

The following "track changes" document provides the complete package of amending language to these bylaws as proposed by the MFBF Bylaw Review Committee, and additional provisions provided by counsel to bring MFBF in compliance with statutes. The MFBF Board of Directors, by vote on September 17, 2018 voted to place this package of amendments before the Voting Delegates for action.

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## BYLAWS

of

## MASSACHUSETTS FARM BUREAU FEDERATION, INCORPORATED

Adopted at 103<sup>rd</sup> Annual Meeting

November 30, 2018,

Effective January 1, 2019.

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ARTICLE I.

OFFICES

Section 1.1 **Registered Offices.** The registered office of the Massachusetts Farm Bureau Federation, Incorporated (the “Federation”) shall be maintained at such location in the Commonwealth of Massachusetts as the Board of Directors shall determine, and the registered agent in charge thereof shall be the currently serving Secretary of the Federation.

Section 1.2 **Other Offices.** The Federation may also have offices at such other places as the Board of Directors may from time to time determine or as the Chairman or President (each as defined below), in their good faith judgment, shall determine that the business of the Federation requires.

ARTICLE II.

PURPOSES

Section 2.1 Purposes. The purposes of the Federation are to (i) correlate and strengthen affiliated member County Farm Bureaus in the Commonwealth of Massachusetts; (ii) promote, protect, and represent the business, economic, social and education interests of the farm family; (iii) cooperate with agricultural agencies and organizations; and (iv) develop agriculture generally within the Commonwealth of Massachusetts. These purposes are intended to permit the betterment of conditions of persons engaged in agricultural pursuits, the improvement of the grade of agricultural products, and the development of a higher degree of proficiency in agriculture. The Federation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation’s qualification as an organization described in Section 501(c)(5) of the Internal Revenue Code or corresponding section of any future code.

Section 2.2 **No Private Benefit.** No part of the net earnings of the Federation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Federation.

ARTICLE III.

MEMBERS

Section 3.1 **Composition.** The Membership of the Federation shall consist of County Farm Bureaus within the Commonwealth of Massachusetts which are qualified and have been accepted as members by the Board of Directors of the Federation, and which comply with the qualifications and conditions of membership as stated in these Bylaws.

Section 3.2 **Qualification and Conditions of Membership in Federation.**

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(a) **Qualifications.** In order to be qualified as a Member of the Federation, a County Farm Bureau must: (i) be organized under the laws of the Commonwealth of Massachusetts; (ii) adopt Articles of Organization consistent with the Articles of Organization of the Federation, and adopt and maintain Bylaws which are consistent with the Articles of Organization, Bylaws and policies of the Federation; (iii) have a minimum of twenty-five (25) dues paying Regular and Supporter Members (as defined below) who meet the qualifications of membership in the County Farm Bureau as defined in Section 3.2(c); and (iv) be a signatory to a membership agreement in the form prescribed by the Board of Directors of the Federation.

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**(b) Conditions of Membership in Federation.**

**(1) Compliance with Federation Articles of Organization and Bylaws.**

County Farm Bureau shall agree to be governed in all its actions by the Articles of Organization and Bylaws of the Federation, including any amendments adopted as provided for in Article XIV.

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**(2) County Farm Bureaus' Classes of Membership.** A County Farm Bureau may establish the following Classes of Membership:

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**a. Regular Member.** A County Farm Bureau shall only admit in its own membership, a "Person" or "Persons" as a Regular Member. "Person" and "Persons" are defined as and throughout these Bylaws shall mean any individual and any entity that is a for-profit or nonprofit association, partnership, limited liability company, for-profit or nonprofit corporation, estate, trust, or unincorporated for-profit or nonprofit organization.

The following Persons are eligible for membership in a County Farm Bureau as a Regular Member:

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(i) Entities organized for commercial agricultural purposes;

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(ii) Persons who are full-time employees of a commercial agricultural

production entity;

(iii) Persons who either own land enrolled, or eligible to be enrolled in Massachusetts General Laws Chapters 61, 61A or 61B and are substantially engaged in agriculture, aquaculture, stables, landscaping, floriculture or forestry, including lessors and landlords who receive rent, either in kind or cash, or all or part of the product raised or grown on the leased or rented premises, or Persons who are owners, beneficiaries, or current or surviving spouses of such owners of such land defined herein.

(iv) Persons who are retired farmers

(v) **Supporter Member.** "Supporter Member" is any Person who desires to actively participate in the County Farm Bureau and who does not qualify as a Regular Member under paragraphs (i) through (iv) above. A County Farm Bureau may, by a majority vote of Regular Members present at their annual meeting, vote to extend voting privileges and

the right to serve on its board of directors and committees thereof to both Regular and Supporter Members. Supporter Members shall be eligible to serve on a County Farm Bureau board of directors and committees, but shall not be eligible to serve on the board of directors of the Federation.

(vi) Regular Membership shall be considered a family membership, with such family entitled to one vote in the business of the County Farm Bureau. A family may purchase supplemental Regular Memberships as authorized by the Federation board of directors, and therefore be entitled to additional votes.

(vii) Dependant family members of an individual Regular Member may be defined from time to time by the board of directors of the Federation. Such dependants shall be entitled to the benefits and privileges of Regular Members, including cooperative marketing, purchasing, and other services offered to Regular Members by individuals, associations, and corporations, but shall have no voting rights except as may be provided pursuant to Section 3.2(b)3a of these Bylaws.

b. Associate Member. Associate Member is any Person interested in agriculture who or which do not otherwise qualify as a Regular Member.

c. Student Member. A Student Member is any person who is a full time students between the ages of sixteen (16) and twenty-five (25) attending educational institutions and who are interested in agriculture, and who makes full payment of the annual dues established for the Student Member class by the County Farm Bureau of which they are a member. Student Members shall be entitled to be recognized for debate and information, but shall have no voting rights. Student Members shall be eligible for participation in all Massachusetts Young Farmers & Ranchers Committee activities, and to participate in the Young Farmers & Ranchers Committee.

d. Allied Business Member. The Allied Business membership is open to any individual or business, as named by the board of directors, not primarily involved in agricultural production, but provide services or products to Regular Members, are interested in supporting local farmers and local agriculture, and who may become Allied Business Members upon full payment of the annual dues as may be established by the County Farm Bureau. An Allied Business Member shall not be entitled to hold office and shall have no voting rights.

e. Additional Classes of Members. An additional category of membership, as named by the Board of Directors, that is a personal, non-business membership for individuals not primarily involved in agriculture, but who are interested in supporting local farmers and local agriculture may become members upon full payment of the

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annual dues, except shall not be entitled to hold office or vote in the meetings and proceedings of the Farm Bureau. The Federation may establish additional categories of membership in the County Farm Bureaus from time to time. Membership categories and the criteria related thereto may be established by a majority vote of Voting Delegates at any delegate session. The Board of Directors of the Federation may establish additional interim membership categories, subject to the approval of the Voting Delegates at the next scheduled delegate session.

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3. Membership Rights. Each County Farm Bureau shall provide to its members the following membership rights:

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a. Regular Members shall have the right to vote on any and all matters at regular or special meetings of their County Farm Bureau;

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b. Each Regular Member shall have one vote to be exercised by an authorized representative;

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c. Supporter Members may be extended the right to vote on any and all matters at regular or special meetings of the County Farm Bureau if the Regular Members, by majority vote of those present at the annual meeting, so authorize, and

d. Associate members shall have no voting rights.

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4. Compliance with Federation Resolutions & Policies. Except as provided for in Section 3.3, a County Farm Bureau shall also agree to abide by all resolutions passed at any duly constituted and convened regular or special meeting of the Voting Delegates and the resolutions adopted by the Board of Directors insofar as they apply to the organization and operation of the Federation and the County Farm Bureaus.

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Section 3.3 Public Policy and Dissent.

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(a) It is in the best interest of all County Farm Bureaus to be supportive of the local and state public policy resolutions adopted by the Voting Delegates, including interpretations of any such resolutions adopted by the Board of Directors. Except as provided in this Section, a County Farm Bureau shall be bound by the public policy resolutions involving local and state issues adopted by the Voting Delegates of the Federation and interpretations of such resolutions adopted by the Board of Directors.

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(b) If a County Farm Bureau does not desire to support or otherwise be bound by a public policy resolution, or an interpretation of such resolution adopted by the Board of Directors, a County Farm Bureau shall, within sixty (60) days after adoption of the resolution, or Board of Directors interpretation thereof, extend a written invitation to the President to discuss such resolution or Board of Directors interpretation. The President may designate the Vice

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President or any member of the Board of Directors to represent the Federation at such meeting. A County Farm Bureau shall no longer be bound to support the resolution or Board of Directors interpretation at issue after the earlier of the following dates: (i) the date on which the County Farm Bureau meets with the Federation representative pursuant to invitation as provided in this Section; or (ii) the sixtieth (60<sup>th</sup>) day following the date of invitation.

Section 3.4 **Withdrawal.** A County Farm Bureau may withdraw from membership in the Federation by presenting to the Secretary of the Federation a written resignation, provided that all dues are paid to the date of withdrawal. Regular and Associate memberships shall automatically terminate upon the termination of membership of their County Farm Bureau in the Federation. The Federation shall refund to those County Farm Bureaus who so request, dues payments made equal to one-twelfth (1/12) of the total dues paid for each month remaining on the membership, including the month of county withdrawal. The County Farm Bureau shall refund to the Federation prepaid membership shares in accordance with the same formula.

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Section 3.5 **Removal or Suspension of Members.** The Board of Directors by affirmative vote of two-thirds (2/3) of all members of the Board of Directors may remove or suspend a Member for cause only upon written notice at least 30 days before the meeting at which such removal or suspension is to be voted on, and upon any appropriate hearing and opportunity to be heard by the Member on whose removal or suspension is to be voted, or remove or suspend any County Farm Bureau that shall be in default in the payment of dues for the period fixed in Article IV of these Bylaws.

Section 3.6 **Reinstatement.** Upon written request signed by a County Farm Bureau which was formerly a member of the Federation filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds (2/3) of all the members of the Board of Directors reinstate such County Farm Bureau to membership upon such terms and conditions as the Board of Directors may determine.

Section 3.7 **Transfer of County Farm Bureau Membership.** Membership by a County Farm Bureau in this Federation is not transferable or assignable.

#### ARTICLE IV.

#### DUES

Section 4.1 **Dues.** The membership dues in the Federation and in County Farm Bureaus shall be as determined by a two-thirds (2/3) vote of the Voting Delegates (as defined in Article V), assembled at an annual or special meeting of the Voting Delegates. In addition, the Federation shall inform each County Farm Bureau of the amount of its portion of the dues owed to the American Farm Bureau Federation.

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**Deleted:** before the services offered by the Federation to the County Farm Bureau, as well as the County Farm Bureau's Regular Members and Associate Members, shall be subject to termination. The membership year of each County Farm Bureau in the Federation shall be the same as the fiscal year. Federation.

Section 4.2 **Collection and Payment of Dues.** The Federation shall collect dues on behalf of the County Farm Bureaus, from all levels of their membership, on the terms set forth in accordance with these Bylaws and related Membership Agreements. Each County Farm Bureau shall be paid by the Federation each month its percentage of dues as determined by the Voting Delegate body. A grace period of thirty (30) days shall be allowed for late payment to the Federation by the members before being subject to termination. The Federation shall transmit

and pay to the American Farm Bureau Federation dues owed by the Federation on a monthly basis or on the terms as otherwise set forth by the American Farm Bureau Federation.

Section 4.3 **Distribution of Dues.** The distribution of the joint dues in these organizations shall be eighty-five percent (85%) to the Massachusetts Farm Bureau Federation and fifteen percent (15%) to the respective County Farm Bureau. The Board of Directors of the Federation shall determine the distribution of dues for memberships established pursuant to Section 3.2(e) of Article III. In all cases the dues in the American Farm Bureau Federation shall be paid from the distributive share of dues paid to the Massachusetts Farm Bureau Federation.

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## ARTICLE V.

### VOTING DELEGATES

Section 5.1 **Governing Body; Representation of County Farm Bureaus.** The governing body of the Federation shall ~~comprise the~~ Voting Delegates, ~~who shall be appointed by the member County Farm Bureaus in accordance with the terms of this Article V.~~ Each County Farm Bureau's Voting Delegates, except as otherwise provided herein, shall consist of the President of each County Farm Bureau, together with one additional Voting Delegate for each fifteen (15) Regular ~~and Supporter~~ Members in good standing or majority fraction thereof. Such additional Voting Delegates shall be selected by the Regular ~~and Supporter~~ Members or ~~board of directors~~ of each County Farm Bureau. If selected by the Regular ~~and Supporter~~ Members, each County Farm Bureau shall provide at least thirty (30) days notice to its membership of a selection of such Voting Delegates. All Voting Delegates shall serve as their respective County Farm Bureau's representatives to the Federation. A County Farm Bureau may select alternate Voting Delegates who, in the absence of a regularly selected Voting Delegate, may assume the role of a Voting Delegate when duly authorized to act by the County Farm Bureau and pursuant to the rules governing the meeting of Voting Delegates.

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Section 5.2 **Term.** Voting Delegates shall serve a term of office ~~of one (1) year and~~ until their successors are duly selected and qualified.

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Section 5.3 **Qualifications.** Any Regular ~~or Supporter~~ Member in good standing shall be eligible to be selected as a Voting Delegate. In the event that the membership of a County Farm Bureau fails to select all of the Voting Delegates to which it is entitled, or in the event of a vacancy in the office of a Voting Delegate, the ~~board of directors~~ of such County Farm Bureau shall have the authority to fill such vacancies. ~~A County Farm Bureau that, pursuant to Section 3.2 has voted to allow Supporter members within the county, may appoint Supporter Members to be delegates, not to exceed twenty percent of the county's total eligible delegates. Such Supporter Members, serving as delegates, shall not be eligible for nomination or election to be officers or directors of the Federation.~~ No Voting Delegate shall, except as otherwise set forth herein: (i) be a salaried employee of the Federation, or of any affiliate of the Federation, or of any County Farm Bureau, or of any affiliate of any County Farm Bureau, except that a person otherwise qualified shall not be deemed disqualified because of substantial full time duties as an elected official of the Federation or of a County Farm Bureau; or (ii) hold a full time and salaried state or federal elected or appointed office. A person shall be considered an elected official of the Federation or of a County Farm Bureau if (x) said person is elected to such office at a Voting

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Delegates meeting of the Federation or a membership meeting of a County Farm Bureau; or (y) if such person is selected by the Board of Directors of the Federation or a County Farm Bureau to hold an office that would otherwise be the subject of an election. In the event that Voting Delegate ceases to meet these qualifications, such Voting Delegate shall immediately thereupon be deemed removed from the position of Voting Delegate and such position shall immediately be deemed vacant.

Section 5.4 **Delegates-at-Large.** The President of the Federation and the Vice President of the Federation shall be Delegates-at-Large, with power to vote at any duly constituted or convened meeting of the Voting Delegates.

Section 5.5 Expenses. At the discretion of the Board of Directors, the Federation may pay all of the necessary expenses of subsistence and travel incurred by Voting Delegates while attending meetings of the Voting Delegates.

Section 5.6 Powers and Rights. The Voting Delegates, as the authorized representatives of the Members of the Federation, by majority vote except where noted below, shall have the following powers and rights of the Federation: to elect directors of the Federation as provided in Article VII of these Bylaws; to approve all amendments to the Articles of Organization of the Federation by a two-thirds vote of the Voting Delegates; to approve all amendments to these Bylaws as provided in Article 13.9 of these Bylaws; to approve, by a two-thirds vote of the Voting Delegates, all sales or other disposition of all or substantially all of the property of the corporation, dissolution, consolidation, or merger; and such other powers and rights as are vested in members by law, by the Articles of Organization, and by these Bylaws; and such other powers and rights as the Voting Delegates may designate.

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## ARTICLE VI.

### VOTING DELEGATES' MEETINGS

Section 6.1 **Place of Meetings.** All meetings of the Voting Delegates, whether annual or special, may be held at such place, either within or without the Commonwealth of Massachusetts, as may be determined by the Board of Directors.

Section 6.2 **Role of Regular Members and Associate Members.** In addition to the Voting Delegates, all Regular Members and Associate Members shall have the right to attend any annual or special meeting of the Voting Delegates. Any Regular Member or Associate Member in attendance who is not a Voting Delegate shall have no right to vote at such meetings, but may be recognized by the Chairperson of a meeting and allowed to make such statements from the floor to the Voting Delegate body as such Chairperson may determine.

Section 6.3 **Annual Meetings.** An annual meeting of the Voting Delegates shall be held in either November or December of each year, or at such other date and time as the Board of Directors shall determine. At the annual meeting of the Voting Delegates, the Voting Delegates



shall elect the Board of Directors, and transact such other business as may be required by law or these Bylaws, or as may properly be brought before the meeting.

Section 6.4 **Special Meetings.** Special meetings of the Voting Delegates, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Organization, may be called by the President or by a majority of the Directors, such call for a meeting to be effected by the Secretary. One-tenth (1/10) of the Voting Delegates may also call for a special meeting by submitting a written request for such meeting to the Secretary of the Federation, and such request shall state the purpose or purposes of the proposed meeting.

**Section 6.5 Notice of Meeting.** Except as otherwise provided by law or the Articles of Organization, notice given in writing or by electronic transmission of each meeting of Voting Delegates shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Voting Delegate entitled to vote at such meeting, such notice to specify the place, if any, date and hour and purpose or purposes of the meeting. Notice may also be effected by circulating a proper form of notice in an official publication that is distributed to all of the Members not less than ten (10) nor more than thirty (30) days prior to the date of the special meeting. Without limiting the manner by which notice otherwise may be given to Voting Delegates, any notice shall be effective if given by a form of electronic transmission consented to by the Voting Delegate to whom the notice is given, and such notice shall be deemed to be given at the time, if delivered by electronic mail when directed to an electronic mail address at which the Voting Delegate has consented to receive notice, and if delivered by any other form of electronic transmission, when directed to the Voting Delegate. Notice of the time, place, if any, and purpose of any meeting of Voting Delegates may be waived (1) in writing signed by the person entitled to notice thereof or (2) by electronic transmission made by the person entitled to notice, either before or after such meeting. Notice will be waived by any Voting Delegate by his attendance thereat in person or by remote communication, except when the Voting Delegate attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any Voting Delegate so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

**Section 6.6 Electronic Notice of Meetings.** Whenever any notice of a meeting is required to be given to any Voting Delegate under the Articles or Organization, these Bylaws, or the laws of Massachusetts, such notice may be delivered by mail or electronic mail to the last and best known address or electronic mail address provided by each Voting Delegate, and the Federation shall annually (or more frequently) update its list of Voting Delegates' addresses and electronic mail addresses.

**Section 6.7 Voting Delegates' List.** At least ~~twenty-one~~ (21) days before every meeting of Voting Delegates, a complete list of the Voting Delegates entitled to vote at said meeting, arranged in alphabetical order and showing the mail address, and electronic mail address if available, of each Voting Delegate, shall be prepared by the Secretary. Such list shall be open to the examination of any Regular Member or Associate Member, for any purpose germane to the meeting, for a period of at least ~~fourteen~~ (14) days prior to the meeting, either (i) on a reasonably accessible electronic network, provided that the

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information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Federation. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Regular Member or Associate Member who is present. Any Voting Delegate may challenge the eligibility of another Voting Delegate, but must do so at least seven (7) days before a meeting of the Voting Delegates. A Credentials Committee consisting of the President of the County Farm Bureau hosting the annual meeting of Voting Delegates, the President of the host county immediately previous, and one Voting Delegate appointed by the President of the Federation, shall hear any such challenge and render a decision prior to the Voting Delegates meeting being called to order.

Section 6.8 Quorum. A majority of the Voting Delegates in attendance shall be requisite and shall constitute a quorum at all meetings of the Voting Delegates for the transaction of business except as otherwise provided by law, by the Articles of Organization or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the Voting Delegates, the Voting Delegates entitled to vote thereat and present at the meeting, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, of the place, date and hour of the adjourned meeting. If a quorum is present at an original meeting, a quorum need not be present at an adjourned session of that meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Voting Delegate of record entitled to vote at the meeting. Withdrawal of Voting Delegates from any properly opened and unadjourned meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6.9 Voting. When a quorum is present at any meeting, and subject to the provisions of Chapter 180 of the Massachusetts General Laws, the Articles of Organization or these Bylaws in respect of the vote that shall be required for a specified action, the vote of a majority of the Voting Delegates present at the meeting shall decide any question brought before such meeting. Each Voting Delegate shall have one (1) vote on each question. No Voting Delegate shall vote by proxy.

Section 6.10 Action by Written Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Voting Delegates may be taken without a meeting if all Voting Delegates entitled to vote on the matter consent to the action in writing and written consents are filed with the records of the meeting of the Voting Delegates. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such consents shall be treated for all purposes as a vote at a meeting.

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ARTICLE VII.

DIRECTORS

Section 7.1 **General Powers.** Subject to the Articles of Organization of the Federation, the business and affairs of the Federation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Federation and do all such acts and things as are not by the Massachusetts General Laws, the Articles of Organization nor by these Bylaws directed or required to be exercised or done by the Voting Delegates or the County Farm Bureaus.

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Section 7.2 **Number of Directors, Eligibility and Term of Office.**

(a) The number of Directors that shall constitute the whole Board of Directors shall be a number not less than one (1), and shall be established by the Voting Delegates from time to time. The Voting Delegates shall determine the number of Directors at the annual meeting and elect the number so fixed, and each Director shall hold office until his successor is elected and qualified or until his earlier resignation, removal or disqualification. Notwithstanding anything contained herein to the contrary, the following persons shall serve as Directors at all times: (i) the President; (ii) the Vice-President; (iii) the immediate Past President; (v) one qualified representative from each County Farm Bureau serving a term of one (1) year or until a successor shall have been duly elected and qualified (each such Director, a "County Director"); (vi) three (3) members of the Budget & Audit Committee who shall be members thereof in good standing, each serving a term of three (3) years, but only so long as such persons remain members in good standing of such Committee, nominated as hereinafter prescribed; (vii) three (3) Directors-at-Large each serving a term of one (1) year and nominated as hereinafter prescribed; and (viii) the current Chairman of the Young Farmers & Ranchers Committee. No Director shall serve on the board for more than ten (10) consecutive years, unless they are serving as President or Vice President. Only Regular Members shall be eligible to serve as Directors.

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(b) Only representatives of Persons who are Regular Members in good standing shall be eligible for election by the Voting Delegates as County Directors.

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(c) One (1) of the candidates from the Budget Committee shall be nominated by the Nominating Committee each year, to serve a three year term.

(d) The candidates for Directors-at-Large shall be nominated by the Nominating Committee.

(e) No person who has threatened or who is pursuing legal action against the Federation shall be eligible to be a Director.

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Notwithstanding the aforementioned nomination provisions, nomination of candidates for all officer and director positions shall be allowed from the floor of the Voting Delegate session.

Section 7.3 **Vacancies.**

(a) Except as hereinafter provided, vacancies and any newly created Directorships resulting from any increase in the number of Directors may be filled by vote of the Voting Delegates at a meeting called for the purpose, or if no action is taken within thirty (30) days of the vacancy, by a majority of the Directors then in office (whether or not the same shall constitute a quorum of the Directors), or by the sole remaining Director. When one or more Directors shall resign from the Board, effective at a future date, then except as hereinafter provided, a majority of the Directors then in office, excluding those who have resigned, shall have power to fill such vacancy or vacancies, the vote or action by writing or electronic communication thereon to take effect when such resignation or resignations shall become effective. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number, subject to any requirements of law or of the Articles of Organization or of these Bylaws as to the number of Directors required for a quorum or for any vote or other actions.

(b) Vacancies in a County Directorship shall be filled by nomination from the County Farm Bureau and approval by the Federation Board of Directors.

(c) Vacancies in all Budget & Audit Committee directorships shall be filled pursuant to Paragraph (a).

(d) Vacancies in all at-large directorships shall be filled pursuant to Paragraph (a).

Section 7.4 **Place of Meetings.** The Board of Directors may hold its meetings within or outside of the Commonwealth of Massachusetts, at the office of the Federation, or at such other places as they may from time to time determine, or as shall be fixed in the respective notices or waivers of notice of such meetings. Any regular or special meeting may be conducted by telephone conference call or other means of electronic communication. Participation in such meetings by conference call or other means of electronic communication shall constitute presence in person at the meeting by the person or persons so participating.

Section 7.5 **Committees of Directors.** The Board of Directors may, by resolution or resolutions passed by the whole Board of Directors, designate one or more ad hoc Committees, each Committee to consist of one or more of the Directors of the Federation and such other Persons as the Board of Directors may designate. The Board of Directors may designate one or more alternate members of any Committee, who may replace any absent or disqualified member at any meeting of the Committee. Any such Committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Federation, and may authorize the seal of the Federation to be affixed to all papers which may require it; but no such Committee shall have power or authority in reference to amending the Articles of Organization, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the Federation's property and assets, recommending to the Members a dissolution of the Federation or a revocation of a dissolution, or amendment to the Bylaws, of the Federation. Such Committee or Committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The Committees

shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 7.6 **Executive Committee.** At the first meeting of the Board of Directors succeeding an annual meeting of the Voting Delegates, the President shall nominate an Executive Committee of five (5) persons from among the members of the Board of Directors. The President and Vice President shall be included in such list of persons so nominated. Upon approval by the Board of Directors, such Executive Committee shall have the authority to function in the interim periods between meetings of the Board of Directors and shall, within the policies of the Federation and budget limitations, act upon such matters as may be referred to it from time to time by the Board of Directors. The President shall *ex officio* be chairman of such Executive Committee. The Secretary of the Federation shall act as secretary to the Executive Committee, keeping a minute recording of the proceedings of the Executive Committee, and report all proceedings of the Executive Committee during such interim periods to the next succeeding regular meeting of the Board of Directors for such action as may be appropriate.

Section 7.7 **Nominating Committee.** The Nominating Committee shall consist of the President of each County Farm Bureau, or his/her designee. The Nominating Committee shall nominate those candidates for directorships over which it has nominating authority as set forth above in this Article Seventh. The Nominating Committee shall also nominate a slate of Officers, the Chairman and Vice Chairman of the Young Farmers & Ranchers Committee, and candidates to comprise the Budget & Audit Committee as hereinafter specified.

Section 7.8 **Budget & Audit Committee.** The Budget & Audit Committee shall consist of three (3) persons nominated by the Nominating Committee, each of whom shall be a Regular Member of a County Farm Bureau in good standing, and each of whom shall be elected by the Voting Delegates at their Annual Meeting for a term of three (3) years, with one member being elected each year. A member of the Budget & Audit Committee shall not serve in any other elected office of the Federation. In addition to any other duties delegated to it by the Board of Directors, the Budget & Audit Committee shall supervise the finances of the Federation and shall recommend the annual budget of the Federation, for approval by the Board of Directors. The Budget & Audit Committee may also review and comment to the Board of Directors on any proposal for action that involves the expenditure of funds prior to any approval thereof or vote thereon by the Board.

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Section 7.9 **Compensation of Directors.** Non-employee Directors, as such, may receive reasonable compensation for their services and/or reimbursement of such sums for the expenses of attendance at each regular or special meeting of the Board of Directors as may be established by resolution of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Federation in any other capacity and receiving reasonable compensation therefore. Members of special or standing Committees may be allowed like compensation and reimbursement for attending Committee meetings. Employee Directors shall not receive additional compensation for their services as Directors, but may receive reimbursement for expenses.

Section 7.10 **Regular Meetings.** Regular meetings of the Board of Directors may be held without call or notice at such places within or without the Commonwealth of Massachusetts

and at such times as the Board may from time to time determine; provided that notice of the first regular meeting following any such determination shall be given to absent Directors. A regular meeting of the Directors may be held without call or notice immediately after and at the same place as the annual meeting of Voting Delegates.

Section 7.11 **Special Meetings.** Special meetings of the Board of Directors may be held at any time and at any place within or without the Commonwealth of Massachusetts, designated in the notice of the meeting, when called by the Chairman of the Board, if any, the President, or by three or more of the Directors, reasonable notice thereof being given to each Director by the Secretary or by the Chairman of the Board, if any, the President or any one of the Directors calling the meeting.

**Section 7.12 Notice of Meeting.** Except as otherwise provided by law or the Articles of Organization, notice given in writing or by electronic transmission of each meeting of the Board of Directors shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting to each Director, such notice to specify the place, if any, date and hour and purpose or purposes of the meeting. Without limiting the manner by which notice otherwise may be given to Directors, any notice shall be effective if given by a form of electronic transmission consented to by the Director to whom the notice is given, and such notice shall be deemed to be given at the time, if delivered by electronic mail when directed to an electronic mail address at which the Director has consented to receive notice, and if delivered by any other form of electronic transmission, when directed to the Director. Notice of the time, place, if any, and purpose of any meeting of the Board of Directors may be waived (1) in writing signed by the person entitled to notice thereof or (2) by electronic transmission made by the person entitled to notice, either before or after such meeting. Notice will be waived by any Director by his attendance thereat in person or by remote communication, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any Director so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

**Section 7.13 Electronic Notice of Meetings.** Whenever any notice of a meeting is required to be given to any Director under the Articles of Organization, these Bylaws, or the laws of Massachusetts, such notice may be delivered by mail or electronic mail to the last and best known address or electronic mail address provided by each Director, and the Board of Directors shall annually (or more frequently) update its list of Directors' addresses and electronic mail addresses.

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**Section 7.14 Action by Written Consent in Lieu of Meeting.** Unless otherwise restricted by the Articles of Organization or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if all members of the Board of Directors or Committee, as the case may be, to the action in writing and the written consents are filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors or of any Committee thereof, as the case may be. Such filing of the written consents shall be in paper form if the minutes are maintained in

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paper form and shall be in electronic form if the minutes are maintained in electronic form. The Board of Directors or any Committee designated by the Board may take any action required or permitted to be taken by them by written consent without a meeting pursuant to this section unless otherwise prohibited by law, the Articles of Organization, or these Bylaws.

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**Section 7.15 Participation in Meetings by Conference.** Nothing in these Bylaws shall be deemed to restrict the power of the members of the Board of Directors, or any Committee designated by the Board of Directors, to participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 7.16 Quorum and Manner of Acting.** Except as otherwise provided in these Bylaws, a majority of the total number of Directors as at the time in office shall constitute a quorum at any regular or special meeting of the Board of Directors. Except as otherwise provided by law, by the Articles of Organization or by these Bylaws, the vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except that notice shall be given to all Directors if the adjournment is for more than thirty (30) days. Withdrawal of one or more Directors from any properly opened and unadjourned meeting shall not cause failure of a duly constituted quorum at that meeting.

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**Section 7.17 Removal.** A Director may be removed from office at any time, either with or without cause, but only by the affirmative vote of a majority of Voting Delegates.

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**Section 7.18 Cooperative Arrangements.** The Board of Directors shall have authority and may establish and maintain by suitable arrangement and agreement duly entered into, cooperative relations with any department, bureau, board, division or agency of the United States government or of the government of the Commonwealth of Massachusetts, or agency of a political subdivision thereof with other agricultural organizations and with others.

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**Section 7.19 Interested Directors.**

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(a) No contract or transaction between the Federation and one or more of its Directors, or between the Federation and any other corporation, partnership, association, or other organization in which one or more of the Federation's Directors are Directors or Officers, or have a financial interest shall be void or voidable solely for this reason, or solely because the Director is present at or participates in the meeting of the Board or Committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(i) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee,

and the Board or Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(ii) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Delegates entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Delegates; or

(iii) The contract or transaction is fair as to the Federation as of the time it is authorized, approved or ratified, by the Board of Directors, a Committee thereof, or the Voting Delegates.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorizes the contract or transaction.

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No person who has threatened or who is pursuing legal action against the Federation shall be eligible to be a Director.

## ARTICLE VIII.

### OFFICERS

Section 8.1 **Officers.** The Officers of the Federation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 8.2 **Powers.** Subject to law, to the Articles of Organization and to the other provisions of these Bylaws, each Officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such additional duties and powers as the Board of Directors may from time to time designate.

#### Section 8.3 **Election, Term of Office and Eligibility.**

- (a) The Voting Delegates shall, at the Annual Meeting, elect by secret ballot, a President for a term of two years, which shall commence upon adjournment of said meeting and continue until the adjournment of the second succeeding annual meeting, and until his/her successor is elected and qualified. The President shall be eligible to serve three (3) consecutive two (2) year terms of office, but shall then be ineligible for nomination for a period of one (1) year, except if the President is elected to the American Farm Bureau Board, then he/she can be re-elected by the will of the delegate body for as long as the delegates believe it is in the best interest of the Federation.
- (b) The Voting Delegates of the Federation shall, at the annual meeting, elect a Vice President for a term commencing with the date of the adjournment of said annual meeting and continuing until the date of the adjournment of the second succeeding annual meeting of the Federation, or until his successor is elected and qualified, and thereafter the Voting Delegates shall, at the annual meeting at which the term of office of the Vice President shall expire, elect a Vice President to serve for a similar term until his/her successor is



electd and qualified. The delegates shall elect the Chairperson of the Young Farmers and Ranchers Committees on an annual basis. The President, Vice President, and Chairperson of the Young Farmers and Ranchers Committees shall be Regular Members of a County Farm Bureau in good standing.

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(c) The Board of Directors of this Federation shall, at the board meeting immediately following the annual meeting, elect a Treasurer for a term commencing with the date of the adjournment of said annual meeting and continuing until the date of the adjournment of the second succeeding annual meeting of the Federation, and until his/her successor is elected and qualified. The two-year term of the Treasurer shall commence in the alternate year from the term of the President and Vice President.

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(d) The Board of Directors shall, at its first meeting following the annual meeting, elect a Secretary who shall serve in such capacity until his successor is elected and qualified. The compensation of the Secretary shall be determined and fixed by resolution of the Board of Directors.

Section 8.4 **Subordinate Officers.** The Board of Directors may appoint such Assistant Secretaries, Assistant Treasurers, and/or such agents as the Board may determine, to hold office for such period and with such authority and to perform such duties as the Board may from time to time determine. At any time or from time to time the Board of Directors may delegate to any Officer the power to elect or appoint any such subordinate Officer or agent.

Section 8.5 **Removal.** The President and the Vice President may be removed at any time, either with or without cause, but only by a two-thirds (2/3) vote of the Voting Delegates. Any other Officer may be removed by a majority vote of the Board of Directors. The Board of Directors may at any time terminate or modify the authority of any agent. No Director or Officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Federation) no Director or Officer removed shall have any right to any compensation for such person's service in such office or position for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless, in the case of a resignation, the Directors, or, in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

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Section 8.6 **The President.** The President shall preside at all meetings of the Voting Delegates and at all meetings of the Board of Directors. Unless some other Officer has been elected Chief Executive Officer or the Board of Directors otherwise specifies, the President shall be the chief executive Officer of the Federation and shall, subject to the control of the Directors, have general charge and supervision of the Federation. He may sign, with the Treasurer or any other proper Officer of the Federation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, notes, checks, drafts, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Federation or shall be required by law to be otherwise signed or executed; and in

general shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 8.7 **The Vice President.** In the event of the absence or disability of the President, the Vice President shall perform the duties of the President, [including filling a vacancy in the office of President to complete an unexpired term](#). The Vice President shall also perform such other duties as from time to time may be assigned to him by the Board of Directors or the President.

Section 8.8 **The Secretary.** The Secretary shall:

(a) Keep the minutes of the meetings of the Voting Delegates and of the Board of Directors;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) Be custodian of the records and of the seal of the Federation and see that the seal or a facsimile or equivalent thereof is affixed to or reproduced on all documents, the execution of which on behalf of the Federation under its seal is duly authorized; and

(d) In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws or as from time to time are assigned to him by the Board of Directors or by the President.

Section 8.9 **The Assistant Secretaries.** If one or more Assistant Secretaries shall be appointed, then, at the request of the Secretary, or in his absence or disability, the Assistant Secretary designated by the Secretary (or in the absence of such designations, then any one of such Assistant Secretaries) shall perform the duties of the Secretary and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

Section 8.10 **The Treasurer.** The Treasurer shall:

(a) ~~Be~~ responsible for all funds of and securities owned or held by the Federation and, in connection therewith, among other things: keep or cause to be kept full and accurate records and accounts for the Federation; deposit or cause to be deposited to the credit of the Federation all moneys, funds and securities so received in such bank or other depository as the Board of Directors or an Officer designated by the Board may from time to time establish; provided, that any investment in excess of three (3) months shall require approval of the Board of Directors; and, supervise the disbursement of the funds of the Federation as may be properly authorized.

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(b) Render to the Board of Directors at any meeting thereof, or from time to time whenever the Board of Directors or the President may require, financial and other appropriate reports on the condition of the Federation;

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(c) In general, perform all the duties incident to the office of Treasurer, and such other duties as are provided by these Bylaws or from time to time may be assigned to him by the Board of Directors or by the President.

Section 8.11 **The Assistant Treasurers.** If one or more Assistant Treasurers shall be appointed, then, at the request of the Treasurer, or in his absence or disability, the Assistant Treasurer designated by the Treasurer (or in the absence of such designation, then any one of such Assistant Treasurers) shall perform all the duties of the Treasurer and when so acting shall have all the powers of and be subject to all the restrictions upon, the Treasurer.

Section 8.12 **Salaries.** The reasonable salaries of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Federation.

Section 8.13 **Bonds.** If the Board of Directors or the President shall so require, any Officer or agent of the Federation shall give bond to the Federation in such amount and with such surety as the Board of Directors or the President, as the case may be, may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 8.14 **Delegation of Duties.** In case of the absence of any Officer of the Federation or for any other reason which is deemed sufficient by the Board of Directors, the Board of Directors may, for the time being, delegate his powers and duties, or any of them, to any other Officer or to any Director.

Section 8.15 **Vacancies.** If the office of the President shall become vacant, the Vice President shall assume the office of President to fulfill the unexpired term. If the office of the Vice President becomes vacant it shall remain vacant until the next meeting of the Voting Delegates. If the offices of the Treasurer or the Secretary or any other office becomes vacant, the Directors may elect a successor by vote of a majority of the Directors then in office. Each such successor shall hold office for the unexpired term, and in the case of the President, the Vice President, the Treasurer and the Secretary until his successor is chosen and qualified or in each case until he sooner dies, resigns, is removed or becomes disqualified. If both the offices of President and Vice President become vacant, the remaining Directors shall elect a temporary presiding officer by majority vote, to serve until a special meeting of the Voting Delegates can be held to fill the vacancies.

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**Deleted:** If the office of any other Officer becomes vacant, any person or body empowered to elect or appoint that Officer may choose a successor.

Section 8.16 **Interested Officers.**

(a) No contract or transaction between the Federation and one or more of its Officers, or between the Federation and any other corporation, partnership, association, or other organization in which one or more of the Federation's Officers are Directors or Officers, or have a financial interest shall be void or voidable solely for this reason, or solely because the Officer is present at or participates in the meeting of the Board or Committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(i) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee, and the Board or Committee in good faith authorizes the contract or transaction by the

affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(ii) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Delegates entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Delegates; or

(iii) The contract or transaction is fair as to the Federation as of the time it is authorized, approved or ratified, by the Board of Directors, a Committee thereof, or the Voting Delegates.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorizes the contract or transaction.

#### ARTICLE IX.

##### YOUNG FARMERS AND RANCHERS COMMITTEE

Section 9.1 **Membership.** The Young Farmers and Ranchers Committee of the Federation shall consist of at least two (2) Regular Member couples or single members from each County Farm Bureau, as well as the Chairman or Chair couple, Vice Chairman or Vice Chair couple and immediate past Chairman or Chair couple of the Committee. Member couples will be limited to one vote per committee membership. The spouse of the Chairman of the Young Farmers and Ranchers Committee shall be treated as a full and active member of the YF&R Committee, but shall have no voting privilege in matters of official committee business. No one shall be eligible for Young Farmers and Ranchers Committee membership unless he is a Regular Member in good standing of a County Farm Bureau and between the ages of eighteen (18) and thirty-five (35) at the time of their committee appointment.

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Section 9.2 **Nomination and Election.** Upon nomination by the Nominating Committee, a Chairman and Vice Chairman of the Young Farmers and Ranchers Committee shall be elected by the Voting Delegates at the annual meeting of the Federation every year to serve until the next annual meeting or until their successors are elected and qualified. Rules governing the nomination and election of the Chairman and Vice Chairman shall be determined by the Voting Delegates.

Section 9.3 **Vacancies.** Except as set forth herein, vacancies shall be filled by election by the County Board of Directors of a qualified person from the County concerned for the unexpired term.

Section 9.4 **Responsibilities of the Chairman and Vice Chairman.** The Chairman shall be the presiding Officer of the Young Farmers and Ranchers Committee and shall perform such other duties as may be required by the Board of Directors or these Bylaws. The Vice Chairman shall succeed to the office of the Chairman upon his death, resignation or disqualification and in the absence or disability of the Chairman, and exercise the power and

perform the duties of the Chairman, and otherwise he shall have such powers and perform such duties as may be assigned to him by the President or Board of Directors.

ARTICLE X.

COOPERATIVE BUSINESS SERVICES

Section 10.1 **Cooperative Business Services.** Whenever the Federation shall exercise the power to perform a cooperative business service (a “Service”), either as a corporate agency or through agencies controlled by it, the Federation shall not receive in payment for such Service any net profit amount greater than eight percent (8%) per annum of the funds invested in the Service (the “Federation Payment”). Any net income in excess of the Federation Payment and reasonable reserves for the debts and working capital of any such Service shall be distributed to the patron members of the Service, as producers or consumers, on a basis equal to each member’s pro rata portion of patronage to the Service. In the conduct of any one of such activities, the Federation, in such capacity or capacities, shall not deal in products of, nor handle supplies for, any non-members of the Service to an amount greater in value than the Federation deals or handles for members of the Service during any fiscal year.

Section 10.2 **Membership in the Services.** Each Regular Member and Associate Member in good standing in a County Farm Bureau automatically shall be entitled, upon compliance with any other membership requirements, to membership in and to the Services. If a Regular Member or Associate Member should have their membership in the County Farm Bureau terminated or revoked for any reason, then such membership in and to the Services shall also be immediately terminated.

ARTICLE XI.

PERSONAL LIABILITY AND INDEMNIFICATION

Section 11.1 **Personal Liability of Directors and Officers.** No officer or director of the Federation shall be personally liable to the Federation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer’s or director’s duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

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Section 11.2 **Indemnification of Directors and Officers.** The Federation shall indemnify, to the fullest extent permitted by the applicable laws, of the Commonwealth of Massachusetts, any person who was or is a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, and whether by or in the right of the Federation, its members, a third party or otherwise (a “Proceeding”), by reason of the fact that he

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is or was a Director or Officer of the Federation, or is or was a Director or Officer of the Federation serving at the request of the Federation as a Director, Officer, employee or agent of another Federation, partnership, joint venture, trust or other enterprise, against all expenses (including, but not limited to, attorneys' fees), liabilities, losses, judgments, fines, excise taxes, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such Proceeding, including expenses incurred in seeking such indemnification. However, such indemnification shall exclude (i) indemnification with respect to any improper personal benefit which a Director or Officer is determined to have received and of the expenses of defending against an improper personal benefit claim unless the Director or Officer is successful on the merits in said defense, (ii) indemnification of present or former Officers, Directors, employees or agents of a constituent Federation absorbed in a merger or consolidation transaction with this Federation with respect to their activities prior to said [merger or consolidation](#), unless specifically authorized by the Board of Directors or Voting Delegates of this Federation, [and \(iii\) provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Federation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.](#)

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Section 11.3 **Payment of Expenses.** Such indemnification shall include prompt payment of expenses incurred by a Director or Officer in defending a Proceeding in advance of the final disposition of such Proceeding, upon receipt of [a written](#) undertaking by or on behalf of the Director or Officer to repay such amounts if it shall ultimately be determined that he is not entitled to be indemnified by the Federation under this Article XI, which [written](#) undertaking shall be an unsecured general obligation of the Director or Officer and may be accepted without regard to his ability to make repayment.

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Section 11.4 **Indemnification of Employees, Agents and Others.** The Federation shall, to the fullest extent [permitted by the applicable laws of the Commonwealth of Massachusetts](#), grant rights to indemnification and to an advancement of expenses, pursuant to the provisions of this Article XI, to any person who was or is a party or is threatened to be made a party to or is otherwise involved in any Proceeding by reason of the fact that (i) he, she or it is or was an employee or agent of the Federation, or (ii) is or was serving at the request of the Federation, as a Director, Officer, employee or agent of another Federation, partnership, joint venture, trust or other enterprise, or (iii) is or was a partner, employee or agent of such person or the Officer, Director or shareholder of a partner of such person, or a partnership of which such person is or was a partner. [However, such indemnification shall exclude \(i\) indemnification with respect to any improper personal benefit which such employee or agent or other is determined to have received and the expenses of defending against an improper personal benefit claim unless employee or agent is successful on the merits in said defense; \(ii\) indemnification of present or former employees or agents or others of a constituent Federation absorbed in a merger or consolidation transaction with this Federation with respect to their activities prior to said merger or consolidation, unless specifically authorized by the Board of Directors or Voting Delegates of this Federation; and \(iii\) provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the](#)

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best interests of the Federation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Section 11.5 **Nature of Indemnification Rights.** The indemnification rights provided in this Article XI shall be a contract right and shall not be deemed exclusive of any other rights to which any person, whether or not entitled to be indemnified hereunder, may be entitled under any statute, by-law, agreement, vote of Voting Delegates, Directors, Members or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent or and inure to the benefit of the heirs, executors and administrators of such a person. Each person who is or becomes a Director or Officer, or employee or agent of the Federation shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article XI.

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Section 11.6 **Amendment.** The provisions of this Article may be amended as provided for herein; provided, however, that no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer or others under this Article XI, with respect to his acts or omissions prior to such amendment or repeal, shall apply to him without his consent.

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## ARTICLE XII.

### BOOKS AND RECORDS

Section 12.1 **Location.** The books, accounts and records of the Federation may be kept at such place or places within or without the Commonwealth of Massachusetts as the Board of Directors may from time to time determine.

Section 12.2 **Inspection.** The books, accounts, and records of the Federation shall be open to inspection by any Director at all times; and open to inspection by the Members at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by applicable law.

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Section 12.3 **Corporate Seal.** The corporate seal shall contain two concentric circles between which shall be the name of the Federation or an abbreviation thereof, and the word "Massachusetts" and in the center shall be inscribed the year of incorporation.

## ARTICLE XIII.

### MISCELLANEOUS PROVISIONS

Section 13.1 **Fiscal Year.** The fiscal year of the Federation shall end on the 30<sup>th</sup> day of June of each year.

Section 13.2 **Depositories.** The Board of Directors or an Officer designated by the Board shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of the Federation.

Section 13.3 **Checks, Drafts and Notes.** All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Federation shall be signed by such Officer or Officers or agent or agents as shall from time to time be designated by resolution of the Board of Directors or by an Officer appointed by the Board.

Section 13.4 **Contracts and Other Instruments.** The Board of Directors may authorize any Officer, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Federation and such authority may be general or confined to specific instances.

Section 13.5 **Stock in Corporations.** Any shares of stock in any corporation that may from time to time be held by this Federation may be represented and voted at any meeting of shareholders of such corporation by the President, or by any other person or persons thereunto authorized by the Board of Directors, or by any proxy designated by written instrument of appointment executed in the name of this Federation by its President. Shares of stock belonging to the Federation need not stand in the name of the Federation, but may be held for the benefit of the Federation in the individual name of the Treasurer or of any other nominee designated for the purpose by the Board of Directors. Certificates for shares so held for the benefit of the Federation shall be endorsed in blank or have proper stock powers attached so that said certificates are at all times in due form for transfer, and shall be held for safekeeping in such manner as shall be determined from time to time by the Board of Directors.

Section 13.6 **Protocol.** At any meeting provided for by these Bylaws, the most recent published edition of "Roberts' Rules of Order" shall govern such meeting unless otherwise specifically provided for by the Articles of Organization, these Bylaws or the General Laws of the Commonwealth of Massachusetts.

Section 13.7 **Pronouns Used in Bylaws.** Pronouns used in these Bylaws are intended to be inclusive and, unless otherwise stated in these Bylaws, the terms of the Bylaws shall apply equally to all individuals as referenced herein, without limitation or reference to gender.

Section 13.8 **Dissolution.** In the event of dissolution of the Federation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Federation to the extend assets of the Federation permit, dispose of all the assets of the corporation exclusively for the purposes of the Federation, as the Board of Directors shall determine, in such manner as may be required by section 501(c)(5) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the Commonwealth of Massachusetts,

Section 13.9 **Amendment of Bylaws.** These Bylaws may be amended or repealed or additional Bylaws may be adopted, only upon the affirmative vote of two-thirds (2/3) of the Voting Delegates; provided, however, that notice of same, and the text of same, shall be in the hands of the Secretary at least sixty (60) days previous to any meeting of the Voting Delegates called for the purpose of such amendment, repeal or adoption, and notice of same, and the text of same, shall be placed in the mail by the Secretary at least

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fifty (50) days prior to such meeting to the last known [mail or electronic mail](#) address of each Director of the Federation, each Officer of the Federation, each County Farm Bureau in good standing, and to the President and Secretary of each County Farm Bureau in good standing.

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