
Pennsylvania Certified Organic

Bylaws

*Ensuring the Integrity of Organic Products
in the Marketplace*

**Pennsylvania Certified Organic
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PCO BYLAWS

Article I – Organization

The organization is incorporated under the Nonprofit Corporation Law of 1988 exclusively for charitable, educational and scientific purposes as defined by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the following purpose: to ensure the integrity of organic products and provide education, inspection, and certification services that meet the needs of our members.

The registered name of the organization is “Pennsylvania Certified Organic,” also referred to as “PCO” or “PA Certified Organic.” The principal business office is 106 School Street, Suite 201, Spring Mills, PA 16875. Other offices may be established and maintained as determined by the Advisory Board.

Article II – Purpose

The purpose of the organization is: To ensure the integrity of organic products and provide education, inspection, and certification services that meet the needs of our members

Toward this goal, PCO will:

- Maintain an organic certification program to educate growers, processors and handlers of organic agricultural products on the requirements for producing agricultural products in accordance with applicable laws;
- Provide annual independent third-party inspections of growers, processors and handlers of organic agricultural products;
- Sponsor and support educational activities for growers, producers and consumers that promote learning, understanding and awareness of organic agriculture;
- Develop and implement educational programs and materials;
- Provide support and consultation relevant to organic certification through referrals to volunteer mentors or nonprofit educational and research organizations or resources;
- Certify organic growers, processors and handlers, meeting the standards and requirements of PCO and applicable laws.

The organization may engage in all activities consistent with its purposes set forth above, subject to the following limitations:

- (a) The corporation shall not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted under the Internal Revenue Code.
- (b) The corporation shall not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for political office.
- (c) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings, shall inure to the benefit of its members, board members, officers or other private persons, except that the corporation may pay reasonable amounts for goods and services provided to it and may make other payments in furtherance of its purposes set forth above.
- (d) The corporation shall not carry on any activity not permitted to be carried on by an organization, (i) exempt from federal income tax under section 501(c)(3) of the code and (ii) contributions to which are deductible under sections 170, 2055, and 2522 of the code.

Article III – Membership

Membership is open to any individual or entity that supports the organization’s purpose, contingent upon payment of dues set by the Managing Board. PCO will not deny membership to, or otherwise discriminate against, any person on the basis of race, national origin, religion, sex, sexual preference, age, disability or other arbitrary basis. No member shall be personally liable for any of the organization's debts, liabilities or obligations. In the case of voluntary withdrawal, termination of membership or expulsion of a member, no part of the contribution for membership or dues shall be refunded. Membership in PCO is not required for organic certification.

Article IV – Membership Meetings

An annual membership meeting will be held at least once in each calendar year. The date, time and place will be determined by the executive committee and the members will be notified of the annual meeting at least 45 days before it is held. Special meetings may be held at other times by order of the Advisory or Managing Board or may be called by the president upon written request of at least ten percent of the members. Members will be notified of the date, time, place and purpose of any special meeting at least 30 days in advance. A quorum shall consist of 10 percent of the voting membership.

Article V – Voting

Supporting members are entitled to one vote each. Associate members are not entitled to vote. Voting by written proxy is permitted and mail ballots may be used at the discretion of the Managing Board. Unless otherwise specified by these bylaws, all questions will be decided by a majority of votes cast. In the case of elections for Advisory and Managing Board members, the candidates receiving the highest number of votes will be elected, with one board member to be appointed by the Board at each annual election cycle for a 3-year term. Tie votes will be decided by the president, or in the absence of the president, the vice-president, whose vote will be cast last.

Article VI – Managing Board

Managing Board members will be elected by the membership at the annual meeting and shall serve a term of three years. The Managing Board is responsible for managing the affairs of the organization. Members of the Managing Board must be members of the Advisory Board who do not have or have not held a commercial interest in a production or handling operation certified by PCO, including an immediate family interest, within the 12-month period prior to the PCO-certified operation's application for certification. The Managing Board shall comprise at least three and not more than eight members. The Managing Board has the power to receive and disperse funds, seek and accept contributions and enter into contracts. The Managing Board meets at the same time as the Advisory Board and is directed by the membership to obtain a recommendation from the Advisory Board prior to acting on a resolution. The Managing Board will elect officers, appoint committees and establish membership dues. A quorum consists of 50 percent of the Managing Board then in office. Matters are decided by a majority vote unless otherwise specified in these bylaws. Tie votes are decided by the Chairperson. Special meetings of the Managing Board may be called by the President, Chairperson or a majority of the Board. Notice of meetings may be made either in writing or by telephone. Managing Board members may consent by phone or in writing to an action but such action will be subject to ratification at the next board meeting. No Managing Board member will receive compensation for Managing Board duties, but may be entitled to necessary expenses incurred upon approval of the Managing Board. Managing Board members may serve no more than two consecutive terms, but may be re-elected after a one-year hiatus.

Any member of the Advisory or Managing Board may be removed from office, with cause, by the majority vote of the Managing Board members. For purposes of these Bylaws "cause" shall include, but not be limited to, (a) failing to attend at least seventy-five (75%) percent of all regular meetings of the Managing Board in any calendar year without reasonable cause as determined by the Managing Board, (b) failing to observe the purposes and policies of PCO, and/or (c) committing any violation of the PCO's Articles of Incorporation or these Bylaws.

Article VII – Advisory Board

The Advisory Board will consist of a minimum of five and a maximum of 15 Advisors. Advisory Board members will be elected by the membership at the annual meeting or by mail and will serve a term of three years. Advisory Board members must be voting members of PCO. The Advisory Board shall act in an advisory capacity only and shall not direct, manage, pass resolutions or otherwise direct the affairs of the organization.

In the event a vacancy on the Advisory Board occurs because a member is unable to complete a term, whether by reason of death, resignation or removal, a majority of the Advisory Board members may appoint an individual to fulfill the unexpired term, upon recommendation of the Governance Committee. Advisors must disclose their actual or potential conflicts of interest in any matter under consideration by the Advisory Board and must abstain from decision in the matter.

To guard against conflict of interest or undue influence, the following provisions apply to the Advisory Board:

- No more than 50 percent of the Advisory Board members can be operators or immediate family members of operators certified by PCO during the time they are serving on the board;
- During PCO's annual internal audit, the auditor will review the certification files of any Advisory Board members or immediate family members of board members to assure that no undue influence has occurred;
- The Advisory Board shall be made up of a balance of interests represented by the organization. A good faith effort must be made to include at least one member in the following interest areas: crops/wild crops, livestock, process/retail, consumer/environmental, science/research/education. An Advisory Board member may represent more than one interest;
- Advisory Board members may serve no more than two consecutive terms, but may be re-elected after a one-year hiatus;

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- All certification applications from Advisory Board members and immediate family members of Advisory Board members are assigned to the certification committee for review.

The Advisory Board will meet at least one time per year following the annual meeting. A quorum consists of 50 percent of the Advisory Board then in office. Matters are decided by a majority vote unless otherwise specified in these bylaws. Tie votes are decided by the President. Special meetings of the Board may be called by the President or a majority of the Board. Notice of meetings may be made either in writing or by telephone. Advisory Board members may consent by phone or in writing to an action but such action will be subject to ratification at the next board meeting. No Advisory Board member will receive compensation for Advisory Board duties, but may be entitled to necessary expenses incurred upon approval of the Advisory Board.

Article VIII – Liability and Indemnification

Officers, Advisory and Managing board member and employees of PCO shall not be personally liable for its debts, liabilities or other obligations. The organization shall indemnify any person who was, is or will be an officer, Advisory or Managing board member or employee of the organization and any of such person's personal representatives, against all costs and expenses reasonably incurred by or imposed upon such person or personal representative in connection with or resulting from any action, suit or proceeding to which such person or personal representative may be a party by reason of office, board membership, or employment with the organization. PCO shall not provide such indemnification, however, if such person or personal representative is finally adjudicated in the above-described action, suit, or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of duties as an officer, Advisory or Managing board member or employee. Costs and expenses include, but are not limited to, attorney fees, damages and reasonable amounts paid in settlement.

Article IX – Officers

With the exception of the Executive Director, officers are elected by the Advisory Board at the first regular meeting of the Advisory Board following the annual meeting. Officers must meet the criteria of 7CFR §201.501 (a)(II). Term of office is one year. Duties of the officers are limited to those which are permitted by the National Organic Program.

- The president will conduct and preside over all meetings.
- The vice-president will perform the duties of the president in the absence of the president.
- The secretary will keep the minutes of all proceedings and make the records available for inspection by members upon request at reasonable times.
- The treasurer will keep the financial records current and will make the records available for inspection at reasonable times. The treasurer will make a financial report to the board at each meeting and to the membership at the annual meeting. The treasurer must not have or have held a commercial interest in a production or handling operation certified by PCO, including an immediate family interest or the provision of consulting services, within the 12-month period prior to the application for certification.
- The managing board chair presides over the Managing Board Meetings.
- The executive director serves as the chief administrative officer, is an ex-officio member of the Advisory and Managing Boards and carries out those duties as determined by the Managing Board. The executive director is not a voting member, is not eligible to be elected as a member of the Advisory Board or Managing Board and shall have no conflict of interest with the purposes of the organization. The executive director will manage and direct the day-to-day activities of PCO under the general supervision of the Managing Board, Advisory Board and the president. The executive director will report to the Advisory Board on financial and operational affairs of the organization at regular Board meetings. The executive director must not have or have held a commercial interest in a production or handling operation certified by PCO, including an immediate family interest or the provision of consulting services, within the 12-month period prior to the application for certification. The executive director is a staff position.

Article X – Committees

With the exception of the executive committee, all committees will be constituted by the Advisory Board by appointment of an Advisory Board member as committee chair, who will then appoint people to his or her respective committee.

The executive committee is a standing committee, which consists of the president (chair), vice-president, secretary, treasurer, managing board chair, and executive director. The executive committee advises the executive director regarding the day-to-day business of PCO. Three members shall constitute a quorum. Meetings may be held by conference call and may be called at any time as needed by the chair or by three members of the committee.

All standing committees report their information and/or recommendations to the Advisory Board.

The following special committees may be constituted by the Advisory Board: Finance Committee, Education and Outreach Committee, Standards Committee, Certification Committee, Nominating Committee, Governance Committee, Additional ad hoc committees of the board may be established as needed. All special committees report their information and/or recommendations to the Advisory Board.

Article XI – Ratification and Amendments

Initial ratification of these bylaws shall be by a 2/3 vote of the membership. Bylaws may be amended by a 2/3 vote of the membership at a meeting or by mail ballot. At least 15 days notice of proposed amendments will be given. Amendments are effective upon passage unless otherwise noted.

Article XII – Dissolution

Dissolution will occur upon a 2/3 vote of the membership at a meeting. Upon dissolution, the organization's assets remaining after payment (or provision for payment) of all liabilities of the corporation will be distributed exclusively for purposes of the organization in such a manner, or to such organizations operated exclusively for charitable, scientific or educational or other exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. Upon dissolution, certification records shall be transferred to the Secretary of Agriculture (USDA), pursuant to 7 CFR Part 205.