

BYLAWS OF
Marion County Farm Bureau
an Oregon non-profit corporation

ARTICLE I

PURPOSE

The purpose of this organization is to bring value to its members by working toward solutions to problems of the farm, the farm home, and the rural community through supportive and organized action to benefit those engaged in the various branches of agriculture, in order to preserve and promote opportunities for happiness and prosperity in their chosen occupation; to foster, promote, represent, protect and advance the educational, social and economic interests of the farmers of Marion County.

ARTICLE II

CORPORATE RIGHTS AND INTERESTS

All rights and interests of this corporation as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercisable solely by the Board of Directors of this corporation, except to the extent such authority is delegated by the Board of Directors to one or more of its officers either generally or with respect to specific matters or to the extent such authority is vested in its Delegates to the House of Delegates of the Oregon Farm Bureau Federation.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership Classes

The membership of this corporation shall consist of three classes:

- (a) Voting Members. A voting membership shall be available to those members who pay their dues and who are individuals actively engaged in the production of agricultural products (including horticultural crops, forest products, and animal husbandry), and who receive a substantial portion of their income from such products, including lessees and tenants of land used for the production of such products, and lessors and landlords who receive as rent, either in kind or cash, the equivalent of all or part of the crop raised on the leased or rented premises or who are spouses of such members or who are unmarried children of either or both spouses and who are living at home and who are sixteen years of age or older or in school and under twenty-one (21) years of age at the beginning of this corporation's membership year. This corporation may extend a voting membership to persons who have retired from agriculture but who met the qualifications of voting membership before retirement.
- (b) Supporting Members. Supporting memberships shall be available to those members who pay their dues and who do not meet the qualifications of a voting membership or of an Associate Membership.

- (c) Associate Members. Associate Memberships shall be available to those members who pay their dues, who do not meet the qualifications of a voting membership, and who receive annual gross agricultural income of less than \$2,500.00.

Section 3.2 Membership Dues

Annual dues for membership in Marion County Farm Bureau, exclusive of Associate Memberships, shall be set from time to time by the Board of Directors. In addition thereto, each member shall pay the dues owing to the Oregon Farm Bureau Federation and the American Farm Bureau Federation for that membership year. The House of Delegates of the Oregon Farm Bureau Federation shall, by resolution, set uniform statewide dues for Associate Memberships to be no less than \$15.00.

Section 3.3 Membership in Good Standing

A membership in this corporation shall be deemed in good standing if all membership dues for the membership year in question have been paid in full, the qualifications for the appropriate membership class have been met, and the membership has been approved by the Board of Directors.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.1 Meetings

The annual meeting of members shall be held during the Fall of each year, the date and place to be selected by the Board of Directors. Special meetings of members may be called by the President, or by two-thirds (2/3) vote of the duly elected Board of Directors.

Section 4.2 Notice

Notice of meetings of members and of all matters concerning this association shall be deemed to have been duly given if *written* notice thereof has been sent by email or placed in the mail, postage prepaid, addressed to the last known post office address of the member or if notice thereof has been printed in the official publication of this corporation or the official publication of the Oregon Farm Bureau Federation circulated among its members in good standing. Notice of meetings of members shall be given not less than seven (7) nor more than sixty (60) days previous to such meeting if given by email or mail. Notice of meetings of members shall be given not less than thirty (30) nor more than sixty (60) days previous to such meeting if published.

Section 4.3 Quorum

Those voting members in good standing and present shall constitute a quorum for the transaction of any and all business at any annual or special meeting, and the favorable vote of a majority of such members present shall be necessary for the determination of any matter.

Section 4.4 Voting

Voting members in good standing shall be entitled to vote at any regular or special meeting of members of this corporation. Each membership shall have one vote which shall be cast in person and not by proxy.

Section 4.5 Privileges of the Floor

Members in good standing shall be entitled to the privileges of the floor, subject to the rules governing the meeting.

Section 4.6 Presiding Officer

The President shall preside at all meetings of the members of this corporation. In his absence the next officer in due order who may be present shall preside and for such purpose the order of officers shall be as follows: President, Vice-President, delegated Board member.

Section 4.7 Election of President, Vice-President and Directors

At the first meeting of members, and at each annual meeting thereafter, the President and Vice-President of the corporation, a Board of Directors and the appropriate number of Delegates to the House of Delegates of the Oregon Farm Bureau Federation shall be elected to serve until their successors are duly elected and qualified. All elections for Directors shall be by ballot, unless this rule is waived by unanimous consent of all members present.

Section 4.8 Nomination

The President of this corporation, with approval of the Board, shall appoint a nominating committee of members in good standing for the purpose of making nominations for the President, Vice-President, voting Delegates and Board of Directors. Such nominations shall be presented to the members of this corporation at the annual meeting. Nominations may also be made from the floor at the annual meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Management

The affairs of the corporation shall be managed by a Board of Directors, and each member thereof individually shall be known as a Director.

Section 5.2 Number

The Board of Directors shall consist of the President and Vice-President of the corporation, Voting Delegates and not less than three nor more than six other elected Directors. The total number of Directors, including elected Directors, officers and Voting Delegates, shall be fixed from time to time by resolution of the Board of Directors. In addition, if there is a County Women's Committee and/or a Young Farmer's and Young Rancher's Committee, the Chairman of each shall be a voting member of the Board of Directors. The Oregon Farm Bureau District 15 Regional Director shall be a voting member of the Board.

Section 5.3 Selection, Term and Removal

- (a) The members of the Board of Directors must be voting members of this corporation in good standing.
- (b) The County Farm Bureau shall be grouped into three geographical areas to be known as North District, Central District and South District.

- (c) Each district shall have one member on the County Board of Directors.
- (d) District directors shall be elected by the voting members at the Annual Meeting of the County Farm Bureau for a two year term.
- (e) Directors (other than ex officio Directors) may be removed from office pursuant to vote of the membership.
- (f) The board of directors may remove a director with a majority vote, provided one of the following conditions has been met.
 - 1. Death.
 - 2. Election to any salaried national, state or county political elective or appointive office. Unsalaries positions on a local board of education, rural fire protection district, weed board, a water control district, planning commission, or water and sewer district shall not constitute sufficient grounds for the removal from the board of directors.
 - 3. Being or becoming a full-time employee of this corporation.
 - 4. Being or becoming a full- or part-time employee or agent of any service affiliated with either the Oregon Farm Bureau Federation or the County Farm Bureau.
 - 5. Non-attendance at three successive Board of Directors' meetings for causes other than sickness.
 - 6. Formal or written resignation.
- (g) No one may serve as a Director for more than four consecutive two-year terms; however, in the event a viable candidate cannot be identified, a Board member may serve beyond the term limit by approval of a two-thirds majority of the Board.
- (h) Directors who have served four consecutive two-year terms may seek additional terms after they have been off the Board for a minimum of one year or have served as an officer or voting delegate for more than one year.

Section 5.4 Vacancies

The Board of Directors, acting at any meeting, may fill a vacancy on the Board of Directors for the unexpired portion of the term.

Section 5.5 Annual Meetings

An annual meeting of the Board of Directors shall be held as soon as practicable after the annual meeting of the members of this organization. At the annual meeting the Board of Directors shall select a Secretary and Treasurer, shall appoint standing committees and shall transact any other *business*.

Section 5.6 Regular Meetings

Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine. The Secretary shall mail or otherwise deliver a notice of the date and the time of regular meetings along with the agenda to all directors before the meeting.

Section 5.7 Special Meetings

Special meetings of the Board of Directors may be called by the President or upon written request by at least three of the Directors in office setting forth the business they wish to have conducted at the special meeting. Notice of special meetings shall be given at least twenty-four (24) hours before the meeting if called by the President and at least seventy-two (72) hours before the meeting if called by the Directors. Such notice may be given in any reasonable manner.

Section 5.8 Place of Meeting; Other Means of Communication

All meetings of the Board of Directors shall be held at such place as is designated in the notice of meeting. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed present in person at the meeting.

Section 5.9 Quorum

A majority of the number of board members in office immediately before the meeting begins shall constitute a quorum for the transaction of business. In the absence of a quorum, the attending board members may continue the meeting but may not transact any business.

Section 5.10 Action

The act of a majority of the Directors present at a meeting where there is a quorum shall be the act of the Board of Directors, unless otherwise provided in the Articles of Incorporation, these Bylaws, or by law. Except as specifically provided to the contrary in the Articles of Incorporation or these Bylaws, all Directors and committee members, including without limitation ex officio Directors and committee members, shall have voting rights in their capacity as members of the Board of Directors and committees on which they serve.

Section 5.11 Conflicts of Interest

- (a) A conflict-of-interest transaction is a transaction with the corporation in which a Director has a direct or indirect interest. A conflict-of-interest transaction is not voidable by the corporation solely because of the Director's interest in the transaction if the transaction was (i) fair to the corporation, or (ii) authorized, approved or ratified by the vote of the Board of Directors, or of a committee having and exercising the authority of the Board of Directors over such transaction, after disclosure to the Board of Directors or the committee of the material facts of the transaction and the Director's interest.
- (b) For the purposes of this section, a Director has an indirect interest in a transaction if (i) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction, or (ii) the Director is a director, officer, or trustee of another entity which is not described in the last sentence of this paragraph and is a party to the transaction, and the transaction is or should be considered by the Board of Directors. A Director does not

have a direct or indirect interest in a transaction solely by serving as the director, officer, or trustee of an entity which substantially controls, is under substantially common control with, is wholly owned by or is substantially controlled by this corporation.

- (c) For purposes of this section, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors, or on the committee, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Director. Notwithstanding any provision of these Bylaws to the contrary, if a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise authorized, approved or ratified as provided in this section.

ARTICLE VI

OFFICERS

Section 6.1 Designation and Qualification

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Only voting members of the corporation shall be eligible to serve as the President or Vice-President. Directors serving as officers shall retain their right to vote as Directors on matters Presented to the Board of Directors.

Section 6.2 Election and Vacancy

- (a) The President and Vice-President shall be elected by the membership.
- (b) The Secretary and Treasurer shall be selected by the Board of Directors.
- (c) A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors, at any meeting, until the next annual meeting of members, in the case of the President and Vice-President and for the unexpired portion of the term in the case of the Secretary and Treasurer in the manner prescribed in these Bylaws for regular elections to such office.

Section 6.3 Term

Each officer shall hold office for a term of one year commencing immediately following the annual meeting of the membership or of the Board of Directors, as the case may be, in the year of election, and until his or her successor is elected.

Section 6.4 Resignation and Removal

Subject to the provisions of any employment contract, the Secretary and Treasurer may be removed, either with or without cause, by the Board of Directors. The President and Vice-President may be removed, either with or without cause, by the membership. Subject to the provisions of any employment contract, an officer may resign at any time by giving written notice to the Board of Directors.

Section 6.5 President

- (a) The President shall be the Chief Executive Officer of this corporation and shall perform the customary duties of a chief executive officer.
- (b) The President shall have responsibility for the overall management of the corporation. The President shall cause reports on the activities of the corporation to be submitted to the Board of Directors.
- (c) Unless limited by law or otherwise provided in these Bylaws, the President shall serve ex officio on all committees and, when in attendance at a meeting, shall be counted for purposes of a quorum and, except as may be limited by the Board of Directors, shall have the right to vote.
- (d) The President shall preside at all meetings of the Board of Directors. The President shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.
- (e) Unless otherwise provided in these Bylaws, the President shall serve ex officio on all Board Committees and Management Committees (as such terms are hereinafter defined) and, when in attendance at meeting, shall be counted for purposes of a quorum and, except as may be limited by the Board of Directors, shall have the right to vote.

Section 6.6 Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall have such powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 6.7 Secretary

The Secretary shall cause minutes to be kept of all meetings of the members, Board of Directors and of the Executive Board. The Secretary shall cause appropriate notices to be given in accordance with these Bylaws, shall perform the customary duties pertaining to the office of Secretary, and shall perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 6.8 Treasurer

The Treasurer shall be responsible for the financial affairs of the corporation. The Treasurer shall perform the customary duties pertaining to the office of Treasurer, and shall perform such other duties as the Board of Directors or these Bylaws may prescribe. The Treasurer shall furnish a bond conditioned for the faithful performance of the duties and responsibilities of the office in such amount as may be fixed by the Board of Directors. The premium on such bond shall be paid by this corporation.

Section 6.9 Assistants

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise the power of the Secretary as the Board of Directors may prescribe.

Section 6.10 Other Administrative Officers

With the prior approval of the Board of Directors, the President may appoint such additional administrative officers with such titles and responsibilities as may be appropriate.

Section 6.11 Compensation

Members of the Board of Directors, Executive Committee and officers shall serve without remuneration, as such, but may be reimbursed at the discretion of the Board of Directors to cover necessary expense of travel and subsistence when serving this corporation, except that special remuneration for services rendered by the Secretary and Treasurer may be paid at the discretion of the Board.

ARTICLE VII

DELEGATES

Section 7.1 Designation and Qualifications

The Delegates, and their alternates, to the House of Delegates of the Oregon Farm Bureau Federation from Marion County Farm Bureau shall be voting members of Marion County Farm Bureau and shall otherwise meet the qualifications for Delegates set by the Oregon Farm Bureau Federation.

Section 7.2 Election

Voting Delegates shall be elected by the voting members of this corporation.

Section 7.3 Term

Each Voting Delegate shall hold office for a term of one year commencing Immediately following the annual meeting of membership in the year of election, and until his or her successor is elected.

Section 7.4 Authority

The voting Delegates, and their alternates, shall represent this corporation at any regular or special meeting of the Oregon Farm Bureau Federation House of Delegates.

ARTICLE VIII

FINANCIAL AND COMMERCIAL ACTIVITIES

Section 8.1 Investments of Funds

Investments of funds of this corporation, over and above its cash requirements in its operations, may be made by the Treasurer, on its behalf and in its name, in government insured bank or savings and loan association accounts, or invested in government insured bank or savings and loan association certificates of deposit or federally regulated money market funds and short-term investment funds suitable for investment by fiduciaries under Oregon law or short-term United States Government obligations. Investments in stocks and evidences of indebtedness of corporations whose activities will directly or indirectly promote agriculture or the interests of those engaged therein may be made on behalf of this corporation and in its name, upon consent of a majority of members present at any regular or special meeting of members called for that purpose. Other investments of corporate funds, within the limitations of law, may be authorized from time to time by the Board of Directors.

Section 8.2 Borrowing Funds

The Board of Directors may, upon consent of this corporation expressed by a majority vote of members present at any regular or special meeting called for that purpose, borrow money to be used solely for the purpose of this corporation and may pledge its property therefore; provided, always, that a quorum be present at such meeting.

ARTICLE IX COMMITTEES

Section 9.1 Board Committees

The Board of Directors may, by resolution adopted by a majority of Directors in office, designate Board Committees each of which shall consist of two or more Directors. To the extent permitted by law, these Bylaws and provided in such resolution, Board Committees shall have and exercise the authority of the Board of Directors in the management of the corporation. Unless otherwise provided in these Bylaws, the Board of Directors shall appoint the chair and all members of the Board Committees. Each committee member shall hold office at the pleasure of the Board of Directors.

Section 9.2 Quorum

A majority of the voting members of any committee shall constitute a quorum for the conduct of business. Nonvoting members of a committee shall not be counted toward a quorum.

Section 9.3 Meetings

- (a) Meetings of committees shall be called by the President, the chair of the committee, or a majority of the committee's voting members. Each committee shall meet as often as necessary to perform its duties, and, unless required by these Bylaws to meet more frequently, shall meet not less than once each year.
- (b) Committees may provide by resolution for the place, time and hour of regular meetings. Such resolution may provide that its adoption shall constitute notice of such meetings. If no such provision is made, notice of regular meetings shall be given in writing at least seven (7) days prior to the date of the meeting. Special meetings may be held on twenty-four (24) hours' notice given in a reasonable manner.

Section 9.4 Minutes

Each committee shall keep written minutes of its meetings which shall be transmitted to the Board of Directors. At least once each year, each committee shall report to the Board of Directors on its work.

Section 9.5 Tenure, Removal and Vacancies

- (a) Unless otherwise provided in these Bylaws, the chair and members of each committee shall be appointed at the annual meeting of the Board of Directors. Committee members shall hold their positions until the next annual meeting of the Board of Directors and until their successors are appointed, unless they shall sooner resign, be removed from the committee, or cease to hold the position which is the basis for their appointment.

- (b) The Board of Directors may remove any appointed member of any Committee. Any person who is a member of a committee because he or she holds a designated position shall cease to be a member of the committee when he or she ceases to hold such position.
- (c) Vacancies in any committee may at any time be filled for the unexpired portion of the term in the manner provided in these Bylaws for regular appointment to such position.

ARTICLE X

RECORDS AND EXECUTION

Section 10.1 Records

The corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business.

Section 10.2 Inspection

All books, records and accounts of the corporation, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, shall be open to inspection by the Directors in the manner and to the extent required by law.

Section 10.3 Signature Authority

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 10.4 Annual Audit

Once each year at the discretion of the Board of Directors an audit of the books and accounts of the organization shall be made and a written report directed to the board of directors.

Section 10.5 Fiscal Year

The fiscal year of the corporation shall be the annual period ending September 30.

Section 10.6 Execution of Documents

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances.

ARTICLE XI

INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY

Section 11.1 Indemnification

The corporation shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as hereinafter defined) who was or is a party or is threatened to be made a party to any Proceeding (as hereinafter defined) against all expense (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.

Section 11.2 Advancement of Expenses

Expenses incurred by an Indemnified Person in defending a Proceeding shall in all cases be paid by the corporation in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified Person furnishes the corporation:

- (a) A written affirmation of the indemnified Person's good faith belief that such Indemnified Person is entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such indemnified Person; and
- (b) A written undertaking by or on behalf of such Indemnified Person to repay such advance to the extent it is ultimately determined by a court that such Indemnified Person is not entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such Indemnified Person.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

Section 11.3 Definitions

- (a) The term "Indemnified Person" shall mean any person who is or was (i) a Director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of the corporation, (ii) a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or (iii) serving at the request of the corporation as a director, officer or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.
- (b) The term "Proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

Section 11.4 Non-Exclusivity and Continuity of Rights

The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or any statute, agreement, general or specific action of the Board of Directors, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this article. The corporation may enter into agreements to indemnify any Indemnified Person.

Section 11.5 Amendments

Any repeal of this Article shall only be prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this Article in effect at the same time of the alleged occurrence of any act or omission to act that is the cause of any Proceeding.

Section 11.6 Limitation of Liability

The civil liability of Directors, officers and Executive Board Members shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

Section 11.7 Insurance

The corporation shall be authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of directors, officers, committee members, employees and agents of the corporation, regardless of whether the corporation would have the power to indemnify such persons against the liability so insured.

ARTICLE XII
AMENDMENTS

Section 12.1 Review

These bylaws shall be reviewed by the Board of Directors at least once every two years, and the Board of Directors shall propose amendments it believes necessary or appropriate.

Section 12.2 Procedure

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors, subject to ratification by the membership at the annual meeting.

ARTICLE XIII
GENERAL PROVISIONS

Section 13.1 Parliamentary Authority

The parliamentary rules contained in Robert's Rules of Order shall govern in all cases where they do not conflict with any other rules of procedure adopted by this corporation.

Section 13.2 Action Without a Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all persons entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 13.3 Waiver of Notice

A waiver of notice of any Board of Directors or committee meeting in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.

Section 13.4 Agreement with Oregon Farm Bureau Federation

This corporation shall enter into a uniform cooperative agreement with the Oregon Farm Bureau Federation for the purpose of coordinating and strengthening the activities of said State and County organizations.

Dana Estensen, 2022 President

Bylaws Amended October 2022, Ratified November 2023