

**BYLAWS**  
**MARYLAND-DELAWARE FORAGE COUNCIL, INC.**

**ARTICLE I**  
**Name**

The name of this organization shall be the MARYLAND-DELAWARE FORAGE COUNCIL, INC. (an affiliate of the American Forage and Grassland Council).

**ARTICLE II**  
**Objectives**

The objectives of the Council shall be:

1. To promote the profitable production, marketing and utilization of forage (including hay, silage, pasture, cover and conservation crops, crop residues, etc.) as a prime feed resource for efficient production of livestock.
2. To provide a forum for farmers, agribusiness representatives and public agency personnel having mutual interests in forage, production, evaluation, marketing and utilization to consider and make recommendations on general issues that affect the forage industry.
3. To encourage industries and organizations serving agriculture to provide the best available products and information for optimum production, evaluation, marketing and utilization of forage.
4. To identify the needs and encourage expanded and intensified research and education-relative to production, evaluation, marketing and utilization of forage.
5. To promote the use of forage legumes in crop rotations as a source of nitrogen for succeeding crops.
6. To promote the value of forage crops, grazing lands and other grasslands as soil and water conserving crops and for the abatement of pollution for the short and long term benefits to agriculture and the environmental quality of Maryland and Delaware.
7. To provide leadership in forage and grassland activities in Maryland and Delaware
8. To cooperate with other organizations promoting modern technologies of forages and grassland agriculture and encourage joint programs when desirable for most effective results.

**ARTICLE III**  
**Membership and Eligibility**

Section A- Membership classes:

1. There shall be three classes of membership:
  - a. Individual
  - b. Corporate
  - c. Institute-trade associations

2. The board of directors may create additional classes of membership as may be necessary, prescribe the rules of eligibility and define privileges thereof.

#### Section B -Membership eligibility

Membership eligibility shall be defined as follows:

1. Individual members may consist of any individual interested in the objectives of this Council.
2. Corporate members may consist of any agricultural, industrial or business firm interested in the objectives of this Council.
3. Institute-trade associations may consist of any public or private association interested in the objectives of this Council.

### **ARTICLE V Election of Officers and Directors**

#### Section A - Directors

1. Each member of the board of directors shall be elected for a period of four (4) years. Two new directors shall be elected each year from the producer sector, two from the agribusiness sector and two from the public sector.
2. The election of directors shall be accomplished by mail ballot sent to all eligible members at least 30 days prior to the date of the annual election to be set by the Executive Committee.

#### Section B - President and Vice-President

The president and vice-president shall be elected annually by the board of directors at the first regular board meeting following election of directors. The newly elected board members will participate in the election, the retiring board members will not.

#### Section C- Vacancies

In the case of the retirement, death, or resignation of an officer or a member of the board of directors, the vacancy shall be filled by appointment by the president of the Council subject to confirmation by the board of directors. If the president is unable to act, the vacancy shall be filled by a vote of the board of directors.

### **ARTICLE VI Duties of Officials**

#### Section A - Board of directors

The board of directors shall be responsible for formulating and executing all policies of the Council in accordance with stated objectives or such other direction as will best serve the interests of the Council.

#### Section B - President

The president of the Council shall preside at the meetings of the board of directors, the annual business meetings and meetings of the executive committee, appoint committees as provided for by Article IV, Section D, annually appoint a committee having representatives from each region to audit the financial records of the Council.

#### Section C - Vice-President

The vice-president shall preside at meetings of the board of directors, the executive committee and the annual business meetings in the absence of the president and shall perform such other duties as may be assigned by the president or the executive committee.

#### Section D - Secretary

The secretary shall be responsible for notification of all official meetings and recording the minutes of all such meetings.

#### Section E - Treasurer

The treasurer shall be responsible for all collections and disbursements of the Council and maintaining records of all financial transactions. Financial records shall be submitted annually for audit by a committee appointed by the president.

#### Section F - Executive Committee

The executive committee shall perform all functions specified in these bylaws and shall represent the Council in all executive functions when the board of directors is not in session.

#### Section G - Committees and Task Forces

Each committee and task force shall be responsible for the field of activity designated by its name or the board of directors and each shall formulate a program consistent with the objectives of the Council or as instructed by the board of directors.

## **ARTICLE VII Meetings**

#### Section A - Annual Business Meeting

1. There shall be at least one official business meeting of the Council per calendar year and such other meetings of members as determined by the board of directors.
2. The date, time and place of the annual business meeting(s) or other meetings of the general membership shall be set by the board of directors and notices of such meetings must be mailed to all members in good standing at least 30 days in advance of the meeting.

#### Section B - Board Meetings

The date, time and place of the meetings of the board of directors shall be set by the president.

#### Section C - Executive Committee Meetings

The date, time and place of meetings of the executive committee shall be set by the president.

**ARTICLE VIII**  
**Quorum**

At the annual business meeting(s) and other meetings of members, a quorum shall consist of those eligible voters present so long as all regions are represented. At official board of directors meetings and executive committee meetings, a quorum shall consist of 1/2 of the membership of the board or committee as long as all regions are represented. At committee or task force meetings, a quorum shall consist of 1/2 of the membership of the committee or task force so long as all regions are represented.

**ARTICLE IX**  
**Voting**

Section A - Annual Business Meeting(s)

At the annual business meeting(s) or other meetings of members, actions shall be authorized by a majority of those present who are entitled to vote or by a valid proxy.

Section B - Board of Directors and Executive Committee Meetings

At meetings of the board of directors or the executive committee, actions shall be authorized by a majority of the committee or task force members present.

**ARTICLE X**  
**Amendments**

The bylaws of this Council may be amended by the board of directors at any meeting of the board provided forty-five (45) days prior notice of their consideration is given to the membership.

**ARTICLE XI**  
**Rules of order**

Rules contained in Robert's Rules of Order shall govern the Council in all cases where they are applicable and are not inconsistent with the bylaws of the Council. A parliamentarian may be appointed at the discretion of the president.

**ARTICLE XII**  
**Dissolution**

Upon the dissolution of the Council, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the Council, distribute all of the assets of the Council to the University of Maryland, Delaware State College and University of Delaware to be used in such manner as would support the objectives of this Council.

### Section C - Membership status

1. A member shall be considered in good standing providing current calendar year dues have been paid as set by action of the board of directors.
2. Each corporate member or institute-trade association member shall annually designate one of their members as an MDFC representative. This representative shall have the rights of a member in good standing (ARTICLE III, Section C and D). The representative shall coordinate activities and communications between MDFC and their organization.

### Section D - Membership privileges

A member in good standing may hold office, serve on the board of directors, be a member of one or more committees and attend and vote at annual business meetings.

### Section E - Dues and assessments

The Council has authority to collect from its members annual dues and assessments for the purpose of financing the activities of the Council. A schedule of such dues and assessments shall be set by the board of directors. Any changes in the annual dues and assessments schedule shall be announced by the board of directors AT LEAST FOUR (4) MONTHS prior to the start of the calendar year in which they are to become effective.

## **ARTICLE IV Organization**

### Section A - Directors

1. The directors of the Council shall consist of twenty four (24) board members elected as set forth in Article V, Section A. Twelve (12) directors shall be from the portion of Maryland west of the Chesapeake Bay, four (4) from the farmer sector of the membership, four (4) from the agribusiness sector of the membership and four (4) from the public service sector of the membership. Twelve (12) directors shall be from Delaware and the Eastern Shore of Maryland, two (2) from each state total of four (4) from the farmer sector of the membership, two (2) from each state total of four (4) from the agribusiness sector of the membership and two (2) from each state total of four (4) from the public service sector of the membership. At least one (1) representative of the land grant college system of each state shall be a member of the board.
2. The president of the Council shall be chairman of the board of directors.

### Section B - Officers

1. The officers shall consist of the president, vice-president, immediate past president, secretary and treasurer.
2. The president and vice-president shall be elected annually by the board of directors from within the members of the board of directors. Election shall be at the first regular board meeting following the election of directors.

3. The secretary and the treasurer shall be appointed annually by the president with the approval of the board of directors.

#### Section C - Executive committee

The executive committee shall be comprised of the president, the vice-president, the immediate past-president, the secretary, the treasurer and the chairperson of the local program and education committees.

#### Section D – Committees

1. All committees shall be appointed by the president with counsel of the executive committee and board of directors.

2. The chairperson or co-chairperson of each committee shall be a member of the board of directors, except as authorized by the board. There should be equal representation from the farmer, agribusiness and public sectors of the board of director members on all committees. When additional committee membership outside of the board of directors is desirable, the equal number of farmer, agribusiness and public sector rule may not apply, but is desirable.

3. There shall be membership committee, nomination committee program and education committee, forage quality, utilization and marketing committee, and awards committee.

##### a. Membership committee

The membership committee shall:

- (1) Seek new members in all classes as described in Article III.
- (2) Maintain membership in all classes by an organized follow-up mechanism.
- (3) Periodically re-evaluate membership classes, dues structure and procedures.
- (4) Consist of twelve (12) members of the board of directors, each serving a three-year term; there shall be four (4) members each from farmer, agribusiness and public sectors. Additional members may be added (from inside or outside the board of directors) as deemed necessary by the chairperson or co-chairpersons. The chairperson(s) should have served at least one (preferable two) year(s) on the committee prior to appointment as chairperson or co-chairpersons.

##### b. Nomination Committee

The nomination committee shall:

- (1) Annually prepare a slate of nominees for directors. Two nominees shall be submitted for each vacancy.
- (2) Identify nominees so that all forage and grassland interests may be represented on the board of directors.
- (3) The immediate past-president shall serve as chairperson.

c. Program and education committee

The program and education committee shall:

- (1) Develop and recommend to the board of directors educational programs and materials to promote forages and MDFC.
- (2) Coordinate plans for conferences, field days, tours or other such activities as may be conducted by the Council; this shall include determining the program format, type and topics of presentations, arrangements and publicity. Consist of the chairpersons of local program and education sub-committees.
- (3) Program and education sub-committees shall develop and coordinate educational programs at the local level (county, multi-county or regional basis).

d. Forage quality, utilization and marketing committee

The forage quality, utilization and marketing committee shall:

- (1) Provide a medium of unity of effort in developing and maintaining a satisfactory forage testing program in Maryland and Delaware.
- (2) Develop a program to expand domestic and foreign markets for hay produced in Maryland and Delaware, cooperating with other organizations and/or agencies appropriate.
- (3) Provide a forum for communication between forage producers, dealers and consumers.
- (4) The board of directors may find it necessary to organize other committees or task forces from time to time to study specific problems or carry out certain action phases of the Council's program when greater involvement of the membership is deemed necessary. Such task forces shall be disbanded by the board of directors once their assignment is complete.

e. Awards Committee

The awards committee shall:

- (1) Be responsible for administering an awards program to recognize outstanding performance by producers, agribusiness representatives and professionals involved in forage production, evaluation, marketing and utilization.
- (2) Publicize the awards, seek nominees for the awards in a timely manner and select award winners.