

November 1, 1995

CONSTITUTION BY-LAWS

of

LEBANON COUNTY FARM BUREAU

To Whom It May Concern, GREETINGS:

The undersigned, Citizens of the Commonwealth of Pennsylvania, and Residents of the foregoing named county, being engaged in the business of farming and being desirous of organizing a Farm Bureau within such county and becoming Members thereof, and also being desirous of affiliated with and an Associate Member of the American Farm Bureau Federation, do here by form this County Bureau shall become incorporated as a membership agricultural association without capital stock and not-for-profit, under the laws of the commonwealth of Pennsylvania.

For the purpose of accomplishing the foregoing objects, we herewith adopt the following Constitution and by-laws for the Farm Bureau of the County herein set forth.

- CONSTITUTION -

Name

The name of this Association is Lebanon Farm Bureau

Purpose

To encourage agriculture and horticulture by the practice, protection and representation of the business, economic, social and educational interests of the farmer members and thereby promote the betterment of the condition of farmers, the improvement of the grade of their products, and the development of a higher degree of efficiency of farming.

Management

The management of this Bureau shall be vested in a board of five (5) directors or such larger number as may be determined at any annual meeting.

Location

The principal office of this Bureau shall be located in the County seat of the county serviced by this Association or such other place within the county as may be determined by the board of Directors.

- BY-LAWS -

ARTICLE 1

Members and Association Members

Section 1. Members. Only persons and partnerships, unincorporated association and corporations organized for agricultural purposes, actively engaged in the production of agricultural products, including lessees and tenants of land used for the production of such products, lessors and landlords who receive as rent, either in kind or in cash, all or part of the crop raised on the leased or rented premises, are eligible for membership in this Association. Any such person, partnership, unincorporated association or corporation may make application to become a Member of this Association and if accepted shall, upon execution of the membership agreement and assumption of all obligations attached thereto, be entitled to the rights and privileges of membership.

Section 2. Associate Members. Other persons, partnerships, unincorporated association and corporations interested in agriculture may make application to become an Association Member of this Association and, if accepted, shall upon execution of the membership agreement and assumption of all obligations attached thereto, be entitled to all the rights and privileges of Association Membership. Associate Members shall not be eligible to hold office in the Bureau and shall not be entitled to vote in the meetings or proceedings thereof.

Section 3. Relations with Pennsylvania Farm Bureau. This Farm Bureau shall enter into a cooperative agreement with Pennsylvania Bureau for the purpose of coordinating the activities of their respective officers and personnel within their respective fields and endeavor to the end that sound and effective national and state legislation may be adopted and administered, that proper and satisfactory public relations and services may be established and maintained, that needed business services may be developed and sustained, that desired cooperative marketing and distribution may be organized, fostered and supported and that proper publicity in respect to all the such activities may be made available to Members and others.

This Association shall unite with Pennsylvania Farm Bureau in a joint membership arrangement or its Members, wherein each Member of the bureau shall also become a Member in Pennsylvania Farm Bureau with the obligations attaching thereto and the rights and privileges of membership therein. During the existence of any such joint membership agreement, this Association shall not admit to membership any person who is not mutually satisfactory to the Pennsylvania Farm Bureau for any person who is not or does not concurrently become a Member of Pennsylvania Farm Bureau.

Section 4. Dues. The joint annual dues in this County Farm Bureau in Pennsylvania Farm Bureau and in American Farm Bureau shall be \$70.00 per year

payable in advance to this County Farm Bureau, of Pennsylvania Farm Bureau and the American Farm Bureau. The distribution for membership for joint dues in this bureau shall be \$61.50 per year to Pennsylvania Farm Bureau and \$8.50 per year to this County Farm Bureau, for membership years beginning on and after July 1, 1995 the distribution shall be allocated and distributed as authorized and approved by the voting delegates of Pennsylvania Farm Bureau.

Section 5. Membership in Good Standing. A Member of this Association shall be deemed in good standing if his membership is free from dues delinquency and not otherwise terminated, canceled or in default on the date as to which the question of good standing is determined. Membership shall be deemed free from dues delinquency if the annual dues have been paid in cash in advance or within the first thirty-one (31) days of the membership year, or if such annual dues have been divided into two equal installments and the first installment paid in cash within the first thirty-one (31) days of the membership year, accompanied by evidence of indebtedness for the second installment, in a form approved by the Board of Directors, due and payable on or before the first day of the sixth month of the membership year, provided such second installment is paid in cash on or before the end of the first installment period for which payment in cash has been made, provided, further, that for the first membership year the annual dues or the first installment thereof shall be paid in cash on or before the first day of such year.

However, any definition of membership in good standing duly adopted and promulgated at any annual meeting of the Pennsylvania Farm Bureau shall be and become the definition of membership in good standing in this organization.

The foregoing rule shall also obtain where the matter of membership in good standing in the Association is the basis for fixing a right to or a privilege of membership in any associated, affiliated or subsidiary organization of this Association. Upon the request of any associated, affiliated or subsidiary organization of this Association, the secretary of this Association shall certify to the organization making such request a list of the Members of this Association who were in good standing as of the date specified in such request.

Section 6. Meetings. The annual meeting of Members shall be held during the month of October of each year, the date and place to be selected by the Board of Directors. Special meetings of Members may be called by the President, or by two-thirds (2/3) vote of the duly elected Board of Directors, and shall be called by the President upon written request signed by one-fourth (1/4) of the Members.

Section 7. Notice. Notice of meetings of Members and of all matters concerning this Association shall be deemed to have been duly given if notice thereof in writing has been placed in the mail, postage prepaid, addressed to the last known post office address of the Member, or, if notice thereof has been printed in the official publication of this Association or the official publication of Pennsylvania Farm Bureau circulated among its Members in good standing. Notice of meeting of Members shall be given not less than ten nor more than forty days previous to such meeting.

Section 8. Voting. Members of this Association in good standing shall be entitled to vote at any regular or special meeting of Members of this Association except as otherwise provided in Sections 1 and 2 of this Article. At any such meeting such members may take part and vote in person or by proxy. Each Member shall have one vote.

Section 9. Privileges of the Floor. Members of this Association in good standing shall be entitled to the privileges of the floor, subject to the rules governing the meeting.

Section 10. Quorum. Twenty (20) of the voting Members in good standing shall constitute a quorum for the transaction of any and all business at any annual or special meeting, and the favorable vote of a Majority of such Members present in quorum shall be necessary for the determination of any matter, except that a lesser number may adjourn from time to time.

Section 11. Presiding Officer. The President, if present, shall preside at all meetings of the Members of this Association. In his absence the next officer in due order who may be present shall preside and for such purpose the order of officers shall be as follows: President, Vice-President, Treasurer and Secretary.

Section 12. Election of Directors. At the first meeting of Members, and at each annual meeting of the Members thereafter, a Board of Directors shall be elected to serve until their successors are duly elected and qualified. All elections for directors shall be by ballot, unless this rule is waived by unanimous consent of all members present in person or by proxy.

Section 13. Township or Community Organizations. Members of this Association in each township, or in each community that may be duly designated and authorized as hereinafter provided, may form a local organization to strengthen the work of this Association, and for other purposes consistent with the purposes and object of the Association. Such township or community organizations, may elect officers and adopt such rules as are deemed necessary for the suitable conduct of its affairs.

Section 14. Nomination. For the purpose of making nominations to the Board of Directors, the township, or the community designated and authorized as herein-after provided, shall be regarded as the unit of representation. And each township, or such community, shall nominate, previous to or in connection with the annual meeting of this Association, one person to the Board of Directors. An officer of such township or community organizations shall certify, to the annual meeting of this Association, the name of the one so placed in nomination.

Section 15. Election of Pennsylvania Farm Bureau Delegates. In connection with the annual meeting of this Association due notice thereof having been given, one or more delegates shall be elected from and by the Members in good standing to represent the members of Pennsylvania Farm Bureau within the County of this Bureau, or the

Members present in such meeting may provide that such delegates shall be elected by the Board of Directors of this Bureau, of office, power and duties and voting power of such delegates shall conform to the by-laws of Pennsylvania Farm Bureau.

ARTICLE II

Board of Directors

Section 1. Number and Authority. The business and property of this Association shall be managed and controlled by a Board of Directors of five (5) Members. Directors shall hold office for a term of two (2) years and until their successors are elected and qualified. The number of directors may be increased at any annual meeting.

Section 2. Cooperative Relations. The Board of Directors shall have authority and may establish and maintain cooperative relations with any Department, Bureau, Board, Division of Agency of the United States Government or of the State Government or agency of any political subdivision thereof. This Bureau in addition to becoming affiliated with Pennsylvania Farm Bureau and with the American Farm Bureau Federation, shall also cooperate to the fullest possible extent with its respective County Agricultural Extension Association and Local and State Granges within the State of Pennsylvania and with such other organizations within the State which are seeking to advance the welfare of farmers.

ARTICLE III

Executive Committee

Section 1. Appointment. The Board of Directors may appoint from its members and Executive Committee of three (3) members, the members so appointed to serve upon such committee for one year or until the appointment of, and acceptance of such appointment by their duly qualified successors. The President and the Secretary of this Association shall be members, ex-officio, of the committee. Any member of the Executive Committee may at any time be removed by the Board of Directors by a majority vote and by a like vote the Board of Directors may fill vacancies in the Executive Committee.

Section 2. Authority. The Executive Committee shall exercise such powers as may be delegated to it by the Board of Directors in the intervals between meetings of the Board of Directors and shall report their actions at each meeting of the Board. Full minutes of all meetings of the Executive Committee shall be kept and submitted to the Board of Directors.

Section 3. Quorum and Procedure. Subject to any regulations prescribed by the Board of Directors, the Executive Committee shall fix its own rules of procedure. The

presence of a majority of the members of the Executive Committee shall be necessary to constitute a quorum.

ARTICLE IV

Officers

Section 1. Officers. The officers of this Association shall be a President, Vice-President, Secretary and Treasurer. They shall be elected annually by the Board of Directors. The President and Vice-President shall be elected from within the membership of such Board.

Section 2. Qualification. The President, Vice-President, Secretary and Treasurer must be voting Members of this Association in good standing.

Section 3. President. The President shall be chief executive officer of this Association. He shall preside at all meetings of its Members, and at all meetings of the board of Directors and of the Executive Committee. He shall have general charge of the business of this Association, subject to the control of the Board of Directors or Executive Committee.

Section 4. Vice-President. The Vice-President shall, in the absence of the President, exercise the powers and perform the duties of the President; otherwise he shall have such powers and perform such duties as may be assigned to him by the President or by the Board of Directors.

Section 5. Secretary. The Secretary shall keep minutes of the meeting of Members, of the meetings of the Board of Directors and of the meeting of Executive Committee and shall record all actions of this Association, the Board of Directors and the Executive Committee in a book or books to be kept for that purpose. He shall attend to the giving of all notices required to be given. In addition, he shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 6. Treasurer. The Treasurer shall keep a full and accurate account of receipts and disbursements and deposit all money, checks and other obligations to the credit of this Association in such depository or depositories as may be designed by the Board of Directors or Executive Committee; shall disburse the funds of this Association as ordered by the Board of Directors, or the Executive Committee, taking proper vouchers for such disbursements; shall render a statement of account and transactions whenever required by the Board of Directors or Executive Committee, and shall make a complete annual statement before each annual meeting of this Association, which shall be verified by a qualified auditor, to be selected by the Board of Directors; and generally shall perform all the duties incident to the position of Treasurer, subject to the control of the Board of Directors.

The Treasurer shall be required by the Board of Directors to furnish a bond conditioned for the faithful accounting for the funds and property in his custody in such sum and with such surety or sureties as may be fixed and required by the Board of Directors or Executive Committee. The premium on such bond shall be paid by this Association.

Section 7. Other Officers and Agents. The Board of Directors may create such other offices, elect such other officers, or assistant officers, and appoint such agents as it may deem necessary, to hold office during its pleasure who shall have such authority to perform such duties as from time to time may be prescribed by the Board of Directors.

Section 8. Removal of Officers. Any officer of this Association may be removed at any time by a two-thirds (2/3) vote of the duly elected Board of Directors.

ARTICLE V

Finances

Section 1. Investment of Surplus Funds. Investments of surplus funds of this Association, over and above its cash requirements in its operation, may be made by the Treasurer of this Association, on its behalf and in its name, in United States and Treasury bonds and United States Treasury certificates and notes. Other investment or surplus corporate funds, within the limitation of law, may be authorized from time to time by the Board of Directors.

Section 2. Election in Alternate Years. Three (3) of the members of the first Board of Directors shall be elected for two-year terms and two (2) for one-year terms. This shall be determined by lot. Thereafter each Board of Directors shall be elected for a two-year term. As, if and when the Commonwealth shall be districted for organization membership purposes, this plan of electing approximately one-half of the Directors for one (1) year and remaining number for the next succeeding year shall be followed.

Section 3. Qualifications. The Members of the Board of Directors must be Voting Members of this Association in good standing.

Section 4. Meetings. The Board of Directors shall meet as soon as practicable after the annual meeting of this Association, for the election of officers of this Association and for the transaction of any other business. Such Board shall meet in regular sessions as often as may be necessary, to conduct the business of this Association. The regular meeting of such Board shall be held on such dates and at such time and place as may be fixed by the Board of Directors.

Special meetings may be called by the President and shall be called by the Secretary upon request in writing signed by one-third (1/3) of the entire number of directors. Notice of meetings shall be given in such manner as the Board by from time to time determine. Attendance at any meeting shall constitute waiver of notice thereof.

Section 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business of this Association. A minority of the members of the Board present at any meeting may, in the absence of a quorum, adjourn to a later date.

Section 6. Failure to Attend Meetings. Continued failure on the part of a member of the Board of Directors to attend either regular or special meetings of the Board may in itself be deemed sufficient cause, at the discretion of the board, to remove any such member from office and declare a vacancy but such action shall be by the vote of three-fourths of the entire number of the duly elected members of the Board of Directors.

Section 7. Vacancy. In case of any vacancies in the Board of Directors or officers through death, resignation, disqualification or otherwise, the remaining successor, having the qualifications herein prescribed for directors, to hold office for the unexpired portion of the term of office of the director or officer whose place shall be vacant.

Section 8. Authorization of Community Organizations. For purposes of local organization and representation, and in lieu of township organizations in the county as herein provided, the Board of Directors shall have authority, subject to the ratification thereof in the next succeeding annual meeting of Members of this Association, to duly designate throughout the county, community organizations including one or more contiguous township or parts thereof in each community.

Section 9. Investments in Stocks and Evidences in Indebtedness. Investments in stock and evidences of indebtedness of corporations whose activities will directly or indirectly promote agriculture, or the interests of those engaged therein, may be made on behalf of this Association and in its name, upon consent at any regular meeting, or special meeting called for that purpose, of the Members entitled to elect directors, provided, always, that a quorum, as ascertained by these by-laws, be present at such meetings.

Section 10. Borrowing Funds. The Board of Directors may, upon consent of this Association expressed by the vote of a majority of the Members, thereof, present at any regular meeting or special meeting called for that purpose, provided always that a quorum be present, borrow money to be used solely for the purpose of this Association, and may pledge its property therefore.

Section 11. Distribution of Assets. No distribution of the property of this Association shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, and as otherwise provided by law; now shall any distribution be made except by vote of two-thirds (2/3) of the Members present in quorum. But this prohibition shall not operate to prevent this Association, while acting in the capacity of agent, from receiving and distributing or disbursing any fund of funds.

Section 12. Commercial Activities. This Association, in carrying on or performing commercial services and activities, shall act as the agent of its Members and in case such commercial services and activities are made available to non-members, the value of business done with all of the non-members of this Association during any fiscal year thereof shall not exceed in value the amount of such business done with Members during the same period. After all reasonable and proper costs of such commercial services and activities have been cared for and adequate reserves for losses have been set up and maintained, any net savings or earnings derived therefrom shall be paid to Members of this Association in good standing upon a patronage basis. Separate accounts may be maintained for the various activities engaged in and the net earnings therefrom paid only to those persons using the respective service. In case such services or activities are carried on or performed through any subsidiary or affiliate of this Association, the foregoing restricts shall apply thereto and in addition such subsidiary or affiliate shall not pay dividends on stock or membership capital in excess of eight per centum (8%) per annum.

ARTICLE VI

Sundry Provisions

Section 1. Fiscal Year. The Fiscal year of this Association shall begin on the first day of October and terminate on the last day of September in each year.

Section 2. Order of Business. The order of business of all meetings, insofar as possible, shall be as follows:

- a. Call to Order
- b. Role Call
- c. Reading of Minutes
- d. Report of Secretary
- e. Report of Treasurer
- f. Report or Committees
- g. Report of Farm Advisor
- h. Unfinished Business
- i. New Business
- j. Election and Appointments
- k. Adjournment

Section 3. Organization Seal. The organization of the Association shall consist of two concentric circles, between which shall be the name of the association and in the center shall be inscribed "seal" and such seal, as impressed on the margin hereof, is hereby adopted as the seal of this Association.

Section 4. Committees. The President, with the advice and approval of the Board of Directors, shall appoint all standing and special committees. The President and Secretary shall be members, ex-officio, thereof. Committees appointed in connection with meetings of Members shall be appointed by the President or elected by the meeting assembled, at the pleasure of the meeting.

Section 5. Contributions. This Association may receive, at the discretion of its Board of Directors, voluntary contributions in support of its program of work and activities, and for special purposes.

Section 6. Remuneration. Members of the Board of Directors and of the Executive Committee, and officers of this Association shall serve without remuneration, as such, but may be reimbursed at the discretion of the Board of Directors to cover necessary expense of travel and subsistence when serving this Association under specific direction of the Board of Directors.

ARTICLE VII

Amendment of Constitution and By-Laws

Section 1. Amendment of Constitution and By-Laws. Amendments to this Constitution and By-Laws shall be made in the following manner:

- (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Members at a meeting thereof which may be either an annual or special meeting.
- (b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote at such meeting in the manner herein provided for giving notice of meetings of Members.
- (c) The proposed amendment shall be submitted to the members at such meeting and shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by Members present or represented by Proxy at such meeting, provided a quorum is present.
- (d) Article of Amendment shall be executed, filed and recorded in the manner provided by law.

