BYLAWS OF LYNCHBURG GROWS

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as “corporation”) shall be “Lynchburg Grows.”

ARTICLE II

MISSION AND VISION

Section 2.01  Vision.  Working to grow and strengthen the greater Lynchburg region and enabling all its citizens to participate in and share the fruits of a healthy community.

Section 2.02  Mission.  To work with our community to provide access to healthy food and afford purposeful jobs to individuals with disabilities.

ARTICLE III

MEMBERSHIP

The corporation shall have no members.  No membership rights or benefits shall accrue to individuals or organizations who donate money, time or other services to the corporation.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS, AND COMMITTEES

Section 4.01  General.  The business of this corporation shall be governed by a Board of Directors (Board), which shall have and exercise all the corporate powers of the corporation, and except as may otherwise be expressly required by law, the articles of incorporation, or these bylaws.  The Board shall manage the general affairs of the corporation, shall select the issues on which the corporation will focus its efforts and shall direct the corporation’s staff.

Section 4.02  Number and Qualifications.  The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members.

Any member of the community who embraces the vision and mission of the corporation may serve as a member of the Board.  The Board may select those individuals to serve as
directors who it feels best serve the interests of the corporation and whose skills and experience complement or augment the existing Board to make it stronger.

Section 4.03 Terms of Office. The directors shall be divided into three (3) classes: Class A, each of whom shall have an initial term of one year; Class B, each of whom shall have an initial term of two years; and Class C, each of whom shall have an initial term of three years, with all of such initial terms commencing on November 1, 2017. Directors shall be elected by the incumbent Board of Directors, each year at the Annual Meeting of the Board in November. Subject to the provisions of these Amended and Restated Bylaws, upon expiration of the initial term of each Class of directors as provided above, each director then and thereafter elected for such Class shall serve for a term ending on the date of the third annual meeting following the annual Board meeting at which such director was elected; provided, that the term of each director shall continue until the election and qualification of a successor and be subject to such director’s earlier death, resignation or removal; and further provided, that a director may be appointed by the Board as necessary to fill any unexpired term. Directors may serve up to two consecutive three-year terms. An initial term of two years or less shall not count as a term for the purposes of the foregoing sentence. Directors who have served two consecutive three-year terms must remain off the Board for at least one full year before becoming eligible for re-election to Board membership. With the approval of three-quarters (3/4s) of the directors present, the term of a director may be extended for a reasonable period, not exceed one year to provide corporate knowledge during the transition of directors or for other purpose as decided by the Board.

Section 4.04 Removal of directors. The Board of Directors may remove any director of the corporation by a majority vote of directors present at any time with cause, which will include but not be limited to three (3) unexcused absences from meetings in a given year. The director against whom such action is proposed to be taken shall be informed in writing of the intent to remove him or her at least twenty-five days before the date of such meeting. The notice shall be included in the meeting notice to the directors and at such meeting opportunity shall be given to him or her to argue why removal is not warranted.

Section 4.05 Vacancies. Vacancies on the Board of Directors may be filled for unexpired terms by the remaining members of the Board at any regular or special meeting of the Board.

Section 4.06 No Compensation. Board members shall receive no compensation for their services to the corporation.

Section 4.07 Officers. The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may determine. The offices of Secretary and Treasurer may be held by the same person.

a. President. The President shall preside at Executive Committee and Board of Directors meetings and may serve as an ex officio member of all committees. The President may call special meetings of the Executive Committee and of the Board of Directors; shall sign all papers and instruments of the corporation as may be authorized or
directed by the Board of Directors; and shall perform all acts and duties usually performed by an executive and presiding officer and as instructed by the Board of Directors.

b. **Vice President.** The Vice President shall assist the President and in the President’s absence shall serve as the presiding officer at meetings. In addition, the Vice President may serve as a committee chair.

c. **Secretary.** The Secretary shall be responsible for the minutes of all meetings. The Secretary shall send, or cause to be sent, the minutes along with a notice of meetings to all directors at least five days prior to regular meetings of the Board of Directors. The Secretary shall have general charge and supervision of, and safely keep the books and records of the corporation; shall sign all papers and instruments of the corporation as may be authorized or directed by the Board of Directors; shall serve all notices required by law and these by-laws or as directed by the Board of Directors or President; shall make a full report of all matters pertaining to this office to the directors at their annual meeting; shall make such special reports as may be from time to time requested by the Board of Directors or President; and, shall make all reports required by law and perform such other duties as may be required by the corporation or the Board of Directors. Corporation staff may perform some of the duties of the Secretary by delegation with approval of the Board of Directors.

d. **Treasurer.** The Treasurer shall be the custodian of the funds of the corporation and shall give a monthly accounting of income and expenses, cash balances, and other assets. The Treasurer, with the assistance of the Executive Director, shall have custody of all money belonging to the corporation, shall deposit, or designate a depositor, of the same in depositories as may be directed by the Board of Directors and shall keep a full and complete record of all receipts and disbursements. The Treasurer shall pay out no money except by check and upon order signed by the Executive Director, or President, or as directed by the Board of Directors. The Treasurer shall make periodic reports of the financial condition of the corporation to the directors.

e. **Other Offices.** Such other offices as the efficient conduct of the business of the corporation may require from time to time may be established by the Board of Directors. The Board of Directors may elect persons to hold such offices and it may delegate to such persons those duties and responsibilities as it deems proper.

**Section 4.08 Election of Officers.** The officers of this corporation shall be elected by the Board of Directors annually for a term of one year at the Annual Meeting. Any vacancy may be filled at a regular or special meeting.
Officers shall hold office no more than two consecutive years in one position.

An officer should be a director for one year before serving as an officer unless approved by a three-quarter majority vote of the Board members present.

**Section 4.09  Resignation.** Any officer of the corporation may resign at any time. Such resignation may be tendered either orally or in writing, and shall be directed to any member of the Board of Directors. If an effective date is specified, the resignation shall not be effective until such date, but otherwise it shall be effective on notification to any director. Unless it is so specified in the resignation, acceptance by the Board of Directors shall not be necessary to make effective any resignation.

**Section 4.10 Standing Committees.** The Board shall have the following standing committees:

a. Executive
b. Development
c. Operations
d. Nominating

Each standing committee shall consist of three to five members. Except as provided below, all members of committees shall be nominated by the President and approved by the Board. Subject to Board approval, the President may appoint individuals who are not serving on the Board of Directors to the Development and Operations committees, provided that at least one member of the current Board of Directors shall sit on each committee. The President may also appoint committee chairs.

Committees are expected to meet in person or through electronic means prior to monthly meetings and submit any reports to the Secretary for distribution to the full Board prior to meetings.

**Section 4.11 Executive Committee.** There shall exist an Executive Committee, composed of the officers (President, Vice President, Treasurer, and Secretary) of the Board, the immediate past president, and such other at large directors as may be elected by the Board of Directors. The at-large members shall be elected at the annual meeting, or in the case of a vacancy, at any meeting, provided notice of such election is stated at the meeting notice. The Executive Director shall be an ex-officio member, without vote, of the Executive Committee. The Board of Directors may name additional individuals as ex-officio members, without vote, of the Executive Committee.

The Executive Committee shall meet when called by the President, when directed to do so by the Board of Directors, or when requested by three members of the Executive Committee.
A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

The Executive Committee may exercise the powers and authorities of the full Board of Directors, provided that the Executive Committee may not

- Amend the articles of incorporation
- Amend, replace, or repeal the Bylaws
- Fill vacancies on the Board of Directors or any of its committees
- Approve a plan of merger
- Elect or appoint any officers
- Hire or fire the Executive Director
- Determine the compensation or benefits of the Executive Director
- Approve additional staff of corporation
- Approve the sale of assets other than a sale of assets in the regular course of business
- Approve the annual budget
- Approve the transfer, sale or acceptance of real property

The Executive Committee shall also act as and fulfill the responsibilities of a personnel committee and an administration and finance committee.

Section 4.12 Development Committee. The members of the development committee shall be nominated by the President and approved by the Board of Directors. The development committee shall oversee the development and implementation of the corporation’s fundraising activities as directed by the Board of Directors; review potential grant opportunities and grant applications; plan and coordinate major events, such as fundraising; identify and solicit funds from external sources of support; oversee development and implementation of the Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs.

Section 4.13 Operations Committee. The members of the operations committee shall be nominated by the President and approved by the Board of Directors. The operations committee shall conduct a periodic needs assessment on the farm and its structures; develop a volunteer protocol; identify physical and capital projects focusing on enhancement and sustainability of farm operations; and, implement plans and grants as approved by the Board of Directors.

Section 4.14 Nominating Committee. The members of the nominating committee shall be nominated by the President and approved by the Board of Directors. The nominating committee shall make nominations for officers and for the Board of Directors. The committee shall prepare a list of people to be nominated as directors for the next and ensuing years to fill vacancies caused by expiration of terms of office.

The committee shall present a slate of officers, which will be distributed before the annual meeting.
Section 4.15 Other Committees. The Board of Directors may create additional committees as necessary to enable the corporation to effectively and efficiently fulfill its mission.

Section 4.16 Termination of Committee Membership. The appointment of a director to any committee, if not sooner terminated, shall automatically terminate upon the expiration of his or her term as a director of the corporation, or upon the earlier cessation for any reason of his or her membership on the Board of Directors.

ARTICLE V
CORPORATION STAFF

Section 5.01 Executive Director. The corporation may have an Executive Director who shall be responsible for managing the day to day operations of the corporation. The Executive Director shall be selected by a majority vote of the Board, upon a recommendation of the Executive Committee.

The Executive Director shall oversee the operations of the corporation and shall have overall responsibility for the routine management and affairs of the corporation. The Executive Director shall report to the Executive Committee of the Board and shall work closely with the President.

Duties of the Executive Director shall include:

a) overseeing all components of day-to-day operations,
b) ensuring that adequate funding is available to conduct the mission of the corporation,
c) presenting a proposed annual budget for Board approval,
d) implementing the adopted budget,
e) recommending appropriate staff to fulfill the mission of the corporation,
f) serving as an ex officio, without vote, member of the Executive Committee,
g) supporting the activities of the committees,
h) representing the corporation in the community,
i) in general, performing such other duties as may be assigned from time to time by the Board or its President.

With a recommendation from the Executive Committee, the Board will approve, by majority vote, compensation and benefits for the Executive Director.

Section 5.02 Other Employees. Upon the recommendation of the Executive Director, the Board may approve other staff positions to fulfill the mission of the corporation and for which resources have been identified for their compensation.
ARTICLE VI
MEETINGS OF THE CORPORATION

Section 6.01 Regular Meetings. Regular meetings of the Board shall be held monthly at such place as a majority of the Board of Directors may from time to time determine.

Five days’ notice of such meeting shall be given by mail, email, phone or fax. Such notice shall include an agenda of items to be discussed at the meeting, along with appropriate attachments.

Section 6.02 Annual Meeting. The October meeting of the Board shall be designated the annual meeting. The meeting shall be held at a time and place designated by the Board of Directors. New members of the Board of Directors shall be elected at the annual meeting.

The Board, if it deems it necessary, may select a time other than the October meeting for the annual meeting.

Notice of the annual meeting shall be prepared by the Secretary or designee and mailed or electronically communicated to each director, not less than ten days prior to the date of the meeting. Such notice shall state the place, date, and time of the meeting.

Section 6.03 Special Meetings. Special meetings of the Board may be held at the call of the President or if requested by one quarter of the directors or by the Executive Committee. Written notice of a special meetings shall be mailed or electronically submitted to all to the directors at least seven days before the date of such meeting.

Section 6.04 Waiver of Notice. Any director may waive the notice required by the preceding section(s) by written waiver either before or after the date of the meeting(s). Any director who attends a meeting, even without notice, shall however be conclusively presumed to have had timely and proper notice thereof unless he or she attends such meeting for the express purpose of objecting to the improper convening of the meeting.

Section 6.05 Quorum. A majority of all the directors shall be required to constitute a quorum for any meeting of the Board of Directors. Should a quorum not be present, a majority of the directors present may adjourn the meeting from time to time and from place to place until a quorum may be had.

Section 6.06 Participation by Electronic Means. As long as a quorum of directors is physically present, directors may participate in Board and committee meetings by means of a conference telephone, video equipment, or similar communications equipment that allows all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute attendance in person at a meeting.

Section 6.07 Executive Session. The Board of Directors, the Executive Committee, or any committee may go into executive session upon a motion that is approved by a majority present. Items, which may be covered, are personnel and any other which a majority of
directors deem appropriate, and where a discussion in open meeting would be detrimental to the best interests of the corporation. No statement needs to be announced at the conclusion of the executive session. With the approval of a majority of the directors present, a non-director may be invited to attend an appropriate part of the executive session. Any director whose conduct is being discussed may remain in the executive session, with the concurrence of a majority of the directors and for as long as it deems appropriate.

Section 6.08 Conduct of the Meeting. The President of the corporation shall act as chair at each meeting of the directors. In his or her absence, the Vice President shall chair the meeting. The Secretary of the corporation or, in the Secretary’s absence, any member designated by the chair, shall act as secretary of the meeting.

Section 6.09 Parliamentary Authority. The rules contained in the current edition of Robert’s Rules of Order: Simplified and Applied shall govern meetings of the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt. The Board of Directors may, by consensus or majority vote, relax the rules of order in order to expedite the efficient conduct of its business.

Section 6.10 Order of Business. The President, along with the Executive Director, shall determine the order of business at each meeting of the Board of Directors. The order of business may be amended at the meeting by consensus or majority vote of the members present.

Section 6.11 Voting. Each director shall be entitled to one vote on a matter before the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is an act of the Board of Directors, unless the vote of a greater number of directors is required by law or these bylaws. Directors shall not have the right to a proxy vote or to act by proxy.

Section 6.12 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors or a committee may be taken without a meeting if all directors entitled to vote on the matter consent to the action writing, and the written consents are filed with the records of the meeting of the directors.

ARTICLE VII

OPERATING PROCEDURES

Section 7.01 Fiscal Year. The fiscal year of this corporation shall begin on the first day of January and end on the last day of December in each year.

Section 7.02 Budget. A proposed annual operating budget of estimated income and expenses, and all revisions, shall be approved by the Board. No significant ($1000 or more) or unusual expenses shall be incurred in excess of budgetary appropriation without prior Board approval.
**Section 7.03  Contributions.** All significant (market value exceeding $10,000) financial and real estate contributions, other than gifts of money and publicly traded securities, shall be accepted or rejected by the Board.

**Section 7.04  Deposits.** All monies of the corporation shall be deposited in the name of the corporation under such terms and conditions and in such financial institutions as shall be designated by the Board.

**Section 7.05  Audit.** The Board shall provide for a suitable audit of the financial accounts of the corporation at least once a year. The audit may be conducted internally or by other persons engaged by the Board, as deemed appropriate by the Board.

**Section 7.06  Bonding.** The Board may determine which persons have major responsibilities for the handling of monies and securities of the corporation and may require such persons to be bonded at the expense of the corporation, in such amounts as shall be determined by the Board.

**Section 7.07  Conflict of Interest Transactions.** A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest that precludes the director from being a disinterested director. For purposes of this section a director has an indirect interest in a transaction if: (a) another entity in which a director has a material interest or in which the director is a shareholder, member, or general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is party to the transaction; (c) any one or more of the director’s immediate family members have a direct or indirect interest in the transaction.

A conflict of interest transaction is not voidable on the basis of imposing liability on the director’s interest in such transaction if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the Board of Directors if: (a) the material facts of the transaction and the director’s interest are disclosed or known to the Board and (b) the directors approving the transaction, as set forth below, in good faith reasonably believe that the transaction is fair to the corporation.

For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the Board who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the Board who have neither a direct nor indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.

A conflict of interest transaction not otherwise approved as herein provided shall be voidable by the corporation under the conditions of Section 13.1-871 of the Code of Virginia, 1950, as amended, or any successor provision of the law of the Commonwealth of Virginia.
Section 7.08 No loans to or guaranties for directors. The corporation shall not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower’s liability on the loan.

ARTICLE VIII

AMENDMENTS

Section 8.01 Amendments to Bylaws. The Board of Directors shall have the power to amend the bylaws of the corporation. This power shall not be exercised by the Executive Committee or any other committee of directors. Any proposal to amend the bylaws shall be published in advance to ensure appropriate review by Board members. An action to amend or repeal the bylaws shall be effective only with the affirmative vote of two-thirds (2/3) of the Board of Directors constituting a quorum.

ARTICLE IX

INDEMNIFICATION

Section 9.01 Definitions. For purposes of this Article, the following definitions shall apply:

“Expenses” means all costs and expenses of any kind, however and whenever incurred or subjected to, including without limitation counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification.

“Liability” means any obligation to pay, and liability to defend against, appeal, or contest a judgment, settlement, penalty, fine claim or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan.

“Legal Entity” means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

“Proceeding” means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

Section 9.02 Limitation on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of this corporation shall not be liable to the corporation.

Section 9.03 Indemnification of directors, Officers, and Agents. The corporation shall indemnify, defend, and hold harmless any individual who is, was, or is threatened to be made a party to any Proceeding (including a Proceeding by or in the right of the corporation) by virtue of the fact that such individual is or was a director or officer of the corporation or
because such individual is or was serving the corporation, or any other Legal Entity, in any capacity at the request of the corporation, against all liabilities and reasonable Expenses incurred or suffered in or arising from or in connection with the Proceeding except to the extent that any such liabilities and Expenses finally found by a court of competent jurisdiction to have been incurred because of such individual’s willful misconduct or knowing violation of criminal law. Service as a director or officer of a Legal Entity controlled by the corporation shall be deemed service at the request of the corporation. The determination that indemnification under this Section 9.03 is permissible and the evaluation as to the reasonableness of Expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 9.04 of this Article; provided, however, that if a majority of the directors of the corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification hereunder is not permissible, the corporation shall make advances and reimbursements for such Expenses incurred by a director or officer in a Proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director’s or officer’s ability to make repayment. The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification hereunder. The corporation is authorized to contract in advance to indemnify and make advances and reimbursements for Expenses to any of its directors or officers to the same extent provided in this Section 9.03.

Section 9.04 Indemnification of Others. The corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 9.03, provide indemnification and make advances and reimbursements for expenses to its employees and agents, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other Legal Entity in any capacity at the request of the corporation, and may contract in advance to do so. The determination that indemnification under this Section 9.04 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person’s rights under Section 9.03 of this Article shall be limited by the provisions of this Section 9.04.

Section 9.05 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person’s heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by Legal Entities other than the corporation and
indemnification under policies of insurance purchased and maintained by the corporation or others. The corporation shall purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the corporation or any other Legal Entity at the request of the corporation regardless of the corporation’s power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the corporation from entering into contracts otherwise permitted by law with any individuals or Legal Entities, including those named above. If any provisions of this Article or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

Section 9.06 Amendment. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person from conduct or events occurring before the adoption of such amendment, modification or repeal.

ARTICLE X

DISSOLUTION AND WINDING UP

Section 10.01 Winding Up. In the event that dissolution and/or winding up of the corporation is necessary, the Board shall oversee such process and ensure compliance with all relevant provisions of the Virginia and other applicable state and federal laws.

Section 10.02 Assets. Upon dissolution of Lynchburg Grows, the assets of the corporation shall be permanently committed to a tax-exempt organization for purposes set forth in its Articles of Incorporation and Bylaws. In the event of dissolution, the assets, after payments of debt, shall be given, transferred, donated, or assigned to an organization which itself has tax-exempt status under the Section 501(c)(3) of the Internal Revenue Code and whose mission is similar to the mission of Lynchburg Grows

ARTICLE XI

MISCELLANEOUS PROVISION

Section 11.01 Offices. The corporation shall establish a principal and a registered office. The principal office may, but need not, be at the same place as the registered office. Such additional offices as the business of the corporation may require may also be established, and the establishment of all offices shall be pursuant to resolution adopted by the Board of Directors.

(END)
Adopted by the Board of Directors of Lynchburg Grows on October 17, 2017