



## **DE-MD 4R Alliance Charter and Membership**

### **DRAFT**

*This document defines the mission, composition, governance and decision-making processes; and standard operating procedures of the Delaware Maryland 4R Alliance (DM4R).*

### **ARTICLE I**

#### **Mission**

To increase the adoption of 4R practices on farms in the Chesapeake Bay Watershed by communicating the economic and environmental benefits of 4R nutrient use efficiency to farmers and public policy influencers.

### **ARTICLE II**

#### **Structure and Governance**

The DM4R is a voluntary, unincorporated association of individuals and organizations directed and controlled by its Steering Committee. DM4R operates through the facilities of the MidAtlantic 4R Nutrient Stewardship Association (MidAtlantic 4R), a 501 (c) (3) organization focused on educating about the economic, environmental, and social benefits of implementing 4R nutrient stewardship practices in the MidAtlantic region. MidAtlantic 4R functions as the fiduciary agent and legal host of the DM4R, providing fiscal agency and other services on terms established by mutual consent between MidAtlantic 4R and the DM4R Steering Committee.

## **Members**

**SECTION 1. CLASSES OF MEMBERS.** The Alliance shall have one class of Members.

*Partners* – Support the mission of the DE-MD 4R Alliance through education, research or implementation of 4R nutrient stewardship practices in Delaware and/or Maryland.

The primary responsibilities of Partners:

- i. Providing a mechanism for communication, coordination and cooperation in support of the DM4R goals;
- ii. Identifying priority issues and tasks to be pursued by the DM4R;
- iii. Nominating and electing Steering Committee;
- iv. Developing and updating objectives and strategies to achieve the DM4R vision;

**SECTION 2. ELECTION OF MEMBERS.** Members shall be approved by the Steering Committee. An affirmative vote of two-thirds of all Steering Committee Members shall be required for approval.

## **SECTION 3. STEERING COMMITTEE ROLES AND TERMS.**

The Steering Committee is responsible for ensuring the effective functioning of DM4R. The Steering Committee is composed of a Chair, Secretary, plus five at-large Steering Committee members elected annually by the Partners, making a total of seven. The Steering Committee's members must represent a Partner and the diversity of interests represented by the Partners and include representation from the two founding organizations of DMAA and TNC, government agency, two agribusinesses, the research community, and conservation districts. Steering committee members from the government agency and conservation district must be located in different states so that both Maryland and Delaware are represented.

**Election of Steering Committee members** – The original Steering Committee will be selected by the two founding organizations, The Nature Conservancy and the Delaware Maryland Agribusiness Association for a 2-year term. After this term, Partners will nominate and vote on Steering Committee Members. An affirmative vote of two-thirds of all members shall be required for approval.

**Steering Committee Member Term** – Will serve 2-year terms and may be re-elected.

**The primary responsibilities of Steering Committee members**

- i. Approving candidates to become Partners in DM4R;
- ii. Nominating partners for election to the Steering Committee;
- iii. Developing annual workplan and budget;
- iv. Recruiting partners to support the DM4R mission;
- v. Reviewing progress on existing projects and programs;
- vi. Planning quarterly partner meetings and field days;
- vii. Identify and secure resources to meet annual budget;

**Steering Committee Chair Responsibilities**

The DM4R Chair will be nominated and elected annually by the DM4R Steering Committee for a 2-year term that can be re-elected one time.

- i. Preside over DM4R Steering and Executive Committee meetings;
- ii. Develop meeting agendas to be distributed;
- iii. Designate or serve as primary spokespersons of the DM4R.

**Steering Committee Secretary Responsibilities**

The DM4R Chair will be nominated and elected annually by the DM4R Steering Committee for a 2-year term that can be re-elected one time.

- i. Record proceedings of meeting and distribute to Steering Committee;
- ii. Maintain an electronic file or minutes, flyers, educational items, press coverage and all other files created by or for DM4R

**SECTION 3. VOTING RIGHTS.** Partners are not entitled to vote on motions affecting the alliance. When necessary, votes will be taken of the Steering Committee

**SECTION 4. RESIGNATION.** Any Partner, Steering Committee Member or officer may resign by filing a written resignation with the secretary.

**SECTION 5. REINSTATEMENT.** Upon written request signed by a former Member and filed with the secretary, the Steering Committee may, by the affirmative vote of two-thirds of all of the directors, reinstate such former Partner to membership upon such terms as the board of directors may deem appropriate.

**SECTION 6. TRANSFER OF MEMBERSHIP.** Membership can transfer from one person to another within the same organization.

**SECTION 7. NO MEMBERSHIP CERTIFICATES.** No membership certificates of the corporation shall be required.

**SECTION 8. REMOVAL OF MEMBERSHIP.** Membership can be withdrawn from a partner by unanimous vote of the Steering Committee for the following reasons:

1. Inactivity or non-engagement with the Alliance via email correspondence, meeting attendance, or other engagement activities for more than one year.
2. Improper and unapproved use of the DM4R Alliance logo or name in association with a product or business identity.

## ARTICLE III

### Standard Operating Procedures

The following procedures describe how DM4R operates:

#### Decision Making

DM4R makes decisions through consensus agreement. If a decision cannot be reached by consensus, a “super” voting majority i.e. 2/3rds of DM4R body (Partners) will determine the outcome.

Prior to a vote, every effort to reach consensus must be made. If a decision cannot be reached by consensus, the dissenters will be asked to draft an alternative approach for the consideration of the group. If alternatives do not facilitate the achievement of consensus, a vote can be taken but not until the next meeting of the group, allowing for further work to be done to achieve consensus.

#### Meetings

All DM4R are open to Partners and Guests upon approval of Steering Committee and will occur on the following schedule:

- a) Partners – quarterly meetings with Summer and Winter meetings being held in conjunction with a grower or field day to highlight 4R practices.
- b) Steering Committee- as needed to meet responsibilities and coordinate Partner meetings.

#### Conflict of Interest

DM4R participants are expected to be honest with one another, commit to consensus building and a high standard of conduct, and act not in their personal interest, but solely in the best interest of the DM4R.

## **1. Communication Protocols**

- i. Partner Recognition – partners agree to have their name and organization logo displayed on the DM4R website (which is housed under the MidAtlantic 4R Website at 4RMidAtlantic.com), reports, official communication, etc.
- ii. Media relations – All official communications on behalf of the DM4R with media (print, online, and on-air) should be run through the Steering Committee. The DM4R Chair is identified as the primary spokesperson or designate another partner for the DM4R in any forms of public communication.
- iii. While within DM4R events, each partner agrees to work for the good of the DM4R, outside of DM4R meetings partners speak as representatives of their respective organizations. All DEMD Steering Committee members will agree to abide as much as possible by the group’s overarching, agreed-upon messages.