

___ COUNTY FARM BUREAU BYLAWS TEMPLATE

ARTICLE I RELATIONSHIP WITH MICHIGAN FARM BUREAU

ARTICLE II MEMBERSHIP

- Section 1 Membership Qualifications**
- Section 2 Associate Members**
- Section 3 Family Membership**
- Section 4 Term of Membership**
- Section 5 Obligations of Membership**
- Section 6 Transfer of Membership**
- Section 7 Expulsion and Cancellation**
- Section 8 Reinstatement**
- Section 9 Life Membership**

ARTICLE III MEETINGS OF MEMBERS -- VOTING RIGHTS

- Section 1 Annual Meeting**
- Section 2 Special Meetings**
- Section 3 Quorum in Member Meetings**
- Section 4 List of Members**
- Section 5 Voting Rights**
- Section 6 Order of Business**

ARTICLE IV BOARD OF DIRECTORS

- Section 1 Number of Directors and Basis of Representation**
- Section 2 Term of Office**
- Section 3 Procedures for Nominating and Electing Candidates
to the Board of Directors**
- Section 4 Qualifications for Board Eligibility**
- Section 5 Vacancies on the Board**
- Section 6 Action by Written Unanimous Consent**
- Section 7 Power to Appoint Officers of the Board**
- Section 8 Appointment of Officers and Agents**
- Section 9 Executive Committee**
- Section 10 Removal of Officers and Agents**
- Section 11 Delegation of Duties**
- Section 12 Power to Require Bonds**
- Section 13 Compensation**
- Section 14 Organization Meeting of the Board**
- Section 15 Regular Meetings of the Board**
- Section 16 Quorum of Directors**

- Section 17 Borrowing Money**
- Section 18 Farm Bureau Community Action Groups**

ARTICLE V DUTIES OF OFFICERS

- Section 1 President**
- Section 2 Vice President**
- Section 3 Third Member of Executive Committee**
- Section 4 Secretary**
- Section 5 Treasurer**

ARTICLE VI DELEGATES TO MICHIGAN FARM BUREAU MEETINGS

- Section 1 Delegates to the Michigan Farm Bureau Annual or
Special Meetings**
- Section 2 Delegate qualifications**

ARTICLE VII MEMBERSHIP DUES

- Section 1 Annual Membership Dues**
- Section 2 Termination of Membership**
- Section 3 Accounting at Termination of Membership**

ARTICLE VIII EXECUTION OF INSTRUMENTS

ARTICLE IX RIGHTS ON DISSOLUTION

ARTICLE X FISCAL YEAR

ARTICLE XI COUNTY FARM BUREAU YOUNG FARMER COMMITTEE

**ARTICLE XII COUNTY FARM BUREAU PROMOTION AND EDUCATION
COMMITTEE**

ARTICLE XIII JURISDICTION OVER FINANCES OF COMMITTEES

ARTICLE XIV AMENDMENT OF BYLAWS

**RECOMMENDED PROVISIONS FOR UNIFORM COUNTY
FARM BUREAU BYLAWS (MICHIGAN)**

Article I -- Relationship with Michigan Farm Bureau

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

Article II -- Membership

Section 1. Membership Qualifications. To be eligible for membership in this corporation, upon approval of the membership application of such applicant, at the direction of the board of directors, a person must meet ONE of the following criteria:

- Be engaged in agricultural production including lessees and tenants of land used for the production of such products;
- Be engaged in the agricultural industry;
- Be lessors and landlords who receive as rent all or any part of the crop raised on the leased or rented premises, or the proceeds thereof;
- Have been members for a period of five consecutive years immediately prior to retiring from farming, provided an unbroken record of payment of dues is maintained.

Section 2. Associate Members. Other persons interested in membership may become associate members by making application and if accepted by the county board of directors, upon execution of a membership agreement, will be entitled 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 such 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. Obligations 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 or hostile to this corporation 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 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 such 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 interest 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, the board of directors shall have authority to determine the manner and means by which such member may be reinstated to membership in this corporation.

Article III -- Meetings of Members -- Voting Rights

Section 1. Annual Meeting. The Annual Meeting of this corporation shall be held not later than *[insert date to be determined by Board]*, at such time and place as shall be determined by the board of directors. Notice of said meeting shall be given by mail or by electronic transmission by the secretary to each member entitled to vote at the meeting. The notice shall be sent to his or her address as the same that appears on the books of this corporation no less than 10 or more than 60 days prior to the date of such meeting. Notice may also be accomplished by prominent display in the Michigan Farm News, published, addressed, and mailed to members entitled to vote at the meeting not less than 10 or more than 60 days prior to the 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 members as provided in Section 1 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 3% of the regular memberships of this corporation. For this purpose, the husband and wife, under a family membership, shall each be counted towards quorum.

Regular meetings of the board shall be as prescribed in Article IV, Section 15 and 16.

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 written 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 Roberts Rules of Order.

Article IV -- Board of Directors

Section 1. Number of Directors and Basis of Representation. The business, property, and affairs of this corporation shall be managed by a board of directors not to exceed [*select a number*] in number, to include members of the Executive Committee, and representatives of the Promotion and Education and Young Farmer Committees. Election of all directors shall be by a majority vote of the members present at the county Farm Bureau Annual Meeting.

There shall be elected a candidate nominated by the Promotion and Education Committee and there shall be elected a candidate nominated by the Farm Bureau Young Farmer Committee. If one of these committees does not make a nomination after being asked, the board of directors may nominate those candidates.

For the purposes of representation:

[Alternative A - representation by district]

The county shall be divided into [*3 to 6*] districts, consisting of not less than two townships per district. From each district so established, there shall be elected one director. In addition, there shall be at-large directors elected within the county to achieve the necessary number of directors to satisfy the need of the corporation, provided that not more than one director at-large shall be elected from any one district.

Districts shall consist of the following townships respectively:

- District 1 (list of respective townships)
- District 2 (list of respective townships)
- District 3 (list of respective townships)
- District 4 (list of respective townships)
- District 5 (list of respective townships)

District 6 (list of respective townships)

[Alternative B - representation at large]

The county shall be represented by the election of at-large directors. There shall be at-large directors elected within the county to achieve the necessary directors to satisfy the need of the corporation.

Section 2. Term of Office. Directors as defined in this Article shall be elected to serve terms of *[NOTE: select either 2 or 3]* years.

[NOTE: As an option (but not necessarily as a recommendation), the following sentence may be added to the end of this Section 2: "Any such director may, if reelected, continue to serve on the board of directors for not more than [select either 3 or 4] consecutive full terms, but may again become a candidate for election after a lapse of one year."]

The director representing the Promotion and Education Committee and the director representing the Farm Bureau Young Farmer Committee shall each serve for a term of one year. *[NOTE: Insert term limit language here, if applicable].*

[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 of this corporation shall appoint, and the vice president shall chair, a nominating committee, no later than 60 days prior to the annual meeting in which an election is to be held. The board of directors shall make a reasonable effort to have each region of the county represented on the nominating committee. This committee shall endeavor to present a slate of no less than two candidates per each position.

The nominating committee shall contact all nominees in advance of nomination to obtain their agreement to serve if elected.

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 nominating committee shall present the candidates at the Annual Meeting.

Names of all candidates shall be submitted to the voting members at the Annual Meeting on a ballot. Nomination of candidates for positions of district directors 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, Section 1 of

these bylaws. He or she must be a member in good standing of this county Farm Bureau and the Michigan Farm Bureau.

No person shall serve as a director of this corporation who is a regular employee of, and 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.

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, by a majority vote of the board of directors, the position of any member of the board who has unexcused absences from three or more consecutive meetings of the board of directors. This provision shall not limit the ability of the members of this organization or the board of directors to remove a member of the board, with or without cause, pursuant to the provisions of the Michigan Non-profit Corporation Act.

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 the Promotion and Education Committee or by the Farm Bureau Young Farmer Committee shall be filled by the board with a person who is approved by that committee.

Section 6. Action by Written Unanimous Consent. Action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if, before or after the action, all members of the board then in office consent to such action in writing or by electronic transmission. Such action shall be as valid corporate action as though it had been authorized at a regular meeting of the board, and recorded in the minutes of the subsequent meeting.

Section 7. Power to Appoint Officers of the Board. The board of directors shall, by a majority vote, elect a president, a vice president, a third member of the Executive Committee, a secretary, and a treasurer. All officers, except the secretary and treasurer must be members of the board. 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 this corporation.

Section 9. Executive Committee. The board shall appoint an Executive Committee, which shall consist of the president, the vice president, and a third member of the board.

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 this corporation or projects coincident to policy fulfillment.

The Executive Committee, during the interim between meetings of the board of directors, shall have the power to perform and exercise the duties conferred by law upon the board of directors. Actions of the Executive Committee shall be reported to the next meeting of the board of directors. The Executive Committee has authority and supervision over county Farm Bureau office operations and county Farm Bureau office personnel.

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 upon faithful performance of his or her duties. Premiums on such bonds shall be paid by the corporation.

Section 13. Compensation. The board of directors shall determine the compensation, if any, to be paid to any officer or agent of this corporation.

Section 14. Organization Meeting of the Board. Not later than two weeks following the Annual Meeting of this corporation, a meeting shall be held by the board of directors at which time the officers of the board shall be elected and other necessary and current business shall be transacted.

Section 15. Regular Meetings of the Board. Regular meetings of the board of directors shall be held no less than 4 times per year. The regular meeting dates, times, and locations shall be set by the members of the board. Meetings of the board may be held electronically and shall be subject to all rules adopted by the Board to govern such meetings, which may include reasonable limitations on, and requirements for, Board members' participation.

Special meetings of the board of directors may be called by the president at any time, provided that notice of such meeting shall be given to members of the board by mail, telephone, or electronic transmission not less than 24 hours before such meeting. Such notice shall state the time, place, and purpose of such meeting.

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. 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 case, mortgage its property, both real and personal, as security for the corporation's debts or other lawful obligations.

Section 18. Indemnification of Officers and Directors. Each director and officer shall be indemnified by the corporation against any liability and/or expenses reasonably incurred by him in connection with the defense of any action, suit or proceeding instituted in which he may be made a party defendant by reason of his being or having been a director or officer of the corporation. Liability and/or expenses shall include the cost of reasonable settlement made with a view of avoiding cost of litigation and the payment of any judgment or decree entered in such action, suit or proceeding. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duties as such officer or director, and in no event shall anything herein be so construed as to authorize the corporation to indemnify any such director or officer against any liability he would be subject to by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. Said indemnity shall also inure to the benefit of the heirs, executors and administrators of such persons.

Article V -- Duties of Officers

Section 1. President. The president shall be the chief executive officer and spokesman for this corporation. He or she shall preside over meetings of the board of directors and of the 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. He or she shall be an ex officio member of all committees of the board.

Section 2. Vice President. The vice president shall perform the duties and exercise the powers of the president during the president's absence or disability. The vice president shall chair the nomination committee, and assist with elections of the board. He or she shall perform such other duties as shall be assigned to him or her by resolution of the board.

Section 3. Third Member of Executive Committee. The third member of the Executive Committee shall perform the duties and exercise the powers of the vice president during the vice 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 4. 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 as shall be assigned by the Executive Committee or by the board of directors.

Section 5. Treasurer. The treasurer shall have custody of all corporate funds and shall keep true and accurate records of all the finances of this 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.

Article VI -- Delegates to Michigan Farm Bureau Meetings

Section 1. Delegates to the Michigan Farm Bureau Annual or Special Meetings. During or before the month of October of each year, the board of directors shall contact and appoint [*or elect at County Annual Meeting*] 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 his/her designee, shall be a delegate and serve as chairperson of the delegation.

An alternate delegate may also be appointed by the board of directors for each delegate position and shall fulfill the same qualifications as established for delegates.

Section 2. 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 this corporation and of the local unit which he or she represents, and must be certified by the county Farm Bureau board of directors as being actively engaged in agriculture and able to represent the interests of the county Farm Bureau and agriculture, provided, however, no employee of this corporation or any of this corporation's affiliated companies may be a voting delegate.

Article VII -- 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.

Section 2. Termination of Membership. In case any member shall be in default of payment of dues, all rights, privileges, and services incident to the membership shall be terminated at the end of the term for 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 VIII -- 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 IX -- Rights on Dissolution

On dissolution of this corporation, and after the payment of all debts and liabilities of this corporation, the remaining assets of the corporation shall be distributed to another county Farm Bureau, Michigan Farm Bureau, or a combination of such Farm Bureaus as the board of directors shall designate.

Article X -- 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 XI -- County Farm Bureau Young Farmer Committee

This corporation shall promote programs to recruit and involve the active participation of young farmer members of this county Farm Bureau and the Michigan Farm Bureau. Such programs shall beneficially and mutually 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.

The board of directors shall establish a Farm Bureau Young Farmer Committee to promote the advancement of programs among the young members of the county Farm Bureau. The committee shall be empowered to select its own officers and shall endeavor to recruit, retain and engage more young people in agriculture and Farm Bureau activities.

Article XII -- County Farm Bureau Promotion and Education Committee

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

Projects and programs of the county Farm Bureau Promotion and Education Committee shall beneficially fulfill the purposes of this county Farm Bureau and the Michigan Farm Bureau and that include, but are not limited to, consumer education & outreach leadership training, agriculture in the classroom, commodity promotions, and farm safety. This committee shall encourage involvement of all members. This committee shall be empowered to select its own officers.

Article XIII -- 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 XIV -- Amendment of Bylaws

These bylaws may be amended or repealed, or new bylaws may be adopted, by a majority of the voting members at an annual or special meeting of this corporation at which a quorum is present.

Proposals for amendments to these bylaws may be introduced by resolution of the board of directors or by a petition signed by one-tenth of the members of the corporation entitled to vote. Notice that the bylaws may be amended shall be given in connection with notice of the meeting communicated to the voting members of the corporation in accordance with Article III, Section 1.

REVISED EDITION: January 17, 2023