

# By-Laws

## ARTICLE I - NAME

The name of this organization shall be “Southern Region Sustainable Agriculture Research and Education Administrative Council.” The organization shall also be known as “Southern Region SARE Administrative Council.”

## ARTICLE II - PURPOSE

The purpose of the Administrative Council is to promote, encourage and assist in the development of sustainable agriculture in the Southern Region by fulfilling the responsibilities outlined in Title XVI, Subtitle A, Sec. 1621. Sustainable agriculture, as defined by Title XVI, Subtitle A, Sec. 1603, is “ an integrated system of plant and animal production practices having a site-specific application that will, over the long term: satisfy human food and fiber needs; enhance environmental quality and the natural resource base upon which the agriculture economy depends; make the most use of nonrenewable resources and on-farm resources, and integrate, where appropriate, natural biological cycles and controls; sustain the economic viability of farm/ranch operations; and enhance the quality of life for farmers/ranchers, and society as a whole.”

## ARTICLE III - RESPONSIBILITIES

Specific responsibilities of the Administrative Council are:

1. Appoint a Host Institution and Coordinator, subject to the approval of the USDA;
2. Appoint a Professional Development Program management team, subject to the approval of the USDA;
3. Make recommendations to the USDA concerning research and education projects, PDP projects, producer projects, graduate student awards, and all other grant programs that merit funding;
4. Promote Sustainable Agriculture Research and Education Programs in the Southern Region;
5. Establish goals and criteria for the selection of projects within the Southern Region;
6. Establish a Technical Advisory review system for the evaluation of proposals for projects to be considered for funding.
7. Review and act upon the recommendations of the Technical Reviewer’s and coordination of its activities with the Host Institution, review and act upon the recommendation of the PDP Committee and coordination of its activities with the Management Team; and
8. Prepare and make available an annual report concerning Southern Region activities in sustainable agriculture.

The Host Institution and Coordinator are responsible for the management of the SARE Program, on behalf of the Administrative Council, and in conjunction with the USDA. The attached organization chart provides the conceptual framework of the Southern Region SARE Program.

## ARTICLE IV - MEMBERSHIP

The Administrative Council membership and appointing authority shall be the following:

-- Seven (7) farmers/ranchers using systems and practices of sustainable agriculture. Appointments should include farmers/ranchers representing Best Utilization of Biological Applications and representing Integrated Management Systems. Members shall be elected by the Council.

-- Three (3) nonprofit organizations with demonstrable expertise in sustainable agriculture. Appointments should include organizations representing Best Utilization of Biological Applications and organizations representing Integrated Management Systems. Members shall be elected by the Council.

-- One (1) agribusiness person with demonstrable expertise in sustainable agriculture. Member shall be elected by the Council.

-- One (1) member knowledgeable about sustainable agriculture and its impact on the environment and rural communities possessing quality of life expertise. Member shall be elected by the Council.

-- One member each from the following federal or state agencies. Members are appointed by the following respective agency or agency association:

- USDA Agricultural Research Service
- USDA National Institute for Food and Agriculture
- US Environmental Protection Agency
- USDA Natural Resources Conservation Service
- State Agency representing sustainable agriculture
- State Agricultural Experiment Stations-1862 Institutions
- State Agricultural Experiment Stations-1890 Institutions
- State Cooperative Extension Services-1862 Institutions
- State Cooperative Extension Services-1890 Institutions
- U.S. Geological Survey
- National Agroforestry Center/USDA Forest Service

Total membership of the Administrative Council shall be twenty-three (23). Other members may be appointed as deemed appropriate by the Council.

The Administrative Council shall solicit nominations for vacancies on the Council for which the Council has appointing authority from the appropriate groups, organizations or public which are represented on the Council and shall elect members from those who are nominated.

The Administrative Council shall also notify each federal and state agency appointing authority when a vacancy occurs or term expires and solicit the appointment or reappointment of their respective agency representative on the Council.

If, at the end of a term, a replacement cannot be appointed, the term will be extended one-year to continue the search.

#### ARTICLE V - TERM OF OFFICE

The Administrative Council member's terms shall be three years. A member may be reappointed to one additional three-year terms.

Leadership of the Administrative Council (Chair, Vice-Chair, Standing Committee Chairs) can serve a third, three-year term after a vote of the Administrative Council. If a member of the Administrative Council is unable to complete his or her term of appointment, or misses two consecutive meetings (or three meetings in two years), the members seat shall be determined to be open and a new member will be appointed. Members elected by the Council and members appointed by the appropriate federal or state agency shall be selected in the same manner as the original appointment for the unexpired term.

The terms of office shall be established by the Administrative Council on a three year rotational basis. Any member of the Administrative Council can be removed by a two-thirds vote of the Council at any point during a term.

## ARTICLE VI - OFFICERS

Section 1. Officers. The officers of the Administrative Council shall be a Chairperson and one Vice-Chairperson. The officers shall be members of the Administrative Council.

Section 2. Election and Term of Office. The officers shall be elected at the summer meeting of the Administrative Council for the following year, to serve for a three-year term and until their successors shall have been elected.

Section 3. Removal and Vacancies. Any officer elected by the Administrative Council may be removed by the Council whenever in its judgment the best interests of the organization would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Administrative Council for the unexpired portion of the term.

Section 4. Duties of the Chairperson. The Chairperson shall preside at all meetings of the Administrative Council and also serve as Chair of the Executive Committee. The Chairperson shall have general supervision of the affairs of the Administrative Council and perform all acts and duties usually incident to and required of an executive and presiding officer, as well as such other duties as may be required of the Council. The Chairperson may sign any contracts or other documents the Administrative Council have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, such as to the host institution, or by these bylaws; and in general shall perform all duties as may be prescribed by the Council from time to time.

Section 5. Duties of the Vice-Chairperson. In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or the Administrative Council. Upon the expiration of the Chairperson's term, the Vice-Chairperson shall be appointed Chair.

## ARTICLE VII - EXECUTIVE COMMITTEE

The Administrative Council shall have an Executive Committee composed of the following members:

- Chair, Administrative Council
- Vice-Chair, Administrative Council
- Chair, Communications Committee
- Chair, Operations/Nominations Committee
- Chair, Project Review Committee
- Chair, Limited Resource Farmer/Minority Outreach Committee

Chair, Producer Grant Review Committee

Chair, PDP Committee

These members of the Executive Committee are designated as the Leadership of the AC under the terms of Article V – Term of Office.

The Chairperson of the Administrative Council shall serve as Chair and presiding officer of the Executive Committee.

The function of the Executive Committee is to handle matters that arise between regularly scheduled Administrative Council meetings, and more particularly to include:

1. Dealing with emergency situations that arise when it would be impractical to present the issue(s) to the full Administrative Council.
2. Provide leadership to the Host Institution on important matters between Administrative Council meetings.
3. Perform fine tuning of mandate of the full Administrative Council. The Executive Committee and the Council may call upon others to provide information on issues before the Council. In the case of external consultation, the person who is providing the needed information will not be considered as an ad hoc member of the Council unless voted upon by the entire Council.
4. The Executive Committee will perform all other duties that the Administrative Council so designates by a vote of the AC.

The Administrative Council will be given reasonable notice of Executive Committee meetings or conference calls and will be provided, in a timely fashion, minutes of Executive Committee meetings or conference calls. The Executive Committee will meet once a month by conferencing technology unless the meeting is cancelled by the Chair.

## ARTICLE VIII - COMMITTEES

The Chairperson is authorized to appoint from members of the Administrative Council, or others, such committees as the Chairperson may deem necessary or as the Council deems necessary for the expeditious handling of the affairs of the Council. These committees shall be in addition to the Standing Committees approved by the Council. No committee, nor any member thereof, shall have authority to commit the Council, except as been duly authorized by the Council.

## ARTICLE IX - STANDING COMMITTEES

The Administrative Council shall have six (6) standing committees, whose membership shall be composed only of Council members. The committees and their general responsibilities are:

1. Communications Committee. Facilitate the promotion and communication of sustainable Agriculture Research, Education and Training programs and outreach success stories so as to promote Sustainable Agriculture and SARE in the Southern Region and link with other regions to inform the national dialogue about sustainable issues.

2. Operations/Nominating Committee. Develop and recommend policies for the Administrative Council. The Operations Committee shall also serve as the Nominations Committee to recommend a list of candidates to serve as Officers and Standing Committee Chairs of the Council, as well as the solicitation of new members.
3. Project Review Committee. Establish goals and criteria for the evaluation of proposals and the review of projects.
4. Limited Resource Farmer & Minority Outreach Committee. Establish goals and programs to support Limited Resource & Minority Farmers.
5. Producer Grant Committee. Establish goals and criteria for the evaluation of proposals and the review of producer and on-farm projects.
6. PDP Committee. Establish goals and criteria for evaluation of proposals, review PDP projects, and make recommendations to the Administrative Council, conduct yearly PDP workshop and all other PDP activities.

Each standing committee shall have a Chair elected annually by the Council at the same meeting as the election of officers. Committee membership shall be equally divided, as much as possible, among the members based upon their expressed interest.

Specific responsibilities of each standing committee shall be determined by the Council.

#### ARTICLE X - TECHNICAL ADVISORY COMMITTEE

The Administrative Council shall appoint a Technical Advisory Committee for the evaluation of proposals for projects to be considered for funding. The Technical Advisory Committee shall be subject to oversight by the Project Review Committee.

Technical Advisory Committee membership shall consist of researchers, extension professionals, producers and others who have demonstrable experience and expertise in the area of sustainable agriculture.

Responsibilities of the Technical Advisory Committee are determined by the Administrative Council, however, the primary role of the committee is to provide guidance concerning the technical merit of proposals and projects to the SARE program and provide recommendations for funding through the Project Review Committee, the Producer Grant Committee or the PDP Committee to the Administrative Council based upon technical merit.

#### ARTICLE XI - CONDUCT OF BUSINESS

Section 1. Meetings. The Administrative Council shall have two regularly scheduled meetings each year. The date and location of each meeting shall be determined by the Council. Administrative Council meetings shall be open to the public.

Public notice of regularly scheduled Council meetings shall be included in the SARE Newsletter. Council members will keep the agenda briefs as part of the minutes.

Section 2. Attendance & Voting. Attendance of two-thirds (2/3) of the Administrative Council membership shall constitute a quorum for the transaction of business. Once a quorum is declared present for the transaction of business, it will be considered in place for the remainder of the scheduled meeting dates. All official actions of the Council shall

require the affirmative vote of a majority of the members present and voting. All votes by roll call and secret ballot shall be announced and recorded in the minutes.

Section 3. Proxies. The Administrative Council shall not allow an alternate or proxy to serve on the Council and vote on behalf of a member who is absent.

Section 4. Reimbursement. For AC members who are Producers, self-employed or NGO's a \$250 per day honorarium will be paid for time spent at AC meetings (including travel time). In addition, these AC members receive \$250 at each AC meeting to cover time spent reviewing proposals during the year.

Section 5. Funding Requests. Any request for funds must be made through the appropriate committee and must have its budget and its justification prepared at least six weeks in advance of the Summer or Winter AC meeting so that it is included in the agenda briefs, and all members of the Administrative Council have had the opportunity to review the request.

Section 6. Conflict of Interest. According to the legislation, a member of an AC or technical committee may not participate in the discussion or recommendation of proposed projects if the member has, or had, a professional or business interest in the organization whose grant application is under review. (7USC 5812(c). This language is interpreted and operationalized as follows.

To avoid any conflict of interest, a member of the Administrative Council (AC), Technical Committee, or any AC-appointed committees or panels, or staff may not review or participate in the discussion or recommendation regarding any competitive grant proposal with any of the following characteristics:

1. From that member's home institution or organization;
2. From institutions or organizations for which he/she acts as a paid consultant, or board member;
3. From applicants for whom he/she has served as a thesis advisor (or advisee) or a postdoctoral advisor (or advisee) within the past five years;
4. From applicants with whom he/she has served as a collaborator on a research proposal or publication within the past five years;
5. From applicants for whom he/she has acted as a paid consultant within the past five years;
6. From applicants for whom he/she will be a project participant during the current grant cycle;
7. That Administrative Council, Technical Committee members, any AC-appointed committees or panels, or staff may not be listed as participants on competitive grant proposals and/or other funding requests under consideration by the committee or panel on which the person serves where they could potentially gain monetary benefits to themselves or other program they represent (benefits do not mean compensation for travel or per diem). AC members will recuse themselves from votes regarding possible funding for their institution or for any organization they represent;
8. The statement applies to current members. Those wanting to submit proposals must resign their memberships.
9. During the discussion or recommendations of proposed projects, any members with a conflict of interest must leave the room. This applies to the regional coordinators and senior staff.

10. Discussion and recommendation should involve individual projects. When a large slate of projects (for example, the farmer grants) is being voted upon – and individual projects are not being discussed – members with a conflict of interest do not need to leave the room.

Section 7. Parliamentary Procedure. The Administrative Council, Executive Committee, Technical Advisory Committee and Standing Committees when in session, shall be governed in their deliberations and in the transaction of their business by these Bylaws. Any matter of procedure not so covered in the Bylaws shall be governed by the most recent edition of Robert's Rules of Order.

#### ARTICLE XII - AMENDMENTS<sup>1</sup>

The Administrative Council may amend these Bylaws at any meeting at which there exists a quorum, upon two-thirds vote of the Council. Provided, however, at least ten (10) days notice shall be given to all members, and the intent of such amendments to be considered shall be made a part of the meeting notice.

*<sup>1</sup>Bylaws Adopted 2/13/96.*

*Amended 4/3/97; 3/22/2000; 8/19/2011; 8/20/2014; 8/10/2016; 7/31/2019.*

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