

BY-LAWS  
OF  
MONTGOMERY COUNTY FARM BUREAU, INC.  
(adopted 11/10/2016)

The purpose and objectives of the Montgomery County Farm Bureau, Inc. shall be: 1) to aid and encourage agriculture by developing and maintaining a membership and service organization for its members, 2) to cooperate with Maryland Farm Bureau, Inc., American Farm Bureau Federation, University of Maryland Extension, and other organized agricultural groups and 3) to develop, foster and promote the social, educational, economic and legislative interests of farmers and of agriculture.

ARTICLE I. PRINCIPAL OFFICE

**Section 1 Principal Office.** The principal office of the Corporation shall be located in or at a place designated by the Board of Directors.

ARTICLE II. MEMBERSHIP

**Section 1. Eligibility.** Membership in the Montgomery County Farm Bureau is open to anyone with an interest in the organization's objectives and services.

**Section 2. Types of Memberships.** The "Voting Members" of the Corporation shall be composed of individuals, partnerships, corporations and associations, who are actively engaged in the production of agricultural products or are affiliated agricultural businesses; or lessees and tenants of land used for the production of agricultural products; or lessees and/or landlords who receive as rent, either in kind or cash, all or part of crops and/or livestock products on land used for agricultural purposes; or persons living on a retirement income primarily derived from past or present agriculture; by being actively engaged in an agriculturally-related career or otherwise earning their livelihood by supporting agriculture.

All other persons, partnerships, unincorporated associations and corporations interested in the organization's basic objectives may apply to join as an "Associate Member", 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 as set forth, except that they shall not be entitled to vote, or to hold any elected office, including that of Board Director.

Upon unanimous approval of the exception by the Board of Directors, persons who have taken an extraordinary interest in agriculture, but who do not meet the aforementioned qualifications of a Voting member, may be offered Voting membership.

**Section 3. Application for Membership.** Applications for membership, indicating Montgomery as the county of choice, shall be submitted, with the appropriate fees, to the Maryland Farm Bureau for processing and designation of Regular Member (voting) or Associate

Member (non-voting) status. However, the Montgomery County Farm Bureau Board of Directors will make the final decision regarding membership status of new members should there be any question regarding the initial designation.

**Section 4. Dues.** The annual membership dues remitted to the county shall be established by the Board of Directors, and any change in the amount, as well as the effective date, shall be announced at the Annual Meeting of the Corporation.

**Section 5. Withdrawals and expulsions.** Any member may withdraw from this Corporation by presenting to the Secretary a written resignation. The Board of Directors may expel any member of the Corporation at any duly convened meeting for failing to comply with the By-Laws or with any rules or regulations of the Corporation provided that five (5) days' notice has been given to the member, in writing, indicating the intention to cause the expulsion and the specific reason for the proposed action, and informing the member of his/her right to appear and be heard. An expulsion action shall require a 75% majority vote. In the event of expulsion, the member shall no longer be entitled to any rights, privileges and benefits of membership.

**Section 6. Indemnification.** The corporation shall indemnify each director, officer, employee or agent (or former director, officer, employee or agent), his/her heirs and personal representatives, against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by him/her in connection with any suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) to which he/she may be a party by reason of his/her being, or having been, a director, officer, employee or agent of the Corporation, or at its request, of any other corporation, partnership, joint venture, trust or any other enterprise from which he/she is not entitled to be indemnified if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that any court should determine that despite the adjudication of liability but in view of all reasonable entitled to indemnity for such expense which such court shall deem proper. The foregoing right to indemnification shall be in addition to, and not exclusive of, any other rights to which such director, officer, employee or agent may be entitled.

### ARTICLE III. MEETINGS OF THE CORPORATION

**Section 1. Annual meeting.** An annual meeting of the Corporation shall be held each year at least 2 months after the end of the fiscal year (currently June 30), the date and place to be selected by the Board of Directors or by the Executive Committee, if such power is thereby delegated to it. The rules contained in the latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Corporation. The President shall appoint a Parliamentarian from the ranks of the Board of Directors.

**Section 2. Special meetings.** Special meetings of the Corporation shall be called by the President when requested in writing by ten percent (10%) of the members or by a majority of the Board of Directors. No business may be transacted at any special meeting unless such business was specified in the notice of such meeting.

**Section 3. Notice of meetings.** Notice of all meetings shall be “in the hands” of members not less than seven (7) days before such meetings.

**Section 4. Quorums.** The presence of five percent (5%) of the Voting membership shall constitute a quorum for the meetings of the Corporation.

**Section 5. Voting.** Each Voting member, consisting of an “immediate family” (including minor children), shall be entitled to one vote only. Individuals, corporations and partnerships shall be entitled to one vote only. Associate members shall not be entitled to vote or to hold office.

**Section 6. Elections.** At all elections, nominations shall be made by a Nominating Committee and from the floor by individual members as they desire.

#### ARTICLE IV. BOARD OF DIRECTORS

**Section 1. The Board of Directors.** The affairs of the corporation shall be managed by the Board of Directors, consisting of five (5) Directors elected At Large (two of which will be from the ranks of the Young Farmers and Ranchers), four (4) Directors elected from the two (2) geographic areas of Montgomery County (two from the area west of Interstate 270 and two from the area east of Interstate 270) and five (5) Directors elected from representatives of the agricultural enterprise areas listed below, with no more than one (1) representative from any one enterprise area within this group of five Directors. (The enterprise areas represented by the At Large, Geographical and additional Directors will not be counted in determining the Director nominees in the Enterprise Area group. Likewise, Geographical areas from which other Directors originate will not be counted when choosing Geographical Director nominees.) Additional Directors shall include the Chair of the County Young Farmers and Ranchers, the two Vice Presidents, the President (votes only to break ties) and the Immediate Past President. However, the Immediate Past President shall be a member of the Board for just the first year after leaving office. With all positions filled, the Board will consist of 19 members in the first year after a Presidential retirement and 18 members in all other years.

The Enterprise Areas shall be:

- Agribusiness (business person involved in the agricultural services area)
- Agritourism
- Equine
- Forestry
- Field crops or hay
- Fruits or vegetables
- Livestock, dairy or poultry

Nursery, greenhouse, or landscaping

The list of Enterprise Areas shall be reviewed every five (5) years (each time the year ends in a zero or a five) and be amended to reflect the then current agricultural industry in Montgomery County.

In the event that it is impossible to find an appropriate Board nominee within the specified categories, an additional At Large candidate may be nominated for that year.

**Section 2. Term of Office.** The term of office for Directors (except the one from the Young Farmers and Ranchers Committee, which shall have no term limits) shall be three (3) years and if reelected, a Director may serve a second three-year term. Directors shall not be eligible to serve as a Director again until one year after the expiration of their second consecutive term. Director terms shall be staggered such that approximately one third (1/3) of the Directors shall be elected each year. The newly elected Directors shall assume office immediately upon conclusion of the Annual Meeting at which the election was held. The list of the members of the Board of Directors, with the year of term expiration and the term number currently being served, shall be updated annually by the Nominations and Annual Election Committee.

**Section 3. Director(s) nomination and election.** All Directors (except those from the Young Farmers and Ranchers Committee) shall be nominated by the Nominating Committee or from the floor by Montgomery County Farm Bureau voting members present at the Annual Meeting. Elections shall be held at the Annual Meeting immediately following the announcement of the results of the Vice Presidential election. All nominees shall be listed on the ballot within their Director category (Geographical Area, Enterprise Area, At Large/Young Farmers and Ranchers) with voters instructed to cast votes within each category for the number of vacancies within that category. Nominee(s) with the most votes within categories shall be elected. Directors shall assume office immediately upon conclusion of the annual meeting at which the election was held.

**Section 4. Removal of Directors.** Any director shall be removed from the Board of Directors for failure to attend four (4) consecutive meetings of the Board. It shall be the duty of the President to inform said Director of his/her removal. The President may choose to not remove a delinquent Director if there is just cause for an exception. The President shall explain his/her reasons for the proposed exception to the Board and accept verbal comments from the Board on his/her proposed exception. A director may also be removed for cause by a seventy-five percent (75%) vote, by secret ballot, of the full Board of Directors. Absentee ballots may be used to poll the full Board.

**Section 5. Vacancies.** In the event of a vacancy in the Board through death, resignation or other cause, the remaining directors may, by a majority vote, elect a successor to hold office until the next Annual Meeting, at which time a director shall be elected.

**Section 6. Meetings.** Meetings of the Board shall be held monthly. Special meetings of the Board may be called at any time by the President or by five (5) Directors. Members of the Board shall receive at least seven (7) days previous notice of the time and place of said meetings and in

the event of a special meeting, the purpose for which it is called shall be stated in the notice. The rules contained in the latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Board of Directors. The President shall appoint a Parliamentarian from the ranks of the Board of Directors.

**Section 7. Quorum.** A simple majority of all Board positions currently filled shall constitute a quorum.

## ARTICLE V. OFFICERS.

The officers of the Corporation shall consist of President, First Vice President, Second Vice President, Secretary, and Treasurer. Presidents may serve two consecutive, three-year terms as President, after which they shall not be eligible to serve as President again until at least one year after the expiration of their second consecutive term. There are no term limits for the other officers.

**Section 1. Election of President and Vice Presidents.** The President, First Vice-President and Second Vice-President shall be elected at the Annual Meeting from the County at large and shall serve as directors at large. When possible, two or more nominees shall be selected for President. The one receiving the highest number of votes shall be President. Balloting for President will immediately follow the nominations for that office. The ballots for President will be counted and the results of that election will be announced by the tellers before the floor is opened to nominations for the offices of First Vice-President and Second Vice-President.

When possible, there shall be three or more nominees selected for the offices of Vice President. Balloting for the Vice Presidential offices will immediately follow the nominations for those two offices. The ballots will be counted and the results of that election will be announced by the tellers. The nominee receiving the highest number of votes shall be First Vice-President and the nominee receiving the next highest number of votes shall be Second Vice-President.

The newly elected officers shall assume office immediately upon conclusion of the Annual Meeting at which the election was held.

**Section 2. Duties of President and of Vice-Presidents.** The First Vice-President and the Second Vice-President shall exercise the full powers of Directors. The presiding officer at Board meetings (usually the President) shall have no vote except in case of a tie. The President shall perform such duties as usually pertain to this office, shall preside at all Annual and special county meetings of members and meetings of the Executive Committee and the Board of Directors, and may call special meetings of the members of the organization or any committee, when he/she deems it advisable. On the application in writing of not less than ten percent (10%) of the voting members of the organization in good standing or upon request of a majority of the Board of Directors, he/she shall call, when requested and at the usual meeting place, a special meeting of the members of the organization, the Board of Directors, or the Executive Committee. The President shall also appoint a Parliamentarian, who shall advise the presiding officer on questions of procedure in transacting the business of the Annual Meeting and meetings of the

Board of Directors. The First Vice-President shall preside in the absence of the President and in the event of the absence of President and First Vice-President, the Second Vice-President shall be the presiding officer.

**Section 3. Election and Duties of Secretary.** A Secretary shall be elected annually by the Board of Directors at the first meeting following the Annual Meeting. The duties of the Secretary shall be those which usually pertain to such office, and such other duties as may be prescribed by the Executive Committee. He/she shall keep a record of all meetings and transactions of the organization and shall, when so instructed by the President, give notice of all meetings of the organization, Board of Directors, Executive Committee and Special committees.

If the Montgomery County Farm Bureau hires an Independent Contractor, the duties of Secretary may be assigned to that individual, if the Board so desires. The Independent Contractor's contract shall be for one year only and may be renewed annually, at the discretion of the Board.

**Section 4. Election and Duties of Treasurer.** A Treasurer shall be elected annually by the Board of Directors at the first meeting following the Annual Meeting. The duties of the Treasurer shall be those which usually pertain to such office. He/she shall have charge of all the funds of the corporation, shall deposit or invest them in such financial institutions or investment vehicles as the Board of Directors shall direct and disperse funds as directed by the Board. The Treasurer shall keep a record of all membership dues and shall make a detailed report at each Board meeting and at the Annual Meeting, showing the monthly income and expenditures, as well as the status of investments and a report of the true financial condition of the corporation. The Treasurer will also forward appropriate financial information to the accountant preparing annual tax forms and to assigned auditors when an audit is authorized by the Board.

**Section 5. Executive Committee.** The Executive Committee shall have charge of the business of the Corporation between meetings of the Board and its actions shall be reviewed by the Board at its next meeting and be amended if necessary. The Executive Committee will consist of the two Vice Presidents, the President and the Immediate Past President. However, the Immediate Past President shall be a member of the Executive Committee for just the first year after leaving office. The Secretary and Treasurer shall attend as non-voting members to record the business of the Executive Committee and advise the Executive Committee on matters of finance, respectively. The minutes of the Executive Committee meeting will be presented to the full Board at the next Board meeting.

The new Executive Committee will meet as soon as possible after the Annual Meeting to develop committee assignments, determine which standing committees each Vice President will monitor and establish an agenda for the first Board meeting after the Annual Meeting.

**Section 6. Compensation.** The compensation of any officer and/or contractor shall be determined by the Board of Directors.

## ARTICLE VI. COMMITTEES

**Section 1. Committees.** The President shall annually appoint (at the February Board meeting), in consultation with the Executive Committee, all standing committees provided for in the By-Laws. Each Vice President will be assigned half of the standing committees to serve as a liaison between the President and the committees. The President may also appoint Special Committees to deal with issues and circumstances not otherwise provided for in the By-Laws. Should any committee fail to carry out the duties assigned, the committee may be discharged by the President, after consultation with the Executive Committee, who will then appoint a new set of committee members in the previously described fashion.

**Section 2. Standing Committees.** The standing committees are listed below, along with any specific requirements regarding membership of the committee. The committees shall be appointed annually and their term of duty will begin when appointed at the February Board meeting and run until new appointments are made in the following February.

-Communications

-Finance (President and Treasurer shall be members)

-Legislative Affairs

-Membership

-Nominations and Annual Election (President shall not be a member)

-Promotion and Education (will appoint a female member to attend State Women's Leadership Committee meetings)

Policy Development

-Scholarships

-Special Events

-Young Farmers and Ranchers

## ARTICLE VII. MISCELLANEOUS

**Section 1. Delegates.** The Board of Directors shall select delegates and alternates to the Annual Meeting of the Maryland Farm Bureau, Inc., as well as the delegates and alternates to any special meeting or conference of the aforesaid Maryland Farm Bureau, Inc.

**Section 2. Fiscal year.** The fiscal year shall begin on the 1st day of July and terminate on the last day of June of each year.

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

**Section 4. Distribution of assets in the event of Corporation dissolution.** No distribution of the property of this Corporation shall be made until all debts are fully paid, and then only upon its fiscal dissolution and surrender of organization and name, and as otherwise provided by law; nor shall any distribution be made except by a two-thirds vote of the members. But this prohibition shall not operate to prevent the Corporation, while acting in the capacity of agent, from receiving and/or distributing or disbursing any fund or funds.

**Section 5. Cooperative Business Services.** Whenever the Corporation shall exercise the power, as provided for in the Articles of Incorporation, to perform cooperative service, either as a corporate agency or through agencies controlled by it, there shall not be paid under such cooperative service, dividends on stock or membership capital in excess of eight percent (8%) per annum. And any net income in excess of reasonable additions to reserves as established, shall be distributed to the patron members, as producers, or consumers, on the basis of patronage. In the conduct of any one of such activities, the Corporation in such capacity or capacities, shall not deal in the products of, or handle supplies for, non-members, to an amount greater in value than such as are handled by it for members, during any fiscal year.

**Section 6. Disqualification.** In case any officer or Director of the Montgomery County Farm Bureau becomes a candidate for a county, state or national elective office, his resignation shall automatically become effective and a vacancy shall thereby be created.

*(Note: Section 1, 2 & 3 revised November, 1991)*

## ARTICLE VIII. AMENDMENTS

**Section 1.** These By-Laws may be amended at any Annual or special meeting of the Corporation providing that such proposed amendment or amendments shall have been submitted to the membership at least thirty (30) days prior to the date of said Annual or special meeting. An amendment may be adopted, or amended and adopted, by the affirmative vote of two-thirds of the Corporation members present at such meeting.

**Section 2.** Amendments to these By-Laws shall become effective as of the date of adoption unless said amendments specify otherwise.