

**JUNIATA COUNTY FARM BUREAU
BY-LAWS**

Adopted October 1951; Amended 1955, 1967; April 1974; July 1978; July 1979; September 1980; July 1981; July 1984; October 1987; July 1988; October 1994; October 1995; October 2003; March 2005; March 2021.

**Article I
Name and Purposes**

Section 1. Name. The name of this organization is the Juniata County Farm Bureau.

Section 2. Purposes. The purposes of this organization shall be to promote, protect, and represent the business, economic, social, and educational interests of Juniata County farmers and businesses.

**Article II
Membership**

Section 1. Eligibility. Any person, corporation, or partnership interested in supporting the purposes of this organization shall be eligible for membership.

Section 2. Classes. The membership classes of this organization shall be: Voting Members, Friends of Farm Bureau, and any class, including a class subcategory, subsequently and duly created by Pennsylvania Farm Bureau's Board of Directors.

Section 3. Application for Membership. An eligible person, corporation, or partnership shall apply for membership to the county Farm Bureau in the county of their residence or of its principal office, in the case of a corporation or partnership, or, if there is no county Farm Bureau in that county, to the Farm Bureau in an adjoining county. Upon acceptance by such county Farm Bureau and payment to it of the first year's dues and the execution of such membership agreement as may be prescribed, the applicant shall become a member of the county Farm Bureau and of the Pennsylvania Farm Bureau. Upon special request, a member may select the affiliation to the county Farm Bureau of their choice.

Section 4. Membership Rights. The membership rights of members are as follows:

- (a) The right to vote on any and all matters shall be restricted to voting members of this Farm Bureau in good standing. Each voting membership shall have one vote. The voting rights of any partnership or corporation member shall be exercised by any representative thereof duly authorized in writing. Friends of Farm Bureau shall have no voting rights.
- (b) Rights and privileges of membership in the case of a partnership or corporation shall accrue and belong only to such named partnership or corporation or one individual authorized by the partnership or corporation who is a member, shareholder, officer, employee, or agent thereof.
- (c) Any partnership, closely held corporation, or unincorporated association not a named member of this Farm Bureau shall be entitled to the rights and privileges of membership, as

determined by the Board, except the right to vote, if all the individual members of such partnership, closely held corporation, or unincorporated association are members of this Farm Bureau in good standing in their individual capacities.

- (d) A dependent member of the family household of a natural person, who is a member of this Farm Bureau, shall be entitled to the rights and privileges of the respective membership except the right to vote or hold office. The Board of Directors may determine from time to time under what circumstances an individual may be deemed to be a dependent member of the household.

Section 5. Joint Membership. Two or more persons, partnerships, or corporations, or any combination thereof, shall not be accepted as members of this Farm Bureau upon a single membership agreement.

Section 6. Relations with Pennsylvania Farm Bureau. This Farm Bureau shall enter into a Cooperative Agreement with the Pennsylvania Farm Bureau for the purposes of coordinating the activities of their respective officers and personnel within their respective fields of 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 developed and sustained; that desired cooperative marketing and distribution may be organized, fostered, and supported; and that proper publicity in respect to all of such activities may be made available to members and others.

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

Section 7. Dues. The joint annual dues of this county Farm Bureau and in the Pennsylvania Farm Bureau and in the American Farm Bureau Federation shall be based on the membership class, as outlined below, payable in advance to this county Farm Bureau of the Pennsylvania Farm Bureau and the American Farm Bureau Federation. The distribution of joint dues shall be as follows:

- a. Voting Member: \$100
 - a. County share: \$20.00
 - b. Pennsylvania Farm Bureau share: \$70.15
 - c. American Farm Bureau Federation share: \$5.00
 - d. Accidental Death and Dismemberment Insurance (AD&D): \$1.85
 - e. Farm Bureau Publication: \$3.00
- b. Friend of Farm Bureau Member: \$75
 - a. County share: \$30.00
 - b. Pennsylvania Farm Bureau share: \$37.00
 - c. American Farm Bureau Federation share: \$5.00
 - d. Farm Bureau Publication: \$3.00
- c. Subsequent member class or class subcategory created by the Pennsylvania Farm Bureau Board of Directors, as determined by the county Board of Directors.

Section 8. Membership in Good Standing. A member of this Farm Bureau shall be deemed in good standing if such 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 advance of January 1 of the effective 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 of this Farm Bureau.

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

Section 9. Meetings. The annual meeting of members shall be held in the Fall 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 10. Notice. Notice of meetings of members and of all matters concerning this Farm Bureau 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, email to a member's last known address, or, if notice thereof has been printed in the official publication of this Farm Bureau or the official publication of Pennsylvania Farm Bureau circulated among its members in good standing. Notice of meetings of members shall be given not less than ten (10) nor more than thirty (30) days previous to such meeting.

Section 11. Voting. Members of this Farm Bureau in good standing shall be entitled to vote at any regular or special meeting of Members of this Farm Bureau. At any such meeting such members may take part and vote by means agreed upon by the Board of Directors prior to the meeting. Each membership shall have one vote.

Section 12. Privileges of the Floor. Members of this Farm Bureau in good standing shall be entitled to the privileges of the floor, subject to the rules governing the meeting.

Section 13. 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 14. Presiding Officer. The President, if present, shall preside at all meetings of the members of this Farm Bureau. In the President's 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, 2nd Vice-President, Treasurer, and Secretary.

Section 15. Election of Directors. At the first meeting of members, and each annual meeting of 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 made by means agreed upon by the Board of

Directors prior to the meeting, unless this rule is waived by unanimous consent of all Members present in person.

Section 16. Election of Pennsylvania Farm Bureau Delegates. In connection with the annual meeting of this Farm Bureau 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 this Farm Bureau within the county of this Farm Bureau, or the members present in such meeting may provide that such delegates shall be elected by the Board of Directors of this Farm Bureau, as provided in the By-Laws of said Farm Bureau. The number, qualifications, term of office, powers, duties, and voting power of such delegates shall conform to the By-Laws of the Pennsylvania Farm Bureau. A member may be considered for selection as a delegate when said member is or was actively engaged in the production of agricultural products. This includes lessees and tenants of land used for this production of such products and 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.

Article III Board of Directors

Section 1. Number and Authority. The business and property of this Farm Bureau shall be managed and controlled by a Board of Directors of nine (9) elected members. Directors shall hold office for a term of three (3) years and until their successors are elected and qualified. The number of directors may be increased at any duly notified meeting.

Section 2. Election of Directors. Each director shall be elected for a three-year term. Three members shall be elected to directorship each year. Composition of the Board shall be such that there shall be three (3) Directors elected from each of three (3) Regions of the county. The Regions shall be defined as follows:

Region 1 – Lack, Tuscarora, Spruce Hill, Turbett, and Beale Townships

Region 2 – Milford, Fermanagh, Walker, and Delaware Townships

Region 3 – Fayette, Monroe, Greenwood, and Susquehanna Townships

In 2006, the composition of the Board of Directors shall be as follows: in each of the three (3) Regions, the 1st and 2nd year Directors shall continue their terms. Three (3) Directors shall be elected, one from each Region, to replace the three (3) Directors who have completed their three-year terms. In subsequent years, a nominating committee shall seek nominations to elect a replacement for the 3rd year Director in each Region.

Section 3. Qualifications. The members of the Board of Directors, including the President, Vice President, and 2nd Vice President, must be voting members of this Farm Bureau in good standing who: (1) are actively engaged in the production of agricultural products, (2) were actively engaged in the production of agricultural products, or (3) who provide support services vital to the agricultural industry. The term “were actively engaged in the production of agricultural products” shall mean a person who devoted a substantial portion of their life to farming. In no event may a person whose interest may be in conflict with the interest of the Farm Bureau by reason of their employment, representation or

contractual relationship with it or an affiliated company or association be eligible to serve in such capacity.

Section 4. Meetings. The Board of Directors shall meet as soon as practicable after the annual meeting of this Farm Bureau, for the election of officers of this Farm Bureau and for the transaction of any other business. Such Board shall meet in regular session as often as may be necessary, to conduct the business of this Farm Bureau. 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 or 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 may from time to time determine.

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 Farm Bureau. 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. Failure to attend at least one-third (1/3) of either regular or special meetings of the Board within a yearly period on the part of a member of the Board of Directors 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 vote of three-fourths (3/4) 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 members of the Board of Directors, though less than a quorum, may elect a successor, having the qualifications herein prescribed for directors, to hold office of the director or officer whose place shall be vacant.

Section 8. Cooperative Relations. The Board of Directors shall have authority and may establish and maintain cooperative relations with any Department, Bureau, Board, Division, or Agency of the United States Government or agency of any political subdivision thereof. This Farm Bureau, in addition to becoming affiliated with the Pennsylvania Farm Bureau and with the American Farm Bureau Federation, shall also cooperate to the fullest possible extent with its respective County Agricultural Extension 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 IV Executive Committee

Section 1. Appointments. The Executive Committee shall be the President, the Vice-President, the 2nd Vice-President, and one other Board member appointed by the Board of Directors to serve upon such committee for one year or until the appointment of, and acceptance of such appointment by their duly qualified successors. The Secretary of this Farm Bureau shall be a member, 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 like vote the Board of Directors may fill all 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

action 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 regulation 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 V Officers

Section 1. Officers. Officers of this Farm Bureau shall be a President, Vice-President, 2nd Vice-President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The President, Vice-President, and 2nd Vice-President shall be elected from within the membership of such Board.

Section 2. Qualifications. The President, Vice-President, 2nd Vice-President, Secretary, and Treasurer must be voting members of this Farm Bureau in good standing.

Section 3. President. The President shall be the Chief Executive Officer of this Farm Bureau. The President shall preside at all meetings of its members, and at all meetings of the Board of Directors and of the Executive Committee. The President shall have general charge of the business of this Farm Bureau, 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, the Vice-President shall have and perform such duties as may be assigned to the Vice-President by the President or by the Board of Directors.

Section 5. 2nd Vice-President. The 2nd Vice-President shall, in the absence of the Vice-President, exercise the powers and perform the duties of the Vice-President. Otherwise, the 2nd Vice-President shall have such powers and perform such duties as may be assigned by the President or by the Board of Directors.

Section 6. Secretary. The Secretary shall keep minutes of the meetings of Members, of the meetings of the Board of Directors, and of the meetings of the Executive Committee and shall record all action of this Farm Bureau, the Board of Directors, and the Executive Committee in a book or books to be kept for that purpose. The Secretary shall attend to the giving of all notices required to be given. In addition, the Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 7. 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 Farm Bureau in such depository or depositories as may be designated by the Board of Directors or Executive Committee; shall disburse the funds of this Farm Bureau 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 Farm Bureau, 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 may be required by the Board of Directors to furnish a bond conditioned for the faithful accounting for the funds and property in the Treasurer's custody in such sum and with such surety of 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 Farm Bureau.

Section 8. 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 9. Removal of Officers. Any officer of this Farm Bureau may be removed at any time by a two-thirds (2/3) vote of the duly elected Board of Directors.

Article VI Finances

Section 1. Investments of Surplus Funds. Investments of surplus funds of this Farm Bureau, over and above its cash requirements in its operations, may be made by the Treasurer of this Farm Bureau, on its behalf and in its name. Other investments or surplus corporate funds, within the limitations of law, may be authorized from time to time by the Board of Directors.

Section 2. Investments in Stocks and Evidences of Indebtedness. Investments in stock and evidences of indebtedness of corporations whose activities will directly or indirectly promote agriculture, or be in the best interests of those engaged therein, may be made on behalf of this Farm Bureau 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 meeting.

Section 3. Borrowing Funds. The Board of Directors may, upon consent of this Farm Bureau expressed by the vote of a majority of the members thereof, present at any regular 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 Farm Bureau, and may pledge its property thereof.

Section 4. Distribution of Assets. No distribution of the property of this Farm Bureau 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; nor 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 Farm Bureau, while acting in the capacity of agent, from receiving and distributing or disbursing any fund or funds.

Article VII Sundry Provisions

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

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

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

Section 3. 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 4. Contributions. This Farm Bureau 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 5. Remuneration. Members of the Board of Directors and the Executive Committee, and officers of the Farm Bureau shall serve without remuneration, as such, but may be reimbursed at the discretion of the Board of Directors to cover necessary expense to travel and subsistence when serving this Farm Bureau under specific directions of the Board of Directors.

Article VIII Amendment of By-Laws

Section 1. Amendment of By-Laws. Amendments to these 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 meeting or special meeting.
- b. Written or printed notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member entitled to vote at such meeting in the manner herein provided for giving notice of meeting 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 at such meeting, provided a quorum is present.
- d. Except as otherwise provided in the By-laws, the presence or participation, including voting and taking other action, at a meeting of members, or the expression of consent or dissent to corporate action, by a member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the member for the purposes of this subpart.

Section 2. Publication of By-Laws. The Secretary shall, after the adoption of any amendment, prepare a new edition of the By-Laws of this Farm Bureau, incorporating all amendments adopted to date so as to create an intelligible and consistent whole, and if any editorial change be required to that end, incorporate the same into the text, provided that such text as finally prepared be submitted to the Board of Directors prior to publication, with reference made to any such editorial change.

Section 3. Study Committee. To ensure the By-Laws are relevant and effectual, the President shall appoint a By-Laws study committee when needed.