

**BYLAWS**  
**of**  
**Carroll County Agriculture Association, Inc.**

Effective March 1, 2008

**ARTICLE I**  
**Name**

**Section 1.1. Name.** The name of this Corporation shall be **Carroll County Agriculture Association, Inc.**, hereinafter referred to as "Corporation."

**ARTICLE II**  
**Purposes**

**Section 2.1. Purposes.** The purposes of the Corporation are:

(a) The Corporation is organized for the purpose of promoting agriculture through Best Management Practices and to enhance and sustain the Carroll County community. **Carroll County Agriculture Association, Inc.** will do all things not prohibited by law which shall accomplish the purpose set forth above and to exercise any and all rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, as amended from time to time, as is in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

(b) To perform any purpose which nonprofit corporations are authorized under the Indiana Nonprofit Corporation Act of 1991 ("the Act").

**ARTICLE III**  
**Membership**

**Section 3.1. Classes of Members.** There may be three (3) classes of Members: Industry Members, Agribusiness Members and Student Members. The Board of Directors may add or amend Membership classes, benefits and responsibilities from time to time.

**Section 3.2. Industry Members.** Industry Members individuals or corporations which are actively engaged in one or more areas of agriculture industry, including (but not limited to), corn, soybeans, wheat, swine, bovine, dairy, and sheep.

**Section 3.3. Agribusiness Members.** Agribusiness Members are individuals or corporations which support and benefit the agriculture industry.

**Section 3.4. Student Members.** Student Members are youth currently enrolled in high school or college, and may include members of FFA Clubs and 4-H Jr Leaders. Student members are non-voting, advisory Members.

**Section 3.5. Membership Dues.** Membership Dues may be set by the Board of Directors.

**Section 3.6. Voting.** Except as otherwise provided herein, all active members as listed on the current Membership Roll are entitled to one vote.

**ARTICLE IV**  
**Member Annual Meeting**

**Section 4.1. Annual Meeting.** The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place. The purpose of the Annual Meeting will be to report on the activities of the Corporation from the previous year, and to elect Directors to the Board of Directors.

**Section 4.2. Special Meetings.** Special meetings may be called by the President or the Executive Committee, or by written notice signed by at least twenty-five percent (25%) of members listed on the current Membership Roll.

**Section 4.3. Notice.** Notice of each meeting shall be given to each voting member by mail or electronic mail not less than 14 days before the meeting.

**ARTICLE V**  
**Board of Directors**

**Section 5.1. Number.** There shall be no fewer than seven (7) Directors and no more than twelve (12). At least one Director will be will be elected or appointed to represent each of the agricultural segments listed in Section 5.4, below.

**Section 5.2. Compensation.** The members of the Board of Directors will receive no compensation other than reimbursement of reasonable expenses as approved by a vote of the Board of Directors.

**Section 5.3. Carroll County Extension Educator.** The Carroll County Extension Educator may be invited as a non-voting, advisory member of the Board of Directors, and act as a liaison between the Corporation and Purdue University.

**Section 5.4. Composition of Board of Directors.** The composition of the Board of Directors of the Corporation will represent the diverse agricultural community in Carroll County. At least one representative will be elected or appointed to represent the following segments of Carroll County Agriculture:

(a) Corn                      (b) Soybeans                      (c) Swine                      (d) Beef                      (e) Dairy

(f) Agribusiness - includes representatives from businesses which support the enhancement of agriculture in Carroll County;

(g) At Large - includes representatives from all other agriculture businesses in Carroll County, including, but not limited to, organic farming, specialty crops, speciality livestock, and minority producers.

(h) Student - Students representing the Carroll FFA and the Delphi FFA will be invited to serve as Student representatives to the Board of Directors.

Industry representation may be added or removed, from time to time, as productivity in a new or declining area of agriculture exceeds or falls below seven (7) producers who actively engage in that agriculture industry.

**Section 5.5. Duties.** The Board of Directors shall manage the affairs of this Corporation and shall have such powers as are given by law.

**Section 5.6. Qualifications.** The Directors shall be individuals. Other Directors may have such other qualifications as may be necessary. Directors must be active members in good standing, or duly appointed representative of active corporate members in good standing.

**Section 5.7. Meetings.** An annual meeting of the Board of Directors shall be held after the Annual Meeting of Members each year, or as otherwise determined by the Board of Directors. Special meetings may be called by the President or upon request of any Director and upon not less than one day's notice to each Director.

**Section 5.8. Action by Unanimous Written Consent Without a Meeting.** Any action which is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action to be taken and the effective date thereof is signed by all of the Directors. A copy of the consent shall be filed with the minutes of the meetings of the Board of Directors.

**Section 5.9. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum and an act of the majority of those present shall be an act of the Board of Directors.

**Section 5.10. Election and Term.** Except for the Extension Educator, all Directors shall be elected by the current Members at their annual meeting or by the Board of Directors at any other time to fill a vacancy and shall serve until the next annual meeting of the Directors or until their successors are duly chosen and qualified. Each Director shall be elected for a term of three (3) years. Directors may not serve more than two (2) consecutive terms. Individuals shall be eligible for re-election after a one-year absence from the Board. The terms of the Directors shall be staggered so approximately one-third (1/3) of the Directors are elected annually.

**Section 5.11. Resignation.** Any Director may resign any time by giving written notice of such resignation to the Board of Directors, the President or Secretary of the Corporation. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

**Section 5.12. Removal.** A Board member shall be automatically removed from the Board if she or he has three (3) unexcused absences from Board meetings in a year. The Secretary will notify the absent Board Member in writing of his or her removal under this Section. A Board member may be removed for other reasons. A decision on the motion to remove a director for reasons other than non-attendance must be voted by a 2/3 majority vote for the motion to be carried.

## **ARTICLE VI**

### **Board Committees**

**Section 6.1. Designation of Committees.** The Committees of the Corporation will include standing committees and special committees. The Board of Directors will appoint Committee Chairs for each Committee. The Chair of each Committee must be a Member in good standing, but other Committee

members may be Members of the Corporation or other community representatives. The President may appoint special committees, from time to time, for the purpose of addressing special issues or projects.

**Section 6.2. Standing Committees.** Standing Committees may include the following listed Committees, in addition to other committees that the President or Board of Directors may appoint:

- (a) *Agriculture Economic Development* - The Agriculture Economic Development will work with the Carroll County Economic Development Corporation and the Members to promote and develop and attract agribusiness to Carroll County.
- (b) *Best Management Practices/Certification* - The BMPC Committee will work with the Extension Educator and State certification boards to assist and encourage local agriculture businesses to use "Best Management Practices" in all aspects of agriculture, and to promote training, education and certification of Carroll County farmers for the improvement and enhancement of the agriculture industry and of the community.
- (d) *Community Activities* - The Community Activities Committee will help coordinate outreach activities with the Community, including assistance at farm-related events, 4-H fair, and school events.
- (e) *Education* - The Education Committee will work with the Carroll County Extension Educator, the local schools and the local chapters of FFA to help educate our youth about agriculture and its importance in Carroll County.
- (f) *Finance and Fund Raising Committee* - The Finance and Fund Raising Committee will approve budgets, prepare financial reports for presentation to the Board, and monitor the fiscal soundness of the Corporation. This Committee will also assist with fund raising activities to improve the fiscal well-being of the Corporation, as well as for public benefit and scholarships.
- (g) *Government Affairs* - The Government Affairs Committee will work with state and local government officials to promote and enhance agriculture and agribusiness in Carroll County.
- (h) *Public Relations* - The Public Relations Committee will work with the Carroll County Extension Educator and the media to promote agriculture and agribusiness in Carroll County.
- (i) *Scholarship* - The Scholarship Committee will develop scholarship eligibility criteria, review scholarship applications and award scholarships.

## **ARTICLE VII** **Officers**

**Section 7.1. Officers.** The officers shall consist of President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time establish.

**Section 7.2. Qualifications.** All officers shall be Directors. Any Director may hold more than one office.

**Section 7.3. Election and Term.** All officers shall be elected by the Directors at their annual meeting and shall serve until the next annual meeting of the Directors or until their successors are duly chosen

and qualified. A vacancy in any office shall be filled by the Directors.

**Section 7.4. President.** The President shall be the chief executive officer of the Corporation; shall have general and active supervision and management of the affairs of the Corporation, all officers and agents of the Corporation; shall see that all orders and resolutions of the board are carried into effect, and, in general, shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to him/her by the Board. The President is a voting member of the Board of Directors.

**Section 7.5. Vice-President.** The Vice-President shall assist the President and shall perform such duties as may be assigned them by the Board of Directors or the President. Unless otherwise provided by the Board, in the absence or disability of the President, the Vice President shall execute the powers and perform all of the duties of the President.

**Section 7.6. Secretary.** The Secretary shall be responsible for keeping records of Board actions, including the recording of all voting and overseeing the taking of minutes at all the board meetings and shall perform such duties as may be assigned them by the Board of Directors or the President.

**Section 7.7. Treasurer.** The Treasurer shall be the custodian of the funds of the Corporation and shall keep full and accurate books of account showing the financial condition of the Corporation and the results of its operation, and shall assume such additional duties as the Board of Directors may designate from time to time.

## **ARTICLE VIII Fiscal Policies**

**Section 8.1. Books and Records.** The Corporation shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation or its agent shall maintain a complete and accurate list of all Members and Directors, including names and addresses. All such books, records and lists of the Corporation shall be open to inspection and copying during the usual business hours for all proper purposes of the Corporation.

**Section 8.2. Authorization of Expenditures.** Any officer may make expenditures or obligations of funds of Corporation or combination of officers of Corporation as may be determined from time to time by the Board of Directors.

**Section 8.3. Contracts.** All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President or Vice President and attested by the Secretary.

**Section 8.4. Loans to Officers and Directors.** The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation

**Section 8.5. Dissolution of the Corporation.** In the event of the dissolution of the Corporation, the

Board of Directors shall, after paying and making provisions of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes, specifically for ag education, as shall at the time qualify as an exempt organization or organizations under 501(c)(3) or (5) of the Internal Revenue Code set in 1984 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 8.6. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

#### **ARTICLE IX Prohibited Activities**

**Section 9.1. Prohibited Activities of the Corporation.** Notwithstanding any other provision of this Code of Bylaws, no Director, officer, or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor provision to provisions thereto.

#### **ARTICLE X Conflict of Interest**

**Section 10.1. General.** The Board of Carroll County Agriculture Association, Inc., shall administer the affairs of Carroll County Agriculture Association, Inc., honestly and economically and exercise their best care, skill, and judgment for the benefit of Carroll County Agriculture Association, Inc. The Officers shall exercise the utmost good faith in all transactions relating to their duties for Carroll County Agriculture Association, Inc. In their dealings with and on behalf of Carroll County Agriculture Association, Inc., they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between Carroll County Agriculture Association, Inc., interest and that of the individual or an organization affiliated with the individual.

**Section 10.2. Disclosure of Potential Conflict.** Any officer, Director or Staff member of Carroll County Agriculture Association, Inc., shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.

**Section 10.3. Conflict of Interest Defined.** A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or Staff member of Carroll County Agriculture Association, Inc., is in a position to exert influence, in dealings with or on behalf of Carroll County Agriculture Association, Inc., which would give preference to any other business or charitable organization with whom the officer, Director, or Staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.

**Section 10.4. Waiver of Conflict.** Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Corporation to approve activity

in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

**Section 10.5. Recusal from Decision-making.** Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters relating to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

#### **Article XI Indemnification**

**Section 11.1. Indemnification of Officers and Directors.** Every person who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Indiana Code §23-17-16-12 to have met the standard of conduct specified in Indiana Code §23-17-16-8. Upon demand for such indemnification, the Corporation shall proceed as provided in Indiana Code §23-17-16-12 to determine whether such person is entitled to indemnification.

#### **Article XII Amendments**

**Section 12.1. Amendment to Bylaws.** These Bylaws may be altered, amended or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of such meeting shall have stated that the Bylaws are to be amended, altered or repealed or if all Directors at the time are present at such meeting.

#### **END OF BYLAWS**

- Updated:**            March 20, 2012
- Removal of Carroll County Green Committee (Committee not needed)
  - Change of Organizational meeting of Board to the first Board meeting following the Annual meeting (practical consideration)
  - Change of designated distribution of assets upon dissolution from (c)(6) to (c)(5) (clerical correction)
- March 21, 2017
- Article V, Section 5.4(h) changed Change designation of student representative to include two student representatives consisting of both Carroll and Delphi FFA representatives.