

Pennsylvania Farmers Union

By-Laws

-ONE

PREAMBLE AND NAME This association is not for profit. It is organized to protect its members engaged in the various branches of the farming industry in their various pursuits, through cooperation, legislation and education. 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. -TWO

PURPOSE

To achieve these purposes, we (1) establish and conduct educational programs among the members of the association, including all members of the family, in order to develop leadership and citizen training; (2) develop legislative proposals, through study and discussion, which will be favorable to sustain agriculture and to sustain the local economy of rural America; (3) 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.

-THREE -

MEMBERSHIP

(a) 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 other such individual with an 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. (b) Voting - All members shall have equal voting rights at the County, Regional and State Union levels, on matters that are open to the vote of the general membership, including election of state officers at the state convention as define by these By-Laws. (c) Duration of Membership - Membership in this State Union **may terminate by voluntary withdrawal**. All rights, privileges and interests of a member in or to the State Union shall cease on termination of membership. Membership shall be non-transferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of **withdrawal**.

(d) 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 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 falls 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.

-FOUR

DUES

The amount of the dues shall be determined by the State Board of Directors and the Board is authorized to create categories of membership based upon the voting authority of the members in various categories. Any decision by the Board of Directors as to the amount of dues required from the members and/or the classification of membership categories may be amended by the members at any annual meeting.

The Board of Directors is authorized **to enter into agreements with other like-minded membership organizations upon such term- and conditions as the Board of Directors deems appropriate. These agreements shall, at a minimum, address the dues requirement to be paid to this organization**, the conditions for the participation in the governance of this organization, the specific services to be provided to the members of the affiliating organization and such other matters as are deemed appropriate by the Board of Directors.

Like-minded membership organizations shall provide full name, address, phone number, and e-mail for each of the member of those like-minded, membership organizations.

All membership dues that are received by Pennsylvania Farmers Union are not refundable. Anyone who is delinquent sixty (60) days in paying membership dues will forfeit any right to services that is offered through the Pennsylvania Farmers Union

-FIVE

ANNUAL CONVENTION

(a) Time and Place - The time and place of the State Convention shall be fixed by the Board of Directors; provided, however, that it shall be within three (3) months of the close of the fiscal year. The State Secretary shall provide notice through web-site, webinar, e-mails, electronic-**newsletters**, and other electronic means to notify the member and Information shall be posted not less than thirty (30) days prior to such meeting on PFU **website**.

(b) Quorum - a quorum for the transaction of business shall consist of two or more members from each of six (6) regions.

(c) Governing Rules - the Rules committee shall publish for adoption a set of rules for the convention and as to all other matters Robert's Rules of Order shall control.

(d) Resolutions and Policy Procedures -

1. All resolutions of the region shall be submitted to the State Office at least thirty (30) days before the opening of the State Convention, which shall be submitted to the Policy Committee. 2. The Policy Committee shall meet in advance of the convention to draft a tentative policy document to be considered by the voting membership at the convention. 3. Provisions shall be made for open hearings the first day of the convention at which time for the members **may propose written** resolutions not previously presented to the Policy Committee, or upon a majority vote of the members at the convention. 4. Resolutions not presented to the policy committee ahead of time may be presented to the floor of the state convention upon a majority vote of the members at the state convention to be considered by the voting membership of the State Convention.

(f) Voting Members

1. All voting members shall be paid-up members and in good standing. 2. The Credentials Committee will develop a means for clearly identifying the voting member from all other individuals at the State Convention.

3. Each PFU Member shall have the right to vote at the state convention, and all voting must be done in person and not by proxy. (One member-one vote).

(g) Special Convention A special convention may be called by the PFU 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.

(h) Nominations for delegations to National Convention - nominations of delegates to the National Convention shall be from the floor of the **convention, and balloting may occur on the same day as the nominations.**

(1) Rules Governing National Delegate Selection - The number of eligible delegates for the National convention is governed by the NFU bylaws and PFU will be advised **each year by the national secretary as to the number of eligible delegates. As for the procedures** for electing the delegated to the national convention and will be defined by the rule of the State Convention.

-SIX

OFFICERS

(a) The elected officers of the Pennsylvania Farmers Union shall consist of a President,

Vice-President, Secretary and Treasurer. Elected officer has the right to serve as a salaried employee of the State Union with the approval of the PFU Board of Directors and the PFU Board of Directors shall **establish and approve the level of compensation.** (b) Elective State President, Vice-President, Treasurer, and Secretary -

1. The elective offices of this PA Farmers Union shall be a President, Vice-President, Treasurer, and Secretary who shall be elected by a majority vote of the members present at the State Convention. 2. The President, Vice-President, Treasurer, and Secretary shall be or have been an active farmer and he or she shall be a member of Pennsylvania Farmers Union in good standing.

3. Any member seeking election for state office shall submit a resume, photograph and petition carrying ten (10) signatures of State Union members to the state office at least thirty (30) days prior to the state convention. The State office shall post information on PFU website and transmit these materials to the regional directors for distribution to the membership. No nominations will be permitted from the floor of the State Convention for the election of officers if the above requirements are not met.

4. The President, Vice-President, Treasurer, and Secretary shall take office immediately upon their election, and shall serve for a term of three (3) **years and may serve 3 consecutive terms.**

5. In the event of a vacancy in the office of Vice-President, it shall be filled by a director at the next meeting of the Board of Directors, and the individual selected shall serve until the next State convention.

(c) President - The President shall be the Chief Executive Officer of the State Union, and shall preside at all state conventions. He or she shall have the power to appoint committees, and in consultation with the Board of Directors, to carry out such functions as deemed necessary to the operation of the organization. The President shall perform other duties as required by the Board of Directors. Except upon resolution by the Board of Directors, the President shall serve as an officer without salary; however, he or she will be **entitled to a per diem allowance for meetings of the** Board of Directors and responsibilities relative to the organization. If the President is an employee of the organization, he or she shall not draw a per diem allowance in addition to salary unless specifically authorized by the Board.

The President is the Chief Executive Officer and has primary responsibility managing and implementing the day to day business of PFU and for implementing the adopted policy of the organization. The President shall have the right to relinquish, with the approval of the State Board of Directors, any PA Farmers Union Regional Director, Vice Regional Director and County Officer elected or appointed during his term, if that individual is not performing his/her duties defined by the by-laws and State Board of Directors. (d) Vice-President - The Vice-President shall perform the duties of the President in his or her absence, or in the case of the President's inability or refusal to

perform the duties of the office. In the event of a vacancy in the office of President, the Vice-President will assume the office and title of President (e) Secretary - The Secretary shall be elected by a **majority vote of the members present at the State Convention** and shall keep, or cause to be kept, a complete record of Association minutes of all Board meetings and serve all notices required by law. The Secretary shall have full voting rights as an officer of the Board of Directors. In the event of a vacancy, it shall be filled by an individual by the PFU Board of Director to serve until the next PFU State Convention.

(f) Treasurer - The Treasurer shall be elected by a majority vote of the members present at the State Convention and shall keep or cause to be kept a complete record of books and accounts of the Association. The Treasurer shall be custodian of all funds, securities and property of the Association, except for those responsibilities for which the Board of Directors had by Resolution assigned to others. He/she shall perform such other duties as may be required by the Board of Directors and these by-laws.

The Treasurer shall have full voting rights as an officer of the Board of Directors. In the event of a vacancy, it shall be filled by an individual appointed by the PFU Board of Directors to serve until the next PFU State Convention.

-SEVEN

BOARD OF DIRECTORS (a) Composition - The responsibility for administration of policies and programs of the State Union shall be vested in a Board of Directors, which shall consist of the PFU State President, State Vice-President, State Treasurer, State Secretary, six (6) Regional Directors, and two (2) Directors elected from the membership at large at the annual PFU State Convention. In the absence of the six (6) Regional Directors the Vice-Regional Director for that region shall be authorized to represent that region. Each Director so elected shall have one vote. Elected state offices shall be members of the Board of Directors and shall have one vote each.

(b) PFU Regional Directors will be elected by the membership at large within that region at the fall regional meeting.

1. There will be six (6) PFU regions within PA. That will defined by the map that is board approved and any changes to the regions must be approved by the PFU Board of Directors.

2. Each region shall have a PFU Regional Director and a PFU Vice-Regional Director. That will be elected by the members living within that region or if that region is vacant that director shall be appointed by the PFU Board of Directors until the next election can be held in that region.

3. To be elected as a PFU Regional Director the candidate must reside in the region and is a member in good standing

4. PFU Regional Directors will serve a three (3) year term. Regional Director can serve a max two (2) consecutive terms. 5. PFU Regional Director shall hold at least two (2) PFU regional meetings per year. 6. These PFU regional meeting shall consist of the members and county officers with in that region to address regional issues. 7. PFU Vice-Regional Director will be able to serve if the PFU Regional Director is not able to perform the duties of Regional Director. He/her will also be elected by the membership at large within that region at the fall regional meeting.

8. PFU Vice-Regional Director will serve a three (3) year term. Regional Director can serve a max two (2) consecutive terms. 9. All new policy changes from the county must go through one of the two regional meeting for support before coming to the state for approval

(c) Meetings - The Board of Directors shall meet at least two (2) times each year for the purpose of policy implementation, educational program planning, legislative discussion and action and other such duties and responsibilities as may require their action. Board members only shall receive a per diem as well as reimbursement for ordinary expenses they may incur as a result of their attendance at all meetings of the Board of Directors. The amount of the per diem that is received by the board member will be set and approved by the State Board of Directors. Special meetings may be called at any time upon reasonable notice by the President or by petition of a majority of the members of the Board. Telephonic/electronic meetings of the Board, including special meetings, are authorized provided all members of the Board have simultaneous engagement in the meeting and in a manner consistent with the laws of Pennsylvania. The bookkeeper of PFU should attend all full Board meetings to explain current financial status.

Should a special meeting be required, notice shall be given to the members not less than two (2) days prior to the meeting. Such notice shall include the date, time and place of the meeting as well as what business is to be considered during the special meeting. Only a quorum of the Board will allow for the transaction of business once a meeting is called

(d) Quorum -A majority of the Board of Directors shall constitute a quorum.

(e) Voting - Each member of the Board of Directors shall have one vote. (f) General Powers and Duties of the Board - The Board of Directors shall have the following duties and responsibilities

1. To designate depository banks and credit unions for the funds to the State Union, where such funds are insured by the federal government. 2. To designate the manner of keeping books, records and accounts; making sure they are kept neatly and accurately; that all books are current so that an inspection of the first of any month will disclose the true condition of the State Union. 3. To designate signatures for checks requiring two signatures on any check issued by the State Union. These signatures shall include the Secretary or Treasurer and the Assistant to the President of the **State Union but may**

not necessarily be limited to those individuals

4 To establish the fiscal year for the organization and further to ensure the production of annual financial statements showing both income/expense information and asset and liability information The Board shall also ensure that an audit of the financial accounts of the organization is conducted no less than every three years. 5. To pass upon the budget submitted by the President.

6. To make available the books for inspection to members of the Pennsylvania Farmers Union.

7. One or more directors may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Special meetings of the Board may be held by conference telephone or similar equipment, and the participation by a director in such call for any reason other than to object to lack of notice of the meeting shall constitute a waiver of any applicable **written notice requirement of these by-laws.**

(g) Bonds - Bonds shall be required for any officer or employee of the State Union charged with handling funds and the organization shall pay these costs.

(h) Executive Board - The Executive Board consisting of the State President, State Vice President, State Secretary, State Treasurer, and three (3) PFU Full Board Members. The three (3) full board members shall be elected by the members of the PFU Full Board Members at large. All Members of the PFU Executive Board Members will serve one (1) year term except for the State President State Vice President State Secretary, and State Treasurer and they will serve as long as elected to such office. Meetings will be called by the President, or upon notice signed by three or more members of the Committee.

The Executive Board shall confer not less than twice a year and the bookkeeper of the PFU should attend all Executive Board meetings to explain current financial status. The Executive Board may be held by face to face, video conference, conference telephone or similar equipment (i) PFU Full Board shall consist of 12 board members. The length of a term and how many terms can be served by PFU State Officers and directors is defined below. All PFU Full Board Members are full voting members.

1. State President Three (3) Year Term Max of three (3); **consecutive terms** 2. State Vice-President Three (3) Year Term Max of three (3), **consecutive terms** 3. State Treasurer Three (3) Year Term Max of two (2), **consecutive terms** 4. State Secretary Three (3) Year Term Max of two (2), **consecutive terms** 5. Six(6) Regional Directors Three (3)Year Term Max of two(2),**consecutive terms** 6. Two (2) Directors elected annually from the membership at the state convention. One (1) Year Term. Director can

serve a max of four (4), consecutive terms.

(i) The PFU Board shall approve and develop Regional Sub-division outside the state only with National Farmers Union approval first of the Regional Sub-division that is outside the state.

-EIGHT

COMMITTEES

This State Union shall have standing committees which may be established from time to time by the PFU Board of Directors approval of the committee, and the members of the committee shall be appointed by the PFU State President.

-NINE

COUNTY UNIONS

(a) How to Establish - eight (8) or more dues-paying members may organize a County Union by requesting the PFU Board of Directors of their desire and intent to organize themselves for the purpose set forth in these articles and The PFU Board of Directors will have to approve all county charters requests.

(b) Meetings - County Unions shall meet a minimum of two (2) times a year in regularly adequately publicized meetings. (c) Quorum - A quorum for the transaction of business at a County Union meeting shall consist of not less than four (4) members. (d) Elective Officers - The elective officers of the County Union shall be the President, Vice-President and Secretary/Treasurer, Who shall be elected at a regularly scheduled county meeting and serve for a minimum period of **two years**.

(e) Reports - Thirty (30) days prior to the State Convention, the County Secretary shall submit an annual report, with minutes, on activities and meetings to the PFU Regional Director, including a financial report. (f) Inactive County Unions - Any County Union which fails to meet the standards set forth in these Articles, or Convention for two consecutive years, may be declared defunct by the Board of Directors of the State Union. All property and funds belonging to the defunct county union shall become the property of the State Union, and shall be turned over to it by the officers of such county union upon notice of cancellation of the county charter. Such County Union shall have an opportunity to redress to the Board of Directors of the State Union at their next regular meeting following such notice.

-TEN

INDEMNIFICATION AND LIABILITY

(a) The corporation shall indemnify any person who has or is a party or is threatened to be made 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 such person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of other corporation. Nothing contained in this section shall authorize the corporation to provide any officer or director or other person to receive indemnification for any action taken, failure to act, which action of failure to act is determined by the court, in the action proceeding or suit, to have constituted willful misconduct or **recklessness**.

(b) Expenses actually and reasonably incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 1 of the Article shall 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 the person who may be entitled to indemnification under that Section, to repay such amount if it shall ultimately be determined that **he or she is not entitled to be indemnity by the corporation**.

(c) No director of the corporation shall be personally liable for **monetary damages for any action taken**, or failure to take any action unless (a) director has breached or failed to perform their duties of his or her office under section 8363 of 42 Pennsylvania Consolidated Statutes Annotated; and (b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness; provided, however, that the provisions of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

(d) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, joint venture, trust, partnership, or other enterprise of any nature against any liability asserted against him or her and incurred by him or her any such capacity, or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability.

- ELEVEN

AMENDMENTS

Amendments to these by-laws may be made by a majority vote in any regular convention of members present, or in any special convention, and a copy shall be made available for review by the members no later than fifteen (15) days before the vote thereupon is taken.

-TWELVE

DISSOLUTION In the event of dissolution of the State Union, the provisions of the National Charter and Bylaws shall apply in the same manner as provided in case **of**

revocation of charter.