

Bylaws of Food AND Medicine A Nonprofit Organization

ARTICLE I — NAME AND PURPOSES

Section 1. Name. The name of the ~~organization~~ ~~corporation~~ is **Food AND Medicine** (hereinafter, “the ~~organization~~ ~~corporation~~”). It shall be a 501(c)4 nonprofit organization incorporated under the laws of the State of Maine.

Section 2. Principal Office. The principal office of the ~~organization~~ ~~corporation~~ shall be at 20 Ivers Street in Brewer, Maine or such other place as designated by a two-thirds majority of the board of directors.

Section 3. Purpose. The ~~organization~~ ~~corporation~~ is organized for the charitable and educational purposes. ~~The organization’s mission is to organize, educate, and empower workers and our communities in the struggle for economic, social and racial justice. We believe that by creating active partnerships with unions, farmers, Black, Brown, Indigenous and other People of Color, community groups, small businesses, faith-based and allied organizations we will create solutions and positive change. The purpose of the organization is to educate the community about systemic causes of economic conditions through any medium practicable, whether by radio, television, publications, personal contacts, or otherwise, and to work together to articulate concerns for an adequate social safety net for laid-off and unemployed workers.~~ ¶

ARTICLE II — MEMBERSHIP

Section 1. Eligibility. Membership is open to any interested person or organization that supports the purpose statement in Article I, Section 3. Membership is granted after a completion and receipt of a membership form or verbal equivalent, indicating support of the ~~organization~~ ~~corporation~~’s mission and desire to become a member, accompanied by Annual Dues as described in Section 3 below.

Section 2. Rights of Members. The ~~organization~~ ~~corporation~~ is controlled by members. No member shall hold more than one membership in the ~~organization~~ ~~corporation~~. All members shall have the same rights, privileges, restrictions and conditions and each member has one vote. Any person, partnership, ~~organization~~ ~~corporation~~, association or other legal entity can be a member of the ~~organization~~ ~~corporation~~.

Section 3. Annual Dues. Members are encouraged to pay dues annually, but not required. Suggested annual dues are \$35.00 for employed members, \$15.00 for retired members, and \$10.00 for unemployed members, or whatever the member can afford. No member will be refused membership due to inability to pay annual dues; such members will be recorded as a “zero dollar” member. Membership dues can be changed by a two-thirds vote of the members at an annual meeting.

Section 4. Membership Database. The ~~organization~~ ~~corporation~~ shall maintain a membership database listing the name and address of each member. The database shall also contain the date the membership of any member in the ~~organization~~ ~~corporation~~ ceases. The membership database will be kept in the principal office of the ~~organization~~ ~~corporation~~.

Section 5. Termination of Membership. A member’s membership in the ~~organization~~ ~~corporation~~ shall terminate if, after being given an opportunity to be heard, the board for the ~~organization~~ ~~corporation~~ finds that a

member no longer supports the purpose statement in Article I, Section 3. In the event of a termination, the member so terminated will receive a pro-rated refund of dues paid to the ~~organization~~corporation, if termination occurs less than one year from payment of dues.

Section 6. Resignation. Any member may resign by filing a written resignation with the secretary.

ARTICLE III — MEETINGS OF MEMBERS

Section 1. Regular Meetings. At least nine (9) regular meetings of the members shall be held each year. These meetings will be held at the principal office of the ~~organization~~corporation designated in Article I or such other place as chosen by the board. The purpose of the meetings will be to transact any and all business of the ~~organization~~corporation.

Section 2. Annual Meetings. An annual meeting of the members shall take place once per year at a date, time and location which will be designated by the board. At the annual meeting the members shall elect directors, receive reports on the activities of the ~~organization~~corporation, and determine the direction of the ~~organization~~corporation for the coming year.

Section 3. Special Meetings. Special meetings may be called by the chair, a majority of the board or at the request of at least 10% of the members.

Section 4. Quorums. The members present at any properly announced meeting shall constitute a quorum.

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. The Board ~~organization~~. The board of ~~directors~~ ~~are~~is responsible for the overall policy and direction of the organization ~~association~~ and delegates responsibility of the day-to-day operations to the ~~staff~~ ~~Executive Director and committees~~. The board of ~~directors~~ shall have up to fifteen (15) but not fewer than three (3) members. The board receives no compensation other than reasonable expenses.

Section 2. Officers and Duties. The ~~board of~~ directors shall elect the officers of the ~~organization~~corporation annually. The officers of the ~~organization~~corporation shall be a president, a vice-president, a secretary and a treasurer, and such other officers as the board may designate. Any two (2) or more offices may be held by the same person, except the offices of president and treasurer. ~~A board officer must have served for at least one year prior to being elected officer.~~

Section 3. Nomination and Election of Directors. Directors, who must be a FAM member in good standing, shall be elected by the members at the annual meeting. A slate of nominees ~~may~~will be presented by the Board for election at the annual meeting. Additional nominations will be received from the floor ~~from members in good standing for nominees in good standing for a minimum of six months. No person shall be nominated or serve on the board of directors if they are FAM staff or have been on staff at any time in the last two years, unless nominated as part of a board slate of candidates. ~~and not regular staff during the prior two years.~~~~ If the nomination receives a second, a simple majority in favor places that name in nomination. Directors will be elected by a simple majority of the members present at the annual meeting. Directors will be elected to terms of three years.

Section 4. Resignation, Termination and Removal. Resignations are effective upon receipt by the secretary of the board of a written notification. A board member may be terminated from the board due to excessive absences (considered to be more than 2 ~~unexcused~~ absences ~~without communication to the executive director~~) or other reasons by a three-fourths vote of the remaining directors. ~~If there is a vacancy, the board may select a replacement by simple majority a member in good standing to serve until the next annual meeting.~~

Section 5. Meetings and quorum. The board will meet no less than quarterly but as often as needed. Quorum will be a simple majority of current board membership.

ARTICLE V — ADVISORY BOARDS AND COMMITTEES

Section 1. Establishment. The members, ~~staff~~ or the board may ~~propose establish~~ one or more advisory boards or committees. ~~Staff may establish short term or ad hoc committees without the formal approval of the board as part of their responsibility for the day to day operations.~~

Section 2. Size, Duration, and Responsibilities. The size, duration, and responsibilities of ~~standing~~ boards and committees shall be established by the board ~~in consultation with staff. or a majority vote of the members.~~

Section 3. Steering Committee. The Steering Committee, which includes a minimum of three (3) board members ~~including the president, or their designee from the board, who have served on the board for at least a year,~~ is responsible for the operation of the ~~organizationcorporation~~ by overseeing the Executive Director, who is empowered to make hiring decisions and the day-to-day operation of the ~~organizationcorporation~~ with input from Steering as needed, but no less than quarterly. Steering will also serve as a resource for staff ~~and will check in with staff at least annually and meet with them as often as needed., and will meet with staff individually at least once each year, or more often as needed.~~

ARTICLE VI — FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the ~~organizationcorporation~~ shall be January 1 to December 31 but may be changed by resolution of the board of directors.

Section 2. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers, agent or agents, members or paid staff of the ~~organizationcorporation~~ and in such manner as shall from time to time be determined by resolution of the board, members or of any committee to which such authority has been delegated by the board.

Section 3. Deposits and Accounts. All funds of the ~~organizationcorporation~~, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the board of directors or any committee to which such authority has been delegated by the board may select, or as may be selected by the president or by any other officer or officers or agent or agents of the ~~organizationcorporation~~, to whom such power may from time to time be delegated by the board. For the purpose of deposit and for the purpose of collection for that account of the ~~organizationcorporation~~, checks, drafts, and other orders of the ~~organizationcorporation~~ may be endorsed, assigned, and delivered on behalf of the ~~organizationcorporation~~ by any officer or agent of the ~~organizationcorporation~~.

Section 4. Investments. The funds of the ~~organizationcorporation~~ may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the board of directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are

permitted to organizations exempt from federal income taxation under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE VII — BOOKS AND RECORDS

Correct books of account of the activities and transactions of the ~~organization~~ shall be kept at the office of the ~~organization~~ as stated in Article I, Section 2. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the board of directors.

ARTICLE VIII — AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds majority vote of the members present at the annual general membership meeting or a special meeting called solely for that purpose, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.

CERTIFICATION

These Bylaws were approved at the annual general membership meeting of the Members by a two-thirds majority vote on April 28, 2007, ~~and~~ amended on January 28th, 2017, and amended on January 31st, 2026.

Board Member Name, Secretary
~~January 28th, 2017~~ January 31, 2026

