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**January 23, 2010 Draft - Proposed Changes to the
BYLAWS OF
NATIONAL FARM AND RANCH BUSINESS MANAGEMENT
EDUCATION ASSOCIATION, INC.**

ARTICLE I. Name

Section 1.

The name of this organization shall be: The National Farm and Ranch Business Management Education Association, Inc., herein after referred to as NFRBMEA.

ARTICLE II. Purpose-Objective

Section 1.

This corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code **on** *in* order to promote farm and ranch business management education and to engage in scientific, literary and educational purposes.

Notwithstanding any other provision of these articles, the corporation shall not carry on other activities not permitted to be carried on (A) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law or (B) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Section 3.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. Officers

Section 1.

The officers of this organization shall be President, President Elect, Recording Secretary, and Treasurer. All officers must be active members as defined in Article V., Section 1.

Section 2. Election of officers

A. The **offices election** of President-Elect, Secretary, and Treasurer as needed shall be conducted at the annual business meeting by secret ballot, unless there is only one candidate for an office whereby a voice vote may elect.

B. Nominations shall be open from the floor.

C. **Officers** shall be elected by a majority vote of the active membership registered at the annual national conference.

D. Officers assume duties at the conclusion of the annual meeting.

Section 3. Terms of office

A. Shall be one year, except for the office of Treasurer, which shall be a two-year term.

B. Appointment to an office shall not constitute a term.

C. Office of president shall be limited to two consecutive terms.

D. The president-elect shall succeed to the office of president when the president's term expires or otherwise becomes vacant.

Section 4. Duties of officers

A. President:

1. Shall preside at meetings.
2. Shall coordinate the planning for implementation of the annual business meeting.
3. Shall implement directives from NFRBMEA.
4. Shall be the official representative of NFRBMEA.

B. President-Elect:

1. Shall assume the duties of the president in his absence.
2. **Shall succeed to the office of president in the event that office becomes vacant Moved to Section 3, Part D above.**
2. Shall assist the president in his administrative duties.

C. Recording Secretary:

1. Shall record the minutes of meetings.
2. Shall handle correspondence as requested or needed.

3. Shall make minutes of annual business meeting available to the membership.

D. Treasurer:

1. Shall collect and account for all funds.
2. Shall disburse funds as directed by the Board of Directors or by the NFRBMEA.
3. Shall present an audited financial report at the annual business meeting.

ARTICLE IV. Board of Directors

Section 1. Membership

A. Shall consist of the immediate past president, chairman of the upcoming annual national conference, and NFRBMEA Officers. ***Shall consist of the immediate past-president, president, president-elect, treasurer, secretary, NFRBMEA chair of the upcoming annual National conference, and the NFRBMEA representative to the National Council for Agricultural Education.***

B. Ex-officio ***Adhoc non-voting members may be appointed by the President to serve as directors of on this Board of Directors, as needed.***

C. There shall be 4 standing ex-officio members. They will be Nuts and Bolts Editor, Website Master, Historian, and 2 years out conference chair. ***A communications director may be appointed by the Board of Directors. The communications director shall have no term of office and shall serve at the discretion of the board / president. The communications director will be a non-voting member of the Board of Directors.***

Section 2. Duties *of the Board of Directors*

A. Shall prepare the agenda for the annual business meeting and will mail it to the membership at least 30 days prior to the annual national conference.

B. Shall prepare a slate of officers to be placed in nomination at the annual business meeting.

C. Shall coordinate activities of NFRBMEA and annual national conference.

D. Shall appoint members to fill Board of Directors vacancies.

E. Shall appoint special committees as needed.

F. Shall prepare an annual budget to be presented for approval at the annual business meeting.

Section 3. Authority to Contract

The president and the conference chair are authorized to enter into contracts. Others may be authorized to enter into contracts by Board action.

Section **3** 4. Meetings

A. The Board of Directors may meet each year immediately after the annual national conference of the membership at the same place. No notice of any kind to either old or new members of the Board of Directors shall be necessary for such **annual** meeting, **or for any regular meeting of the council fixed from time to time by resolution of a majority of the Board of Directors.**

Other meetings of the Board of Directors may be held upon three days written **or electronic** notice upon the call of the President or any **council** **Board** member. Notice may be waived in writing **or electronically** before or after the time of such meeting, and attendance of a member at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting.

B. A quorum shall be a majority of Directors of this Board.

C. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such action shall be effective on the date on which the last signature is placed on such writing or writings, or earlier or later, effective date, as is set forth therein.

D. **The Board of Directors** **Directors of the Members of Corporation** may **be** participate in a meeting of the Board of Directors or any committee thereof by means **of** telephone conference, or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.

ARTICLE V. Membership

Section 1. Active Membership

A. Shall be limited to current or former Farm and Ranch Business Management Education instructors, teacher-coordinators, program-supervisors, and teacher-educators.

Section 2. Affiliate Membership

A. Shall include individuals, students, or organizations supporting the objective and purpose of the NFRBMEA.

ARTICLE VI. Dues

Section 1. Active Membership
Shall be \$30 per year.

Section 2. Affiliate Membership
Shall be \$10 per year.

Section 3. Fiscal Year
Shall be from April 1 through March 31.

Section 4. Membership Year
Shall be from June 1 through May 31.

Section 5. Corporate seal
This Corporation shall have no corporate seal.

ARTICLE VII. Meetings

Section 1.
Shall hold annual corporate meetings during the annual national conference. The right to vote on corporate business or on officer elections is limited to active members.

Section 2. Notice
Notice of the annual meeting or of proposed amendment to these bylaws may be made by United States regular mail or by electronic mail. Notice of Board of Director's meetings may be made by United States regular mail, electronic mail, or by personal or telephone conversation.

ARTICLE VIII. Parliamentary Authority

Section 1.
Shall be the most recent issue of "Robert's Rules of Order".

ARTICLE IX. Amendments

Section 1.

These bylaws may be amended at annual business meetings by a two-thirds (2/3) vote of the active membership **registered present** at the annual national conference, provided that proposed changes are included in the agenda **mailing notification** for the annual business meeting.

Section 2.

Proposed bylaw changes must be presented to the Board of Directors 90 days prior to the annual business meeting.

Recording Secretary
ATTEST:

President

Bylaws as last adopted in 2004 with changes proposed by the Board of Directors in January 2010.