

AMERICAN FORAGE AND GRASSLAND COUNCIL BYLAWS

ARTICLE I

Name

The name of this organization shall be American Forage and Grassland Council, Inc. (AFGC).

ARTICLE II

Objectives

Section A Objectives of the Council

1. To promote profitable use of forages as a prime feed resource for efficient production of livestock.
2. To provide a forum for all who have a mutual interest in forage production, evaluation, and/or utilization to exchange ideas, philosophies, and research findings; and to provide a means whereby such professional contributions may be published and contributors recognized.
3. To collect, analyze, and disseminate forage technological, ecological, and economic information.
4. To encourage industries serving agriculture to provide the best available products for optimum production, evaluation, and utilization of forages.
5. To identify research needs and to encourage expanded and intensified research relative to production, marketing, and utilization of forage.
6. To promote the value of forages, 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 environmental quality.
7. To cooperate with other organizations promoting modern technologies of forages and grassland agriculture and encourage joint programs when desirable for the most effective results.
8. To provide leadership in international forages, grazing lands, and other grassland activities.
9. All activities will be conducted to be consistent with 501c3 IRS Regulations.

ARTICLE III

Membership and Eligibility

Section A Membership Classes

1. There shall be four classes of membership:
 - a. Individual
 - b. Life membership

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- c. Corporate
- d. Affiliate councils
- 2. The Board of Directors may from time to time create additional classes of members, prescribe the rules of eligibility, and define the privileges thereof.
- 3. There shall be three “sectors” of membership:
 - a. Public – members who work for public agencies, foundations and institutes.
 - b. Industry – members who work for private industries operated for profit.
 - c. Producer – members whose primary source of income is from owning and/or operating a farm.

Section B Membership Eligibility

- 1. Individual members shall consist of any individuals interested in the objectives of AFGC and individual members of affiliated councils in good standing.
- 2. Life members shall consist of members who have been nominated by their affiliate council and approved by the AFGC Board of Directors.
- 3. Affiliate members shall consist of members of councils officially affiliated with AFGC.
 - a. Prior to being approved by the Board of Directors for official affiliation, each applying affiliate council must submit a formal membership application, as well as information indicating geographical area included, current officers, and a general program of activity.
 - b. Each affiliate council shall have full control and responsibility over its own program and fiscal affairs. Affiliate councils that use the umbrella AFGC 501c3 exempt status shall comply with 501c3 regulations.
 - c. All affiliate council members must pay dues to AFGC (Article III, Section E).

Section C Membership Status

- 1. A member shall be considered in good standing providing current fiscal year dues have been paid as set by action of the Board of Directors.

Section D Membership Privileges

- 1. 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

- 1. The Council has authority to collect from all membership categories dues and assessments for the purpose of financing the activities of the Council. A schedule of such dues and assessments for each membership category 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 fiscal year in which they are to become effective.

ARTICLE IV Organization

Section A Board of Directors

1. The Board of Directors of this organization shall consist of (a) the twelve director members, four from each of the public, industry, and producer sectors, and (b) the presiding officers, including the immediate Past President, President, President Elect, Senior Vice President, Vice President, Treasurer, and Executive Director (ex-officio).
2. The President of the Council shall be Chairman of the Board of Directors.

Section B Officers and Executive Director

1. The officers shall consist of the immediate Past President, President, President Elect, Senior Vice President, Vice President, and Treasurer.
2. The President, President Elect, Senior Vice President, and Vice President shall each hold office in ascending order from the conclusion of the annual conference to the conclusion of the next annual conference except in cases where annual meetings are less than nine months apart. Under this circumstance, the terms of all officers may be extended until the subsequent annual meeting by a majority board vote.
3. The Vice President shall be elected annually.
4. The Treasurer shall be appointed by the President with approval of the board for a two year term.
5. The Executive Director shall be retained under a written contract executed by the Board of Directors. The position can be internal staff directly employed by the association or provided by a management company hired by the association to provide staff and management services. The Executive Director shall be an ex-officio (non-voting) member of the Board of Directors, the Executive Committee, and all standing and ad hoc committees.

Section C Committees

1. All committees and representatives other than those specifically named in the Bylaws will be appointed by the President with the counsel of the Executive Committee and Board of Directors. Each individual appointed by the President to represent AFGC must be a member in good standing. Each Board member shall serve on at least one standing committee.
2. The Chairperson or Co-chairpersons of each Committee shall be a member of the Board of Directors or a current or past member of a standing committee. Otherwise his/her appointment must be authorized by the Board.
3. There shall be an Executive Committee and Nomination Committee.
 - a. Executive Committee
The Executive Committee shall be comprised of the Immediate Past President, President, President Elect, Senior Vice President, Vice President, and Treasurer. These people shall also serve as Board members. The Executive Director shall serve as ex-officio (non-

voting) member of the Executive Committee.

b. Nomination Committee

- (1) To be composed of the four most recent Past Presidents with the Immediate Past President serving as Chairperson.
- (2) To annually select a nominee for Vice President. It is recommended that the Vice President be elected in rotation from each of the three sectors.
- (3) To annually prepare a slate or ballot of nominees for the Board of Directors representing each of the three sectors: public, industry, and producer.
- (4) The Nomination Committee shall identify nominees so that all fields of forage and grassland interest may be represented on the Board of Directors.
- (5) The Nomination Committee shall identify nominees to ensure fair representations of affiliate councils on the AFGC Board of Directors.

4. Affiliate Council Liaison

- (1) Responsibilities are to advise the Board on matters pertaining to Affiliate Councils' concerns and activities.
- (2) The Affiliate Council Liaison shall be the President-Elect on the AFGC Board of Directors.

Section D Fiscal Year

1. The Council shall be fiscally operated on a July 1st to June 30th year basis.

**ARTICLE V
Election of Officers and Directors**

Section A Each member of the Board of Directors shall be elected for a two-year term. A Board member may serve no more than three consecutive terms.

Section B The Vice President shall be elected annually by the Board of Directors by electronic or postal ballot prior to the conference Board Meeting. Up to two individuals may be nominated from the same sector with a three-year rotation of sectors (public, producer, industry) recommended.

Section C The election of Directors shall be accomplished by electronic or mail ballot sent to all eligible members at least 30 days prior to the date of the annual election, the date to be set by the Executive Committee.

Section D Any Director failing to attend two consecutive Board meetings, without Board-excused absence, shall be considered resigned from the Board.

Section E 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.

Section F The terms of newly elected officers and directors shall begin at the conclusion of the annual conference subject to terms in Article IV Section B.

ARTICLE VI Duties of Officials

Section A The Board of Directors shall be responsible for formulating and executing all policies of the Council in accordance with the stated objectives or such other direction as will best serve the interest of the Council.

Section B The President of the Council shall preside at the meetings of the Board of Directors and perform such other duties as required in the bylaws.

Section C The President shall preside at the Annual Business Meeting and meetings of the Executive Committee and be responsible for executive actions in carrying out the policy designated by the Board of Directors. The President may delegate responsibilities within such limits as may be set by the Board to other Officers or Committees.

Section D The President Elect shall preside at meetings of the Board of Directors and of the Executive Committee in the absence of the President. The Senior Vice President and the Vice President shall perform such other duties as may be assigned by the President or the Executive Committee.

Section E The Treasurer shall be responsible for all financial records, collections, and disbursements of the Council. These day-to-day functions will be performed by staff in accordance with Board policy and under the direction of the Treasurer.

Section F The Board of Directors shall employ such professional staff as may be necessary and within the framework of the Council's budget to carry out specified programs and perform necessary duties of the Council.

Section G 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 H Each Committee and Task Force shall be responsible for the field of activity designated by these bylaws 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. An annual report shall be required of the Chairperson of each Committee or Task Force.

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Section I The Affiliate Council Liaison shall be responsible for providing input and serving as a consistent contact between the Affiliate Councils and AFGC Board of Directors/Executive Committee on AFGC concerns and interests.

ARTICLE VII Meetings

Section A There shall be one official business meeting of the Council per fiscal year and such other meetings of the members as determined by the Board of Directors. The business meetings shall include a current financial report and other items approved by the Executive Committee.

Section B The date, time, and place of the Annual Business Meeting or other meetings shall be set by the President, and notices of such meetings sent to all members in good standing at least sixty (60) days in advance of the meeting.

Section C The date, time, and place of the meetings of the Board of Directors shall be set by the President.

Section D The date, time, and place of the meetings of the Executive Committee shall be set by the President.

ARTICLE VIII Quorum

A quorum shall consist, in the case of the Annual Business meeting and other meetings of members, of 1/40 of the membership in good standing, either in person or by valid proxies (members of Affiliate Councils have only one vote per person, but for quorum purposes only, represent by proxy the entire membership of their Affiliate Council), and in the case of meetings of the Board of Directors, Executive Committee, standing committees, and task forces, 50% of the membership of such Board or Committee.

ARTICLE IX Voting

Section A At the Annual Business Meeting or other meetings of members, actions on items other than national policy issues shall be authorized by a majority of those present in person or by valid proxy.

Section B At meetings of the Board of Directors, actions on items shall be authorized by a majority of those eligible to vote. At meetings of the Executive Committee, actions shall be authorized by a majority of those eligible to vote.

Section C At meetings of Committees and/or Task Forces, actions shall be authorized by a majority of those present.

Section D Actions on national policy issues shall be authorized by a majority of the votes. Actions on national policy issues may only be brought to a vote by the general membership if approved by a 2/3 majority vote of the Board of Directors. If immediate action is required on a national policy issue as determined by the Executive Committee, this action shall be authorized by a 2/3 majority vote of the Board of Directors and affirmed by a 2/3 majority vote at the next annual meeting.

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

ARTICLE XII

Directors may participate in a meeting of the Board of Directors by means of telephone conference or similar communications equipment as long as all persons participating in the meeting can hear each other simultaneously.