

# **Centro de Capacitación, Investigación y Demostración del Método Biointensivo de Cultivo en Nicaragua, Inc.**

## **By-Laws**

**Adopted January 4, 2013  
Amended August 14, 2014**

### **ARTICLE 1 - DESCRIPTION**

**1.1 Name:** The name of the corporation is “**Centro de Capacitación, Investigación y Demostración del Método Biointensivo de Cultivo en Nicaragua, Inc.**” The corporation hereinafter may be referred to as “CCID en Nicaragua” or “the Corporation”.

**1.2 Organization:** The Corporation is a corporation as defined in Section 102(a)(5) of the State of New York Not-for-Profit Corporation Law. The Corporation was organized as a Type B corporation pursuant to Section 201 of the State of New York Not-for-Profit Corporation Law with the intention of forming a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code. The Corporation has the federal Employer Identification Number **46-1555608**.

**1.3 Principal Office:** The principal office of the Corporation is located in the County of Columbia in the State of New York.

### **ARTICLE 2 - PURPOSE**

**2.1 Mission:** The purpose of the Centro de Capacitación, Investigación y Demostración del Método Biointensivo de Cultivo en Nicaragua, Inc. is to support the training of agronomists, agricultural technicians, small-scale growers, and families in Nicaragua and other Central American countries in the "biointensive" methods of organic agriculture and, thereby, provide for the ability to grow food security for themselves and their communities.

**2.2 Training:** CCID en Nicaragua provides training at a research and demonstration center in Nicaragua and also at "satellite" mini-farms in Nicaragua.

CCID en Nicaragua makes available publications, audio-video materials, and web-based courses on the “biointensive” method and other methods of small-scale organic agriculture. CCID en Nicaragua pays for the costs of these materials for agricultural technicians, small-scale growers, and families who do not have the financial means to purchase them.

CCID en Nicaragua funds scholarships and internships for agricultural technicians, small-scale growers, and families who do not have the financial means to participate in training workshops and educational programs.

**2.3 Investigation:** CCID en Nicaragua financially supports the scientific research at the research and demonstration center in Nicaragua on the application of "biointensive" methods as a small-scale agricultural system that, when practiced correctly, builds sustainable soil fertility, conserves natural resources, reduces agricultural water consumption and fuel use, and offsets the causes and effects of climate change by sequestering large quantities of carbon in the soil and reducing the output of greenhouse gases.

**2.4 Extension:** CCID en Nicaragua provides volunteers and pays the salary of technicians to give technical support to growers and other non-government-organizations to increase the number of highly productive, resource-conserving, low-capital-input, cost-effective mini-farms using diverse cropping patterns.

**2.5 Certification of Instructors:** CCID en Nicaragua provides financial support and the infrastructure for Nicaraguans to have the opportunity to be certified instructors in GROW BIOINTENSIVE™ by Ecology Action (Willits, California) or CULTIVE BIOINTENSIVAMENTE<sup>MR</sup> by ECOPOL (Ecología y Población A.C., Mexico).

### **ARTICLE 3 - MEMBERSHIP**

**3.1** [amendment approved August 14, 2014] There shall be two levels of members: 1) participating member; and, 2) supporting member. Membership does not bestow any rights or powers to any member organization or individual member pertaining to the governance of the Corporation.

The purpose of membership is to recognize the commitments and contributions from organizations and individuals in promoting the mission of the CCID en Nicaragua.

**Participating Member:** The terms and conditions of a participating membership shall be defined through an Agreement of Cooperation, which shall be subject to the advice and consent of the Board of Directors and signed by the President -Executive Director.

**Supporting Member:** The term of a supporting member shall be for one calendar year (January 1 to December 31). A supporting member shall be levied an annual membership fee of no less than twenty-five dollars.

### **ARTICLE 4 - BOARD OF DIRECTORS**

**4.1 Powers:** The Corporation shall be managed by the Board of Directors. The Directors shall act only as a Board of Directors, and the individual Directors shall have no power as such.

**4.2 Responsibilities:** The Board of Directors shall be responsible for: 1) general oversight of all activities of the Corporation; 2) determine the comprehensive policies and goals of the Corporation; 3) oversee the financial affairs of the Corporation; 4) advise and guide the President - Executive Director in support of the all activities and projects of the Corporation; 5) promote a culture of ethics and compliance with all applicable laws; and, 6) conduct other such activities as are necessary to carry out the provisions of the Certificate of Incorporation, these By-Laws, and the purposes of the Corporation.

**4.3 Committees and Work Groups:** The Board of Directors may create, alter, and abolish committees, work groups, or similar bodies charged with programmatic or other assignments in order to sustain ongoing activities of the Corporation. Such committees or work groups shall operate in accordance with all applicable policies and procedures of the Corporation. Each committee shall maintain records of its proceedings and report to the Board of Directors as required by the Board.

**4.3.1 Board of Advisors:** The purpose of the Board of Advisors is to provide a forum for receiving the extensive knowledge and experience that others have to offer in furthering the mission of the CCID en Nicaragua. Selection and removal of participants on the Board of Advisors will be subject to the advice and consent of the Board of Directors. [amendment approved August 14, 2014]

**4.4 Qualifications of Directors:** Each Director shall be at least eighteen years of age and shall have such other qualifications as may be prescribed by these By-Laws.

**4.5 Number of Directors:** There shall be at least four voting members of the Board of Directors, the actual number to be determined from time to time by majority vote of the entire Board of Directors, provided that no decrease in the number of directors shall shorten the term of any incumbent Director. As used in these By-Laws, the term "the entire Board of Directors" shall mean the total number of Directors entitled to vote, were there no vacancies.

**4.6 Term of Office:** The term of each Director shall be from the time of being elected until December 31 at 11:59 p.m. (EST), unless the Director resigns or is removed as a Director of the Corporation. In the event a given Director is not elected to a subsequent term and someone else not is elected before January 1<sup>st</sup>, the Director will continue to serve until a successor shall have been elected. Notwithstanding the above, the term of the President - Executive Director shall be as defined in Section 6.6 of these By-Laws.

**4.7 Resignation:** A Director may resign at any time by written notice, delivered via e-mail or in person, to the President - Executive Director or to the entire Board of Directors. Such resignation shall take effect immediately upon receipt.

**4.8 Removal:** A Director may be removed from the Board of Directors at any time, with or without cause, by the vote of two-thirds (2/3) of the entire Board of Directors.

## **ARTICLE 5 - MEETINGS OF THE BOARD OF DIRECTORS**

**5.1 Annual Meeting:** The Board of Directors shall hold its Annual Meeting in the fourth fiscal quarter of each year on a date selected by the President - Executive Director for the purpose of organization, election of directors and executive officers, and the transaction of other business. The Annual Meeting shall be held in Nicaragua at a location selected by the President - Executive Director. Any Director may participate in the Annual Meeting by teleconference by means of which all persons participating in the meeting can communicate with one another; such participation in a meeting shall constitute presence in person at such meeting.

**5.2 Regular and Special Meetings:** Regular or any special meetings of the Board of Directors may be held in Nicaragua at a location selected by the President - Executive Director **OR** by teleconference hosted by the President - Executive Director. Any Director may participate in a regular or special meeting by teleconference by means of which all persons participating in the meeting can communicate with one another; such participation in a meeting shall constitute presence in person at such meeting.

Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors. The President - Executive Director shall send to all Directors a reminder of the regular meeting, delivered via e-mail, at least one week in advance of the meeting. The reminder shall include the time, location, and agenda of the meeting.

Special meetings of the Board of Directors may be called at any time by the President - Executive Director **OR** by a majority of the entire Board of Directors. The President - Executive Director shall send to all Directors a notice of the special meeting, delivered via e-mail, at least twenty-four hours in advance of the meeting. The notice shall include the time, location, and agenda of the meeting.

**5.3 Action by Board Without a Meeting:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The resolutions and written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors.

**5.4 Quorum:** Sixty percent of the entire Board of Directors shall constitute a quorum for the purpose of convening a meeting for the transaction of business. Therefore: if there are four directors, then a quorum is 3; if there are 5 directors, then a quorum is 3; if there are 6 directors, then the quorum is 4; if there are 7 directors, then a quorum is 5; if there are 8 directors, then a quorum is 5; or, if there are 9 directors, then a quorum is 5.

A majority of the Board of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. The President - Executive Director shall send to all Directors a notice of the adjournment of the meeting to another time or place, delivered via e-mail. The notice shall include the time and location of the adjourned meeting.

In the event the number of directors should be reduced to fewer than three due to resignation, removal, or death, and thereby making a quorum impossible, the two remaining Directors may fill any vacancies.

**5.5 Decisions:** At all meetings of the Board of Directors, each Director shall be entitled to one vote; such voting may not be done by proxy. The vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at the time, shall be the act of the Board except as required by Section 4.8, Section 6.11, and Section 10.1 of these By-Laws.

## **ARTICLE 6 - EXECUTIVE OFFICERS**

**6.1 Corporate Officers:** Executive officers of the Corporation must be members of the Board of Directors. The executive officers of the Corporation shall consist, in order of succession, of a President - Executive Director, a Vice-President, a Treasurer, and a Secretary. All executive officers shall be elected by the Board of Directors. Any two or more executive offices may be held by the same person, except the President - Executive Director shall not hold another executive office.

**6.2 President - Executive Director:** The President - Executive Director shall have general supervision over the affairs of the Corporation, subject, however, to the control of the Board of Directors. The President - Executive Director shall, if present, preside at all meetings of the Board of Directors. The President - Executive Director shall also perform such other duties that may be assigned by the Board of Directors.

**6.3 Vice President:** If the President - Executive Director is absent, or if there is a vacancy in the office of President - Executive Director, then the Vice President shall perform all the duties of the President - Executive Director and in so acting have all the powers of and be subject to all the restrictions upon the President - Executive Director. The Vice-President shall also perform such other duties that may be assigned by the Board of Directors.

**6.4 Treasurer:** The Treasurer shall have general supervision over the monies received or expended by the Corporation, subject, however, as limited by these By-Laws and to the control of the Board of Directors. The Treasurer shall keep the Board of Directors informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Directors in a format prescribed by the Board of Directors. The Treasurer shall present an Annual Report as defined in Section 10.3 of these By-Laws. The Treasurer shall also perform such other duties that may be assigned by the Board of Directors.

**6.5 Secretary:** The Secretary shall record all votes and certify the minutes of all meetings of the Board of Directors. The Secretary shall also perform such other duties that may be assigned by the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

**6.6 Term of President - Executive Director:** The term of the President - Executive Director shall be from January 4, 2013 until December 31, 2017 at 11:59 p.m. (EST), unless the President - Executive Director resigns or is removed from office.

Effective January 1, 2018, the term of the President - Executive Director shall be for two years, unless the President - Executive Director resigns or is removed from office.

In the event the President - Executive Director is not elected to a subsequent term and someone else not is elected before January 1<sup>st</sup>, the President - Executive Director will continue to serve until a successor shall have been elected.

**6.7 Term of Vice-President:** The term of the Vice-President shall be from the time of being elected until December 31 at 11:59 p.m. (EST), unless the Vice-President resigns or is removed from office. In the event the Vice-President is not elected to a subsequent term and someone else not is elected before January 1<sup>st</sup>, the Vice-President will continue to serve until a successor shall have been elected.

**6.8 Term of Treasurer:** The term of the Treasurer shall be from the time of being elected until December 31 at 11:59 p.m. (EST), unless the Treasurer resigns or is removed from office. In the event the Treasurer is not elected to a subsequent term and someone else not is elected before January 1<sup>st</sup>, the Treasurer will continue to serve until a successor shall have been elected.

**6.9 Term of Secretary:** The term of the Secretary shall be from the time of being elected until December 31 at 11:59 p.m. (EST), unless the Secretary resigns or is removed from office. In the event the Secretary is not elected to a subsequent term and someone else not is elected before January 1<sup>st</sup>, the Secretary will continue to serve until a successor shall have been elected.

**6.10 Resignation:** An executive officer may resign at any time by written notice, delivered via e-mail or in person, to the President - Executive Director or to the entire Board of Directors. Such resignation shall take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**6.11 Removal:** An executive officer may be removed from the Board of Directors at any time, with or without cause, by the vote of two-thirds (2/3) of the entire Board of Directors.

## **ARTICLE 7 - COMPENSATION OF DIRECTORS AND OFFICERS, LOANS, AND INDEMNIFICATION**

**7.1 Compensation of Directors:** Directors shall serve in that capacity without compensation, although the Board of Directors may provide for reimbursement of the travel expenses of Directors. Travel expenses of spouses or domestic partners will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporate purpose.

**7.2 Compensation of Officers:** Executive Officers shall serve in that capacity without compensation, although the Board of Directors may provide for reimbursement of the travel expenses of Executive Officers, including, but not limited to, transportation, lodging, meals, etc. Travel expenses of spouses or domestic partners will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporate purpose.

**7.3 Compensation of President - Executive Director:** The Board of Directors may provide compensation for the President - Executive Director in addition to reimbursement of travel expenses, including, but not limited to, transportation, lodging, meals, etc. The President - Executive Director shall not have a vote on any resolution pertaining to the compensation for the President - Executive Director.

**7.4 Loans:** No loans shall be made by the Corporation to Directors and Executive Officers of the Corporation.

**7.5 Indemnification of Directors and Officers:** To the extent authorized by the State of New York law, including, but not limited to, Section 721 of the State of New York Not-for-Profit Corporation Law as it may be amended or any comparable provision of any successor law, the Corporation shall indemnify any director or officer of the Corporation. Specifically, such directors and officers shall be indemnified by the Corporation to the extent described in Sections 722 and 723(a) of the State of New York Not-for-profit Corporation Law, as they may be amended, or any comparable provision of any successor law, and may be indemnified in any specific case permitted by law, upon the opinion in writing of independent legal counsel to the Corporation that indemnification is proper in the circumstances because the applicable standard of conduct prescribed by law has been met by such director or officer.

The foregoing shall not obligate the Corporation to purchase directors' and officers' liability insurance, however, should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the majority of the entire Board of Directors.

## **ARTICLE 8 - CONFLICTS OF INTEREST**

**8.1 Conflicts of Interest:** The Corporation acknowledges that acquiring goods or services from, or engaging in transactions with, its Directors, Executive Officers, employees or contractors, or members of their families, or entities in which they have a financial interest or with which they are affiliated (such persons and entities are referred to collectively as "Interested Parties") may create an appearance of impropriety. In order to protect the Corporation against any improper appearance, the Board of Directors shall adopt a Conflict of Interest Policy that shall regulate the Corporation's business dealings with Interested Parties.

The Corporation may acquire goods or services from, or otherwise transact business with, an Interested Party if the Board determines in its judgment that the goods or services provided to the Corporation are, or the transaction is, on terms no less advantageous to the Corporation than the terms that are available to the Corporation from third parties. If an Interested Party offers terms which are as advantageous to the Corporation as terms offered by another vendor, the Corporation may, but shall not be required to, consider other benefits derived by it from the Interested Party (e.g., past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.

Whenever the Corporation is considering acquiring goods or services from, or entering into a transaction with, an Interested Party, the details that create the Interested Party relationship shall be disclosed, in writing delivered via e-mail, to the each Director.

The Corporation shall enter into a transaction with an Interested Party (an "Interested Party Transaction") only if the majority of the entire Board of Directors approve the transaction as being fair and in the best interests of the Corporation. For purposes of the preceding sentence, any Director who is (or has an interest in or is related to) the Interested Party that is a party to a proposed transaction shall not be considered a Director (including, without limitation, for the purpose of determining a quorum), shall not participate in the vote on the transaction, and shall not attend any meeting while the approval of the transaction is considered. Notwithstanding the above, however, prior approval of the Board of Directors shall not be required if the transaction falls below a de minimus threshold established by the Board of Directors.

## **ARTICLE 9 - COMPENSATION AND EXCESS BENEFIT TRANSACTIONS**

**9.1 Compensation of Employees and Consultants:** The Board of Directors must approve in advance the amount of all compensation for employees and consultants of the Corporation. Before approving the compensation of an employee or consultant, the Board of Directors shall determine that the total compensation to be provided by the Corporation to the employee or consultant is reasonable in consideration of the duties, responsibilities, and requisite skills for the position and/or the services being provided. The Board of Directors shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made.

**9.2 Excess Benefit Transactions:** No Director, Executive Officer, employee, or contractor of the Corporation, nor any other person with substantial influence over the Corporation, such as a substantial donor, nor parties related to them (herein referred to as "disqualified persons"), may engage in a transaction which would be regarded as an "excess benefit transaction", (as such term is commonly defined), between the Corporation and the disqualified person. "Excess benefit transactions" shall include: unreasonably high compensation paid to senior employees or independent contractors of the Corporation, sales of assets of the Corporation to disqualified persons at less than fair market value and purchases by the Corporation of goods from a disqualified person at higher than fair market value. Any transaction between a disqualified person and the Corporation shall be conducted in accordance with procedures creating a "rebuttable presumption" that a transaction does not confer excess benefits.

## **ARTICLE 10 - INSTRUMENTS, CONTRACTS, AND RECORDS OF THE CORPORATION**

**10.1 Instruments:** Except as otherwise required by law or by these By-Laws, checks, drafts, orders for payment of money, negotiable instruments, and other instruments may be signed, executed and delivered, in the name and on behalf of the Corporation, by the President - Executive Director or by the Secretary of the Corporation. The Treasurer of the Corporation shall not perform these actions.

For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, orders for the payment of money, negotiable instruments, and other instruments that are payable to the order of the Corporation may be endorsed, assigned, and delivered by the President - Executive Director or by the Secretary of the Corporation. For all instruments valued more than twenty thousand dollars (\$20,000), the instrument must bear the signature of both the President - Executive Director and the Secretary of the Corporation. The Treasurer of the Corporation shall not perform these actions.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**10.2 Contracts:** The Board of Directors may authorize the President - Executive Director, in the name of and on behalf of the Corporation, to enter into any contract. Such authority may be general or confined to specific instances, as the Board of Directors may determine. Unless expressly authorized by the majority of the entire Board of Directors, no other Director or Executive Officer, or any agent or employee of the Corporation, shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

**10.3 Books and Records of the Corporation:** The books and records of the Corporation shall be maintained at the offices of the Corporation or in some other location as directed by the Board of Directors and shall be kept in such manner as the Board of Directors shall direct.

## **ARTICLE 11 - FISCAL MATTERS**

**11.1 Fiscal Year:** The fiscal year of the Corporation shall begin on January 1 and end on December 31.

**11.2 Annual Audit:** When required by the limits set by the Internal Revenue Code, the accounts of the Corporation shall be audited each year by an independent certified public accountant (CPA) who is not, nor is any member of such CPA firm, or family member of any member of such CPA firm, a Director, Executive Officer, employee, or volunteer of the Corporation. The CPA shall be selected by the Board of Directors.

**11.3 Annual Report:** On or before May 15 of each year, the Treasurer shall present to each Director, delivered via e-mail, a report which shall include the following in appropriate detail:

- 1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- 2) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- 3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and,

4) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.

This annual report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the Board of Directors.

## **ARTICLE 12 - AMENDMENTS OF BY-LAWS**

**12.1** These By-Laws may be amended or repealed, or new by-laws adopted, by the Board of Directors at any meeting of the Board of Directors provided that the notice of the meeting states that purpose and describes any text proposed to be deleted and sets out any text proposed to be added, or otherwise describes the proposed amendment.

## **ARTICLE 13 - DISSOLUTION**

**13.1** The Corporation may be dissolved by the vote of two-thirds (2/3) of the entire Board of Directors at any meeting of the Board of Directors provided that the notice of the meeting states that purpose. For the dissolution of the Corporation to become effective, the Board of Directors shall approve a Dissolution Plan in accordance with the provisions of the State of New York Not-for-profit Corporation Law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, and as approved by a Justice of the Supreme Court of the State of New York, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. In the event of voluntary dissolution, such organizations shall be selected in the discretion of the Board of Directors, subject to approval of the plan of dissolution and distribution of assets upon an order of the Justice of the Supreme Court of the State of New York. In no event shall any of such assets be distributed to any Director, Officer, or any private individual.

## **CERTIFICATE**

The undersigned Secretary of the Centro de Capacitación, Investigación y Demostración del Método Biointensivo de Cultivo en Nicaragua, Inc., a State of New York, not-for-profit corporation, certifies that the foregoing is a true copy of the By-Laws of the Corporation, duly adopted by the entire Board of Directors of the Corporation at a meeting on January 4, 2013, in Managua, Nicaragua, and amended by a unanimous vote of the entire Board of Directors of the Corporation at a meeting on August 14, 2014, in Managua, Nicaragua, a quorum being present at all times.

\_\_\_\_\_  
Signature of Secretary

\_\_\_\_\_  
Date

Ligia Belli Castellón

Printed Name