Committee - Axel, Brett,
- C. Partnerships/Local Ag News - Amy
- D. Compliance - Mike

**11. DUES**

The dues for this organization will be \$100 per annum, Paid at the yearly meeting. Payment can be exchanged with 10 volunteer hours.

**12. AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 50% of the members.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

PRESIDENT

VICE PRESIDENT

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Print Name and Title

\_\_\_\_\_  
Print Name and Title

SECRETARY

TREASURER

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Print name and title

\_\_\_\_\_  
Print name and title