

CONSTITUTION AND BYLAWS
of the
NEW YORK STATE AGRICULTURAL SOCIETY
(DRAFT CHANGES ONLY)

Article I – Name

The name of this organization shall be the New York State Agricultural Society.

Article II - Mission

The Society's mission shall be to foster, promote and improve the New York State food and agriculture industry through education, leadership development and recognition programs.

Article III - Membership

Section 1: The membership of the Society shall consist of persons and/or business organizations (including farms) who pay dues. Business members shall appoint one voting delegate.

Section 2: The membership dues structure and rates will be established by the Society Board of Directors.

Article IV – Board of Directors

Section 1: The Board of Directors shall consist of 21 voting members:18 elected by members at the annual meeting, two nominated by the Society board to serve on the Cornell University Board of Trustees, and one Ambassador Scholar appointed by the Society President for a one-year term. Elected Directors shall represent diversified geographical areas within the state. Terms shall be three years with six expiring annually. The Trustee-Directors shall maintain the historic ties between the Society and the University. Their terms will run with their tenure on the Cornell Board.

Section 2: A majority of the board in attendance shall constitute a quorum.

Section 3: Attendance: The Society Board of Directors may replace a Director to complete the term of any Director absent from three or more consecutive meetings of the board.

Section 4: Removal of Directors: A majority vote by the Society Board of Directors may suspend and/or remove any Director at any time at the board's discretion should the board, in exercising its discretion, determine it to be in the Society's best interest .

Section 5: The Society indemnifies directors, officers and staff as stipulated under Section 722 of the Not-for-Profit Corporation Laws of New York State if there is no reason to believe their conduct was unlawful.

Article V – Officers, Executive Committee and Responsibilities

Section 1: The officers of this Society, all of whom shall be members, shall be a President, a Vice President, a Secretary and a Treasurer who shall be elected annually by members. The President and Vice President shall be elected from the Board of Directors; the Secretary and Treasurer need not be members of the Board of Directors.

Section 2: There shall be an executive committee that shall include the President, who shall preside, Vice President, Secretary, Treasurer, Past President and others as deemed appropriate by the Society Board of Directors and/or the President.

Section 3: The President shall be the chief executive officer, shall preside at all meetings of the Society including executive committee meetings and appoint such committees as are necessary. In the President's absence, the Vice President shall preside.

Section 4: The Secretary shall keep minutes of the board and executive committee meetings and conduct all correspondence on behalf of the Society.

Section 5: The Treasurer shall have custody of Society monies and shall report on the financial standing and budget at the annual meeting of the Society.

Section 6: The executive committee shall transact the general business of the Society and shall perform other duties as deemed appropriate to promote the mission of the Society. It shall have power to fill any vacancies, which occur in the offices of the Society during the year, and to call a special meeting of the Society. Three members of the executive committee shall constitute a quorum.

Section 7: No officer or Director of the Society shall receive any monetary compensation for services rendered to or for the Society, except on the authority of the Society, as approved by the Board of Directors.

Section 8: Removal of Officers: A majority vote by the Society Board of Directors may suspend and/or remove any officer at any time at the board's discretion should the board, in exercising its discretion, determine it to be in the best interests of the Society.

Section 9: An officer shall automatically lose officer status if removed as a Director.

Article VI – Meetings

Section 1: There shall be an annual meeting of the Society in the month of January of each year at which time all of the officers of this Society shall be elected by the membership. Those members attending the annual meeting will constitute a quorum. The Board of Directors shall determine the place and time of the annual meeting provided such action is not later than the 13th day of the preceding September.

Section 2: There shall be a summer board meeting for the purpose of making plans for the annual meeting and to address any issues that come before the board.

Section 3: Special meetings of the Society Board of Directors may be called at any time by the President or by a majority of the board. Notice of each such meeting, stating the purpose for which the same is called, shall be given to each member of the board not less than 10 days prior to such a meeting.

Article VII – Amendments to Constitution and Bylaws

Section 1: The constitution may be amended by a two-thirds vote of members present at an annual or special meeting provided, however, that notice of any such meeting shall be given in the most expedient and practical manner at least ten days previous to the meeting and shall include the proposed amendments.