



Organic Trade Association Bylaws

2023

Organic Trade Association
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standing of OTA or be formally associated with a Trade member organization in good standing of OTA, such as being an officer or employee of the organization.

SECTION C: Seats on the Board of Directors shall be allocated and either elected or appointed as follows:

- (i) Eleven at-large members elected by the general membership;
- (ii) Four members who shall be appointed by the elected Board members.

SECTION D: To assure continuity, Board members shall be elected or appointed on a staggered basis, as follows:

Year 1: Three at-large, two appointed.

SECTION E: No two members of the Board shall be employed by a single corporation, company, partnership, or other legal entity. If there is a change that creates the situation of two or more members of the Board being employed by a single corporation, company, partnership, or other legal entity during a Board member's term (either through a change in that Board member's employment or a change in the management or majority ownership of that Board member's employer), the Board members employed by a single corporation, company, partnership, or other legal entity will be allowed to complete their terms. The only exception to the above rule is if the change during the Board member's term creates a reporting relationship between two Board members. In that situation, the affected Board members and member company will be obligated to communicate to the Board the specific resolution, and one of the affected Board members will resign his or her Board position immediately. The procedure in Section H regarding filling open Board seats shall be followed.

SECTION F: A resignation of a Board member shall take effect upon its acceptance by the Board, unless such resignation specifies a later effective date. A resignation due to the requirements in Section E above (regarding no two Board members being employed by a single corporation, company, partnership, or other legal entity) shall take effect immediately upon communication by the affected Board members and member company to the Board. Unexcused absence from two Board meetings within a twelve-month period shall constitute a resignation. The Secretary shall note all excused and unexcused absences in the minutes of the Board meetings.

SECTION G: Board members may be removed from office for cause by a 2/3 vote of all



members of the Board of Directors. All such Board members shall be provided at least thirty days notice of intention to remove and an opportunity to speak at a meeting before the removal vote is taken.

SECTION H: Should a Board member resign or otherwise be unable to serve the full term, the seat shall be filled by appointment of the Board of Directors to serve the unexpired term.

SECTION I: Board members shall be under an affirmative obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. This shall include disclosure of any conflict that would trigger Section E above (regarding no two Board members being employed by a single corporation, company, partnership, or other legal entity). Board members having an actual or potential conflict of interest in any matter under consideration by the Board shall absent themselves from decision of the matter and, unless otherwise determined by the Board, from its discussion. Board members must sign an annual disclosure statement.

SECTION J: During the term of his or her office, a Board member shall not be party to a contract with OTA differing in any way from the business relations accorded each member or upon terms differing from those generally current for such services.

SECTION K: The duties of the Board of Directors shall be:

- (i) To establish policies, realistic plans for future development and growth, not inconsistent with law or these bylaws, and to evaluate and monitor progress and results;
- (ii) To appoint Board members and elect its officers;
- (iii) To review and approve an annual budget;
- (iv) To hire the Executive Director and to evaluate the Executive Director's performance annually;
- (v) To assure that appropriate mechanisms are operating to safeguard the association's assets;
- (vi) To authorize appropriate officers or agents to sign contracts, leases or other documents on behalf of OTA;
- (vii) To establish its committees and task forces as needed to fulfill its duties; and
- (viii) To act in such other ways as may be necessary from time to time to further the best interests of members and the organic industry.

Article VIII: Nominations

SECTION A: The Board Governance Committee shall be the Nominating Committee as set forth in Article XII.

SECTION B: The Nominating Committee shall present to the Board for consideration a slate of candidates best qualified for all open seats on the Board at least 120 days prior to the date of the Annual Meeting. All nominees must be Trade members in good standing. No Board candidates (including incumbents) will be considered who would create the situation of more than one member of the Board employed by a single corporation, company, partnership, or other legal entity. The slate may not include any candidate whose election would violate Article VII, Section E above (regarding no two Board members being employed by a single corporation, company,

