

BYLAWS OF WASHTENAW COUNTY FARM BUREAU  
AMENDED SEPTEMBER 22, 2011

Article I - Relationship with Michigan Farm Bureau

Section 1. The members of this corporation shall be members of the Michigan Farm Bureau. The relationship between this corporation and the Michigan Farm shall be described and set forth in the County Farm Bureau Relationship Agreement between said corporations.

Article II - Membership

Section 1. Regular Membership - Only persons engaged in the production of agricultural or horticultural products, including lessees and tenants of land used for the production of such products, or lessors and landlords who receive as rent all or part of the crop raised on the leased or rented premises, or the proceeds thereof, shall be eligible for regular membership in this corporation, upon the approval of the membership application of such applicant at the direction of the Board of Directors. Any persons who have been members for a period of five consecutive years immediately prior to retiring from farming, and who do not take other full-time employment, shall be eligible to continue thereafter, as members, as long as an unbroken record of payment of dues is maintained.

Section 2. Associate Membership - Other persons interested in agriculture may become associate members by making application and, if accepted by the Board of Directors, upon execution of the membership agreement, will be entitle to the rights of membership, excepting the right to vote.

Section 3. Family Membership - Membership in this corporation shall be a family membership comprised of the husband and wife and shall include all unmarried children until the end of the calendar year in which any child reaches the age of 21 years.

Section 4. Term of Membership - The term of membership for any member of this corporation shall continue only during the term for which his or her dues are fully paid and accepted by the corporation, and such member fulfills all other qualifications and requirements.

Section 5. Obligation of Membership - It shall be understood that persons holding membership in this corporation shall be

subject to the provisions of the articles of incorporation and bylaws of this corporation and of the Michigan Farm Bureau.

Section 6. Transfer of Membership - Membership shall not be transferable by assignment, sale, or inheritance.

Section 7. Expulsion and Cancellation - Any member may be expelled from this corporation and his or her membership canceled for flagrant and persistent violation of the bylaws, rules, and regulations of this corporation, or for engaging in any course of conduct harmful and/or hostile to this corporation and/or to the purposes for which this corporation was formed. Ten (10) days written notice must be given to such member, requesting him or her to appear before the Board of Directors, and to make answer to charges upon which the motion for expulsion is based. If such member fails to appear for such hearing or, if after hearing, the Board of Directors finds that the charges are true, it may expel the member from this corporation or suspend his or her voting rights herein for such period of time as the Board may determine. Upon expulsion, all interests of the expelled member in this corporation and its property and business shall cease.

Section 8. Reinstatement - In the event that a member of this corporation, having once been expelled, as herein provided, shall rectify the situation upon which his or her expulsion was based to the satisfaction of the Board of Directors. Said Board of Directors shall have authority to determine the manner and means by which such member may be reinstated to membership in this corporation.

Section 9. Life Membership - Life membership in the Michigan Farm Bureau issued prior to November 8, 1944 shall entitle the holder thereof to all rights granted there under, including membership in this County Farm Bureau. No life membership shall be recognized if issued after November 8, 1944.

#### Article III - Meetings of Members - Voting Rights

Section 1. Annual Meeting - The Annual Meeting of this corporation shall be held not later than October 15th, at such time and place as shall be determined by the Board of Directors. Written notice of said meeting shall be given by the secretary to each member at his or her post office address as the same appears on the books of this corporation no less than ten (10) or more than sixty (60) days prior to the date of such meeting.

Section 2. Special Meetings - A special meeting of the members may be called by the president and any two directors and shall be called on the written request of one-tenth (1/10) of the regular memberships of the corporation. Upon the receipt of such requests in proper form, the secretary shall prepare and

mail a notice of such meeting to all members as provided in Section I of this Article. Such notice shall state the nature of the business to be transacted, and all action taken at such meeting shall be limited to the business prescribed by such notice.

Section 3. Quorum in Member Meetings - Subject to the provisions of the Act under which this corporation is organized, with respect to the vote which may be required by law for a specific action, a quorum at the meeting shall be constituted by:

Representation by 25 regular memberships, plus 3% of the regular memberships in excess of 100.

Section 4. List of Members - A list of members eligible to vote shall be made available at all official meetings of the membership.

Section 5. Voting Rights - At any regular or special meeting of the members, the husband and wife under a regular membership shall each be entitled to one vote. There shall be no voting by proxy. A mail ballot or consent may be used in cases where the statute requires that a certain action be taken by a larger number of members than is specified in these bylaws.

Section 6. Order of Business - Business meetings of this corporation shall follow such order and procedure as shall be determined by the Board of Directors. Such order shall be guided by acceptable and recognized Rules of Order.

#### Article IV - Board of Directors

Section I. Number of Directors and Basis of Representation - The business, property, and affairs of this corporation shall be managed by the Board of Directors not to exceed fifteen (15) in number. For the purposes of representation:

The county shall be divided in eight (8) districts. Districts shall consist of the following townships respectively:

District1 Salem, Superior, Ann Arbor, and Northfield

District2 Webster and Dexter

District3 Lyndon and Sylvan

District4 Lima and Scio

District5 Ypsilanti, Augusta, Pittsfield and York

District6 Saline and Lodi

District7 Freedom and Sharon

District8 Manchester and Bridgewater

One (1) director shall be elected from each district. In addition, there shall be five (5) directors elected at-large

within the county. There shall be elected a candidate nominated by Promotion and Education Committee and there shall be elected a candidate nominated by the Young Farmer Committee. Election of all directors shall be by vote of the membership at the County Farm Bureau Annual Meeting.

Section 2. Terms of Office - Director's from districts and those elected at-large shall be elected to serve for terms of three (3) years. Any such district director may be elected for not more than two consecutive full terms. A director at-large may be elected for not more than three consecutive full terms. Directors may again become a candidate for election after a one year lapse.

The directors representing the Promotion and Education Committee and the Young Farmers Committee shall each serve for a term of one year, with no limitation of terms.

(NOTE: Directors may also be elected on staggered terms, such as by even and odd numbered districts.)

Section 3. Procedures for Nominating and Electing Candidates to the Board of Directors - The Board of Directors shall appoint a nominating committee no later than July of the year in which the election is to be held. The Board shall make a reasonable effort to have each district of the county represented on the nominating committee. This committee shall draft a slate of no less than two candidates per district to fill vacancies caused by expiring terms, and two candidates for each position of director at-large, where vacancies in such offices shall occur.

(NOTE: It is strongly recommended that nominations be made by geographic area, unless Community Action Groups consist of members from all geographic areas of the county.)

Nominating committee shall contact all nominees in advance of nomination to obtain their agreement to serve if elected, and such agreement, preferably, should be obtained in writing.

Nomination of candidates from the Promotion and Education Committee and the Farm Bureau Young Farmer Committee shall be as prescribed in Article IV, Section 1 of these bylaws.

The chairman of the county nominating committee shall present the candidates at the Annual Meeting.

Names of all candidates shall be submitted to the members at the Annual Meeting on a ballot. All candidates shall be voted on at one and the same time, and not singly or individually. Nomination of candidates for positions of district director and directors-at-large, other than those on the ballot, may be made from the floor. A majority of the votes cast for any office shall constitute election.

Section 4. Qualifications for Board Eligibility - Any person holding a position on the Board of Directors must fulfill the qualifications of a regular member as defined in Article II, Sections I and 2 of these bylaws. He or she must be a member in good standing of the Washtenaw County Farm Bureau and the Michigan Farm Bureau.

No person shall serve as a director of this corporation who is a regular employee of, paid a salary or commission by, the Michigan Farm Bureau, any county Farm Bureau, or any company, organization, or association that is affiliated with the Michigan Farm Bureau or with any county Farm Bureau. No person who is employed full-time by, or who is serving in an elective office of, any county, state, or national government shall be a member of the Board of Directors of this corporation. Township officers shall be classified as officers of local government. Notwithstanding the qualifications provided above, a member of this association elected and serving as a supervisor on a County Board of Supervisors under Act 261 of the Public Acts of 1966 shall not be disqualified from serving as a member of the Board of Directors of this Association.

The limitations of Article II, Section 1 and 2 of these bylaws shall not apply to representatives of the Promotion and Education Committee, nor the Young Farmer Committee provided that the family of which the person is a member is actively engaged in farming as an occupation and fulfills the qualifications for regular membership rather than associate membership.

Section 5. Vacancies on the Board - The Board of Directors shall have authority to fill vacancies occurring on the Board from any cause except expiration of term. The Board may declare vacant the position of any member of the Board whose record shows flagrant malfeasance of office or who is absent from three(3) consecutive Board meetings without due cause.

Persons appointed by the Board to fill vacancies shall serve until the next annual meeting. Any vacancy occurring for a district shall be filled by an eligible member from that district.

A vacancy in the office of the director nominated by Promotion and Education Committee or by the Young Farmer Committee shall be filled by the Board with a person approved by that committee.

Section 6. Action by Written Unanimous Consent - If and when a majority of Board of Directors shall consent in writing to any action taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a regular meeting of the Board.

Section 7. Power to Appoint Officers of the Board - The Board of Directors shall, by a majority vote, appoint a president, a vice president, a secretary, and a treasurer. No officers

except the president and vice president need be members of the Board.

(NOTE: The positions of secretary and treasurer may be combined into one position, which shall be called "secretary-treasurer".)

Section 8. Appointment of Officers and Agents - The Board of Directors shall have the authority to appoint such other officers, agents, and committees as the Board may deem necessary for the transaction of business or the furtherance of the program of the corporation.

Section 9. Executive Committee - The Board of Directors shall appoint an Executive Committee to consist of the president, vice president, and, by majority vote, one other member of the Board. In selecting such third member for the Executive Committee, the Board shall consider the need that at least one experienced member of said committee may be continued on the committee in the succeeding year.

Section 10. Removal of Officers and Agents - Any officer or agent of this corporation may be removed by the Board of Directors whenever, in the judgment of the Board, the business interests of the corporation will be served thereby.

Section 11. Delegation of Duties - The Board of Directors may delegate any or all of the duties of any officer to any other officer or director whenever the circumstances deem such delegation advisable. No officer of the Board shall execute, acknowledge or verify any document or instrument of the corporation in more than one capacity.

Section 12. Power to Require Bonds - The Board of Directors may require any officer or agent to file with the corporation, a satisfactory bond conditioned for a faithful performance of his or her duties. Premiums on such bonds shall be paid by the corporation.

Section 13. Compensation - Such rates of compensation as may be required to further the business of this corporation and paid to any officer or agent of this corporation may be fixed by the Board of Directors.

Section 14. Organization Meeting of the Board - Not later than two (2) weeks following the Annual Meeting of this corporation, a meeting shall be held by the Board of Directors at which the officers of the Board shall be appointed and other necessary and current business be transacted.

Section 15. Regular Meetings of the Board - A regular meeting of the Board of Directors shall be held monthly within the fourth (4th) week of the month, unless another meeting date is agreed upon by a majority vote of the members of the Board.

Special meetings of the Board of Directors may be called by the president at any time, provided that written notice shall be given by mail stating the time, place, and purpose of such meeting. Such notice may be given by telephone, telegram, or other medium of communication, provided that this method of notice in lieu of a written notice is approved by a vote of the board at a subsequent meeting. In such case, the business of such special meeting shall be a valid action of the Board.

Section 16. Quorum of Directors - A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another time.

Section 17. Delegates to the Michigan Farm Bureau Annual or Special Meetings - During or before the month of October in each year, the Board of Directors shall contact and appoint delegates to the Michigan Farm Bureau Annual Meeting. The number of such delegates appointed shall be according to the bylaws of the Michigan Farm Bureau. The County Farm Bureau president, or in event of his or her inability to serve, the vice president, shall be a delegate and in charge of the delegation.

Alternate delegates shall also be appointed by the board; there - shall be no less than four (4), and shall fulfill the same qualifications as established for delegates.

Section 18. Delegate Qualifications - Any delegate must be properly accredited by this corporation and by the Michigan Farm Bureau under its bylaws. Without such accreditation, no person shall exercise voting powers at the Michigan Farm Bureau Annual Meeting.

A voting delegate must be a regular member in good standing of the Michigan Farm Bureau and this corporation. Such delegate shall be directly and actively engaged in farming as an owner and/or operator of a farm.

No delegate shall be an employee of any county Farm Bureau and/or any state Farm Bureau and/or any of the affiliated companies of such state Farm Bureau, and no delegate shall be an employee or officer of any other business organization or any person elected and serving in a county, state or national office. Elected township officials are township officers). However, a member of the corporation elected and serving on a county commission, or as a trustee of a charter township, shall not be disqualified from serving as voting delegates.

Delegates shall be chosen so as to give adequate representation to the several areas of the county and consideration shall be given to representation of a variety of commodity interests.

The following guideline will be used as the process for selecting delegates:

County President, Policy Development Chairman, County Vice-President, 3rd Member of Executive Committee, Spouses of State Committee Members, Membership Chairman, Board Members, County Committee Members, and any other Farm Bureau Member.

Section 19. Borrowing Money - The Board of Directors of this corporation is authorized, through its officers, to borrow money as shall be necessary to operate the business and provide office and other facilities for the corporation.

In any case of authorized borrowing of funds, the officers of the corporation are empowered to issue promissory notes, bonds or certificates of indebtedness of this corporation for repayment thereof with interest, and may, in like cases, mortgage its property, both real and personal as security for the corporation's debts or lawful obligations.

Section 20. Farm Bureau Community Action Groups - As a part of the basic program of this County Farm Bureau, The Board of Directors shall authorize, promote, and maintain a program of Community Action Groups among the membership throughout the county. These groups shall be recognized as integral, informal parts of this corporation.

#### Article V. - Duties of Officers

Section 1. The President - The president shall be the chief executive office and spokesman for this corporation. He or she shall preside over meetings of the Board of Directors and membership.

The president shall initiate programs by carrying out orders and resolutions of the Board of Directors and of this corporation. He or she shall have the power to delegate and assign duties to other Board members subject to the approval of the Board.

Section 2. The Vice-President - The vice president shall perform the duties and exercise the powers of the president during the president's absence or disability. He or she shall perform such other duties as shall be assigned to him or her by resolution of the Board.

Section 3. The Secretary - The secretary shall be subject to the supervision of the Executive Committee. He or she shall attend meetings of the Board of Directors, the Executive Committee, and the membership, as prescribed by the officers of the corporation. He or she shall safely keep in his or her custody all legal documents and records pertaining to the business of the corporation, and shall render a true account

of such documents and records upon the demand of the Board. He or she shall perform such other duties shall be as assigned by the Executive Committee or the Board of Directors.

Section 4. The Treasurer - The treasurer shall have custody of all corporate funds and shall keep true and accurate records of all the finances of the corporation.

Whenever an account of the financial position of this corporation shall be requested by the officers, such an account shall be rendered by the treasurer. He or she shall provide a bond for the faithful performance of his or her duties. The corporation shall pay premiums on such surety bond.

Section 5. The Executive Committee - The Executive Committee shall be empowered to appoint, subject to the approval of the Board of Directors, any committees from the membership of the Board or the membership at-large as may be needed to fulfill programs of the corporation or projects coincident to policy fulfillment.

This Executive Committee shall have the authority to act on corporate matters in the interim periods between board meetings and shall exercise such authority as the Board may by resolution direct, subject to the power of ratification by the Board of Directors. The Executive Committee has authority and supervision over County Farm Bureau office operations and County Farm Bureau office personnel.

#### Article VI - Membership Dues

Section 1. Annual Membership Dues - Members of this corporation shall pay annual membership dues in such amount as shall be determined by the bylaws of the Michigan Farm Bureau and the operating agreement currently in use between this corporation and the Michigan Farm Bureau. This corporation shall be empowered to charge such other service fees as may be required where special services are rendered beyond those provided for by the established dues.

A five dollar (\$5.00) service fee shall be charged for the continuation of services to members.

Section 2. Termination of Membership - In case any member shall be in default of payment of dues, all rights, privileges, and services incident to membership shall be terminated at the end of the term of which his or her membership dues have been fully paid.

Section 3. Accounting at Termination of Membership - This corporation shall not be liable to render any accounting to any person whose membership is terminated for any reason.

Article VII - Execution of Instruments

All checks, drafts and orders for payment of money shall be signed in the name of this corporation and shall be countersigned by such officers or agents as the Board of Directors shall, from time to time, designate for that purpose.

Article VIII - Rights on Dissolution

On dissolution of this corporation, and after the payment of all debts and liabilities of this corporation, net assets will revert to another not for profit organization.

Article IX - Fiscal Year

The fiscal year of this corporation shall begin on the first day of September and end on the thirty-first day of August in each year.

Article X -Young Farmers Committee

This corporation shall promote programs to involve the active participation of young people who are members of this corporation in activities of this County Farm Bureau and the Michigan Farm Bureau. Such programs shall be those which will most beneficially fulfill the purposes of this County Farm Bureau and the Michigan Farm Bureau and shall encourage leadership advancement among young people who are Farm Bureau members between the ages of 18 and 35 years.

It shall be the duty of the County Farm Bureau Board of Directors to determine the basis upon which a representative of the Farm Bureau Young People shall be nominated for a seat on the Board of Directors, provided that such nominee shall be a young Farm Bureau member active in the affairs of the association and active in the affairs of young Farm Bureau members.

The county Farm Bureau board may establish a Farm Bureau Young Farmer's committee to promote the advancement of programs among the Farm Bureau Young People of the county. This committee shall be empowered to select its own officers.

Article XI -Promotion and Education Committee

This corporation shall encourage and assist in organization and maintenance of a County Farm Bureau Promotion and Education Committee.

Projects and programs shall be those that beneficially fulfill the purposes of this County Farm Bureau and Michigan Farm Bureau and that include, but are not limited to, health and safety, leadership training, agriculture in the classroom, current issues, commodity promotion, and consumer education.

This committee shall encourage involvement of all members. This committee shall be empowered to select its own officers.

Article XII - Jurisdiction Over Finances of Committees

The Board of Directors of this corporation shall have jurisdiction and control over all funds involved in the financing of activities of all committees.

Article XIII - Amendment of Bylaws

These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members, entitled to vote and who are present at any regular or special meeting of the members where a quorum is present. Notice of any proposed amendments or changes in these by-laws shall be included in a notice of such meeting to all voting members of the corporation.

Proposals for amendments to these by-laws may be introduced by the affirmative vote of a majority of the Board of Directors or by the petition of one-tenth of the regular memberships of the County Farm Bureau.

Revised bylaws shall become effective immediately upon the affirmative vote of a majority of the members entitled to vote and who are present at any regular or special meeting of the members where a quorum is present.