

**Bylaws of the
Pennsylvania Farmers Union**

Amended and Adopted by the Members at the February 8, 2023, Annual Convention*

[to be added if passed by the membership at the Annual Convention]*

Article I Name, Structure

Section 1 The name of the association shall be the Farmers Educational and Cooperative Union of America, Pennsylvania division, and it may be known as the Pennsylvania Farmers Union.

Section 2 Structure The Association shall be incorporated as a nonprofit corporation with offices at a location determined by the Board of Directors.

Article II Purpose

Section 1 The purposes of the Association are as provided in the Articles of Incorporation.

To achieve these purposes, we

(1) (Education) Develop and conduct educational programs that connect people engaged in agriculture; including but not limited to consumer education, advocacy, leadership and skill training

(2) (Justice and Policy) Deliberate policy and legislative proposals to improve conditions for the people engaged in agriculture, enhance agricultural products and strengthen farming operations

(3) (Principles of CO-OP) Increase awareness and promote cooperatives through which producers may market products, purchase farm equipment and supplies, obtain services such as insurance, credit, health and burial services, and secure a direct exchange of goods between members, but shall not be limited to these.

Article III Membership

Section 1 Eligibility - Any citizen of the United States who is 16 years of age or older, without regard to sex, race, creed, color or national origin, who is a farmer, a member of a farming family, employed at a farmer-owned cooperative, dealing in a product or service necessary to the farming community, employed on a farm, widow of a farmer, a retired farmer, or individuals with interest in the preservation of the family farm shall be eligible for membership in the State Union. The right to refuse membership to any individual is reserved by the State Union.

Section 2 Dues and membership classification are to be determined by the Board of Directors and included in the Standing Rules.

Section 3 All members shall have equal voting rights on matters open to the general membership vote.

Section 4 Suspension and Expulsion - A member shall be subject to suspension or expulsion

from the State Union for conduct detrimental to the best interests of this organization by a vote of the Board of Directors or the State Convention. Notice of the pending action shall be sent to the member by certified mail or e-mail at least fifteen (15) days prior to the action. Any member who fails to pay his or her dues within sixty (60) days after the due date shall be considered terminated and shall have all membership rights terminated until such time as the dues are paid in full.

Article IV Directors

Section 1 The affairs and business of the organization shall be conducted, managed and controlled under policies adopted by its membership. The Board shall elect the officers of the organization, hire or contract with an Executive Director and other staff persons, adopt an annual budget, recommend policy resolutions to the annual meeting and exercise all other powers necessary to effectuate the purposes of the organization.

Section 2 The number of member-elected Directors shall not be less than **8**. Their terms shall be staggered, with one-third being elected by ballot by the members each year to serve terms of three years. The Board shall have the authority to appoint a Director to serve a term of three years. Election procedures and term limits are to be determined and approved by the Directors and stated in the organization's Standing Rules. Terms shall begin and end on the dates of the annual meeting. Mid-term vacancies shall be filled by the Directors either at the next meeting of the Directors following the vacancy or by balloting through email, post or telecom, with the person elected serving the remainder of the unexpired term.

Section 3 Any member seeking election for Director shall submit a resume and photograph to the nominating committee at least thirty (30) days prior to the annual convention. Notice of nominees' names and resumes will be posted for the general membership prior to the annual convention. No nominations will be permitted from the floor of the annual convention for the election of directors except when an insufficient number of nominees to fill vacant seats have been put forth.

Section 4 The Board of Directors should reasonably represent the different geographic regions and the different segments of the industry. The nominating committee shall endeavor to insure diversity in the Board membership in terms of industry segment, gender, racial, cultural and geographic representation as well as to include special expertise.

Section 5 The Board of Directors shall hold at minimum two regular meetings each year at such times and places as they shall determine with one not more than 30 days prior to the annual convention. The President or a majority of the Executive Committee may call a special meeting by notification of all Directors. The President or the Executive Committee may authorize the Board of Directors to be polled by mail or telephone on specific issues.

Section 6 A quorum at any meeting of the Board of Directors shall be a simple majority of the elected Directors and questions shall be carried by a simple majority of those present. If a quorum is not present at a duly called meeting of the Board, those present may prepare recommendations and submit them for approval to the full Board of Directors by a mail or telephone poll. When a telephone or mail poll of the Board is conducted, a simple majority of all the elected directors must approve the question for them to be carried. The actions from a telephone or mail poll shall be reconfirmed at the next meeting of the Board of Directors.

Section 7 Directors may be removed from office by a simple majority vote of the Board for any or all but not limited to the following:

Attendance: failure of a Director to attend two (2) consecutive meetings of the Board without proper advance notice or approval of absence by a majority of the other Board members

Conduct:

1. Conflict of Interest as outlined in PFU Conflict of Interest Policy
2. Conduct detrimental (disruptive, undermining) to the best interests of the PFU as stated in Article III.4 or conduct that inhibits or obstructs the governance responsibilities of the Directors

Article V Officers

Section 1 The Board of Directors shall at its first business meeting following the annual meeting elect from its own members to serve for one year a President, a Vice President, a Secretary and a Treasurer. The terms of the officers shall begin on the date of their election and end on the date their successors have been elected. The Board shall fill any mid-term vacancies that may occur.

Section 2 The President shall preside at all meetings of the members, of the Board of Directors, and of the Executive Committee and shall perform all acts and duties usually performed by a principal executive officer, required by these Bylaws, or imposed by resolution of the Board of Directors or of the Executive Committee.

Section 3 The Vice President shall preside at all meetings of the members, of the Board of Directors, and of the Executive Committee in the absence of the President and shall perform any other duties delegated by the President or the Directors. In the case of the resignation, death or disability of the President, the Vice President shall assume the office of President.

Section 4 The Secretary shall be the secretary of the corporation.

Section 5 The Treasurer shall be the treasurer of the corporation. The Treasurer shall be one of the signatories on all financial accounts of the Association with two signatures being required. The Association shall bond the Treasurer.

Section 6 The Board of Directors shall have the authority to hire and/or appoint a non-member of the Board of Directors to serve as the Executive Director who will be retained as an employee or under an independent contractor arrangement. The Executive Director shall direct and manage the day-to-day operations of the Association under broad policies established by the Board of Directors. The Executive Director shall have the authority to manage any additional staff persons, establish specific operational policies and procedures consistent with the Board's broader policies, speak for and represent the Association, sign legal documents on behalf of the Association and perform any other function authorized by the Board of Directors. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors and the Executive Committee (although the presence of the Executive Director shall not count towards any required quorums).

Article VI Executive Committee

Section 1 The elected officers and the Past President shall constitute the Executive Committee.

Section 2 When the Board of Directors is not in session the Executive Committee shall at all times act for the Board. The Executive Committee shall keep a written record of all its acts and proceedings and report them to the Board.

Section 3 A simple majority of the full number of the Executive Committee shall constitute a quorum. The President may authorize the Executive Committee to be polled by telephone, electronically or mail. A majority of the full number of the Executive Committee shall be necessary carry a question in a meeting, by telephone, electronic or mail poll."

Article VII Committees and Task Forces

Section 1 The Board of Directors may authorize other standing or special committees and task forces, designating the committee's or task force's purpose and composition. Committees and task forces should contain some members not on the Board. The Board shall designate the period of time during which a special committee shall function.

Section 2 Committees and Task Forces shall be listed in the Standing Rules with roles and responsibilities specified and shall be updated on a regular basis by the Executive Director.

Section 3 The Executive Director shall appoint the non-board members and the President shall appoint board members to the committees and task forces unless the Board provides otherwise in the Standing Rules.

Section 4 When committees are empowered by the Board to make final decisions on matters, a simple majority of the number of the appointed members of a committee or task force present at any meeting shall constitute a quorum and questions shall be carried by simple majority of those present. The members of a given committee may be polled by telephone, electronically or mail on specific issues or questions, in which case a majority of the appointed members shall be necessary to carry a question. When committees are simply preparing recommendations for the Board, quorums will not be necessary.

Article VIII Organization Meetings

Section 1 The annual meeting of the Pennsylvania Farmers Union shall be held each winter in conjunction with an annual educational convention at such time and place as the Board of Directors shall determine.

Section 2 The agenda at the annual meeting shall include:

- (1) Proof of notice of the meeting
- (2) Reading and disposal of minutes
- (3) Annual reports of officers and committees
- (4) Announcement of director election results
- (5) Unfinished business
- (6) Review of Policy Resolutions
- (7) New business
- (8) Adjournment

Section 3 Special meetings of the organization may be called by the Board of Directors with a majority support of the board members, or five percent (5%) of the current state members. There must be a clear statement of the specific business to be brought before the special convention. Only such a matter as is specifically stated shall be considered. Notice of such special convention, together with a statement of purpose, shall be mailed to the officers and the membership at least fifteen (15) days prior to the meeting.

Section 4 Members shall be provided notice of meetings through website, webinar, email, electronic newsletters and other appropriate means including posting on the organization's website not less than thirty (30) days prior to such meeting. The notice shall include an agenda of all major items of business expected to be acted upon and the text of any policy or major resolutions.

Section 5 Twenty-five members or two-thirds of the Board of Directors shall constitute a

quorum at all meetings of the Association.

Article IX Standing Rules

Section 1 The Board of Directors shall incorporate all standing operating policies and procedures into a systematic set of Standing Rules.

Section 2 Standing Rules shall be established and amended by a two-thirds vote at any meeting of the Board of Directors.

Article X Policy Resolutions

Section 1 The official position of the Association on current issues shall be set forth in a systematic set of policy resolutions adopted by the Association at any regular or special meeting.

Section 2 The Board of Directors shall annually review the policy resolutions and recommend revisions at the annual meeting of the Association.

Section 3 The Board of Directors may modify a policy resolution by a two-thirds vote if extreme or unusual circumstances make a previously adopted policy resolution contrary to the best interests of the Association.

Article XI Amendments

Section 1 The Bylaws of this Association may be amended by a two-thirds vote of the members present at any annual or special meeting provided that notice of such proposed amendment is included in the call for this meeting.

Article XII Rules of Order

Section 1 While the general principles of traditional parliamentary procedure shall be followed, the presiding officer, subject to appeal to a majority vote of the board, committee or members over which the officer is presiding, shall determine the rules of order.

Article XIII Limitation of Liability of Officers and Directors

Section 1 Officers and Directors shall not be personally liable for monetary damages for any action taken as an Officer or Director or any failure to take any action, unless:

(a) The Officer or Director has breached or failed to perform the duties of his or her office as an Officer or Director;

(b) Such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This provision of the Bylaws shall not apply to the responsibility or liability of an Officer or Director pursuant to any criminal statutes or to the liability of an Officer or Director for the payment of taxes pursuant to local, state or federal law. If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of Officers and/or Directors, then the liability of an Officer or Director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Pennsylvania law as amended.

Article XIV Indemnification

Section 1 The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, every Director and Officer of the corporation who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation), or who is threatened

to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director or Officer of the corporation or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, unless the act or failure to act giving rise to the action, suit or proceeding for which indemnification is sought is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

Section 2 The corporation shall have the power to indemnify any person who was or is an employee or agent of the corporation or who was or is serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise to the same extent as the indemnification provided in Section 1 of this Article, if the Board of Directors at any time determines such person should receive indemnification.

Section 3 Expenses incurred by an Officer or Director of the corporation or a person to whom indemnification has been granted pursuant to Section 2 of this Article, in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the corporation such amount, if it shall ultimately be determined that he or she is not entitled to the indemnification provided for in this Article.

Section 4 The corporation may purchase and maintain insurance to protect itself, and any person eligible to be indemnified under this Article, against any liability or expense asserted against that person or incurred by him or her in connection with any action, whether or not the company would have the power to indemnify such person against such liability or expense under the provisions of this Article. The corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure payment of such sums as may become necessary to effect indemnification as provided in this Article.

Section 5 The indemnification provided by this Article

(1) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, Bylaw provision, vote of members or Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such position,

(2) shall continue as to a person who has ceased to have the status pursuant to which he or she was entitled or determined to receive indemnification hereunder,

(3) shall inure to the benefit of the heirs, executors and administrators of such a person, and

(4) shall be applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

Article XV Dissolution

Section 1 In the event of the liquidation, dissolution, or winding up of this Corporation, the assets or property of the Corporation shall be distributed as outlined in the Articles of Incorporation.