

LEBANON COUNTY FARM BUREAU BYLAWS

ARTICLE I

Name and Purposes

Section 1. Name. The name of this organization is the Lebanon 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 Lebanon County famers; to coordinate and assist in the advancement of such interests with the Pennsylvania Farm Bureau and the American Farm Bureau Federation; and to develop agriculture generally.

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. Dues. The annual county dues in this county Farm Bureau shall be based on the membership class, as outlined below, plus any amounts required to be forwarded to the Pennsylvania Farm Bureau and the American Farm Bureau Federation for each member, including any costs for the AD&D program and Farm Bureau publications:

- a. Voting Member: County portion not to exceed \$20.00
- b. Friend of Farm Bureau Member: County portion not to exceed \$5.00
- c. Subsequent member class or class subcategory created by PFB Board of Directors: As determined by county Board of Directors.

Section 7. Membership in Good Standing. A member of this Farm Bureau shall be deemed in good standing if their membership is free from dues delinquency and not otherwise terminated, cancelled or in default on the date as to which the question of good standing is determined.

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 Farm Bureau.

The foregoing rule shall also pertain where the matter of membership on 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 this Farm Bureau, or of the Pennsylvania Farm Bureau.

Upon the request of any associated, affiliated, or subsidiary organization of this Farm Bureau, or of the Pennsylvania Farm Bureau, the Secretary of this Farm Bureau shall certify to the organization making such request a list of the members in good standing as of the date specified in such request.

Section 8. Meetings. The annual meeting of voting members shall be held before October of each year, the date and place to be selected by the Board of Directors. Regular and special meetings of voting members may be called by the President, or by two-thirds vote of the Board of Directors, and shall be called by the President upon written request signed by at least one-fourth of the voting members.

Section 9. Notice. Notice of meetings of voting members and all matters concerning this Farm Bureau shall be deemed to have been duly given by: (1) placing in the mail, postage prepaid, to the last known post office address of the voting member, at least 20 days prior to such meeting, notice thereof in writing; or (2) email to a voting member's last known email address, at least 20 days prior to such meeting or matter. A notice of a meeting or matter appearing printed in an official publication of this Farm Bureau, mailed or emailed to voting members in good standing at least twenty 20 days prior to the meeting or matter shall be deemed to comply with this provision.

Section 10. Quorum. Twenty 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 members of this Farm Bureau. In the President's absence, the next officer in due order who may be present shall preside. For the purpose of these bylaws, the order of officers shall be as follows: President, Vice President, Second Vice President, other members of the executive committee, in alphabetical order.

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

Section 13. Election of Delegates. The voting members of this Farm Bureau shall be represented at all meetings of the Pennsylvania Farm Bureau by Voting Delegates as provided in the bylaws of the Pennsylvania Farm Bureau. Said delegates to be elected annually during the business session of the county annual meeting, unless selection is specifically delegated to the county board by a motion duly passed at the county annual meeting.

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 at least 7 and no more than 12 voting members to be elected at the annual meeting of this Farm Bureau. The term of office of directors shall be two years and until their successors are duly elected and qualified.

Section 2. Qualifications. The members of the Board of Directors, including the President, Vice President and Second 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 3. Election of Directors. At the first meeting of voting members, and at each annual meeting of voting 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, which may be accomplished by mail or electronic ballot methods, provided all ballots are received by the time of election at the annual meeting, unless this rule is waived by unanimous consent of all voting members present or by proxy. One half of the Directors shall be elected in alternating years.

Section 4. Meetings. The Board of Directors shall meet as soon as practicable after the annual meeting of this Farm Bureau and shall meet in regular session as often as may be necessary, to conduct the business of this Farm Bureau. The regular meetings 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 of the entire number of directors. Notice of meetings shall be given in such manner as provided in Article II, Section 9. Attendance at any meeting shall constitute waiver of notice thereof.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum, and a majority of the directors in attendance at any meeting, shall, in the presence of a quorum, decide its action. A minority of the board present at any meeting may, in absence of a quorum, adjourn to a later date, but may not transact any business.

Section 6. Removal from Office. The following shall constitute sufficient grounds for the removal from office of any officer or director without the necessity of a vote of the Board of Directors:

- (a) Death.
- (b) Being or becoming an employee of this Farm Bureau or of the Pennsylvania Farm Bureau.
- (c) Being or becoming a full or part-time employee or agent of any service affiliated with the Pennsylvania Farm Bureau.
- (d) Non-attendance of three successive Board of Directors' meetings for causes other than sickness unless such failure to attend was caused by hardship as determined by the President.
- (e) Formal or written resignation.

On the happening of any of the grounds above set out, the same shall be reported to the Board at its next meeting and noted in the minutes of the said meeting.

Section 7. Vacancy. In case of any vacancies in the Board of Directors of officers, the remaining members of the Board, though less than a quorum, may elect a 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. 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 of the State Government or agency of any political subdivision thereof. This Farm Bureau, in addition to becoming affiliated with Pennsylvania Farm Bureau and with the American Farm Bureau Federation, may cooperate with other organizations.

ARTICLE IV

Executive Committee

Section 1. Appointment. The Board of Directors may appoint from its members an Executive Committee comprised of the President, who shall be chair; Vice President, Second Vice President, and one additional board member.

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 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. The officers of this Farm Bureau shall be a President, Vice President, Second Vice President, Secretary, and Treasurer. Farm Bureau officers shall be elected annually at an organization meeting of the board. Said meeting to be held as soon as practicable, but not more than 60 days following after the annual meeting of this Farm Bureau. The President, Vice President and Second Vice President shall be elected from within the membership of the board.

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

Section 3. President. The President shall be 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 such powers and perform such duties as may be assigned by the President or by the Board of Directors.

Section 5. Second Vice President. The Second Vice President shall, in the absence of the Vice President, exercise the powers and perform the duties of the Vice President; otherwise, the Second Vice President shall have such powers and perform such duties as may be assigned by the President or by the Board of Directors.

Section 5. Secretary. The Secretary shall keep minutes of the meetings of members and of the meetings of the Board of Directors. 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 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 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 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 Farm Bureau.

Section 8. Removal of Officers. Any officer of this county Farm Bureau may be removed at any time by a two-third vote of the Board of Directors.

ARTICLE VI

Finance and Commercial Activities

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. Other investment of surplus corporate funds, within the limitations of law, may be authorized from time to time by the Board of Directors.

Section 2. Investment in Stocks and Evidences of Indebtedness. Investments in stocks 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 Farm Bureau and in its name, upon consent at any regular meeting, or special meeting called for that propose, of the voting members, provided, always, that a quorum as ascertained by these bylaws, 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 voting 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 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 of the voting 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 in 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 President
- (e) Report of Secretary
- (f) Report of Treasurer
- (g) Report of Committees
- (h) Other Reports
- (i) Unfinished Business
- (j) New Business
- (k) Election and Appointments
- (l) Adjournment

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

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

Section 5. 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 6. Remuneration. Members of the Board of Directors and of the Executive Committee, and officers of this Farm Bureau shall serve without remuneration, as such, but may be reimbursed at the discretion of the Board of Directors to cover the necessary expense of travel and subsistence when serving this Farm Bureau under specific direction of the Board of Directors.

Article VIII

Amendment of Bylaws

Section 1. Amendment of Bylaws. Amendments to these bylaws 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 the voting 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 voting member as provided in Article II, Section 9.

(c) The proposed amendment shall be submitted to the voting members at such meeting and shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by voting members present or represented by proxy at such meeting, provided a quorum is present.

Section 2. Publication of Bylaws. The Secretary shall, after the adoption of any amendment, prepare a new edition of the bylaws 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 bylaws are relevant and effectual, the President shall appoint a bylaws study committee no less than every tenth year.