

# Pennsylvania Corn Growers Association Constitution and By-Laws

Prepared April 1973  
Updated January 1988  
Revised March 2006

## I. NAME

The name of this organization shall be the Pennsylvania Corn Growers Association.

## II. OBJECTIVES

The objectives of the Pennsylvania Corn Growers Association shall be:

1. To sponsor a state Corn Growers Conference
2. To keep its membership abreast of latest developments in all segments of corn production, storage, and utilization via newsletters and special reports as needed.
3. To sponsor or co-sponsor such other state, regional or local activities as its Board of Directors may deem advisable – including the Pennsylvania Five-Acre Corn Club.
4. To encourage correlation of research and corn production activities of the Pennsylvania Agricultural Experiment Station and the Pennsylvania Agricultural Extension Service and those of agricultural industries for the betterment of agriculture in Pennsylvania.
5. Through affiliation with the National Corn Growers Association, support efforts to strengthen corn utilization – through increased exports, the development of new industrial uses and increased traditional domestic uses.

## III. CLASSES OF MEMBERSHIP

Membership in the Pennsylvania Corn Growers Association is open to the following, upon receipt of formal application and payment of annual dues:

1. Membership-at-large:
  - (a) Any individual resident or youth group of Pennsylvania interested in corn production. Each youth group shall designate a principal representative to participate in the activities and business of the Association as provided by these By-Laws.
  - (b) Any scientific or professional society in Pennsylvania interested in the objectives of the Association. Each such cooperating member organization shall designate a principal representative to participate in the activities and business of the Association as provided in the By-Laws.

- (c) Business concerns and trade associations having a related interest in the objectives of this Association. Voting rights of such organizations shall be vested in a designated representative or his alternate.
- (d) Any supporting organization interested in fostering corn production in any of its phases. Voting rights of such individual supporting organizations shall be vested in a designated representative or his alternate.

2. Associate Membership.

- (a) Any individual who is not a resident of Pennsylvania, but who is interested in the objectives of the Pennsylvania Corn Growers Association. Associate members shall have voting privileges in the Pennsylvania Association, and are entitled to receive all mailings prepared and distributed by PCGA.

#### IV. DUES

1. Membership dues are subject to annual revision and implementation by the Board of Directors.
2. Annual dues, as established by the Board, are payable for the calendar year beginning January 1 on all classes of membership as follows:
  - (a) Individual resident or youth group of Pennsylvania.
  - (b) Scientific or professional society of Pennsylvania.
  - (c) Business concerns and trade associations.
  - (d) Associate members.
3. Delinquency: A member who is delinquent in dues for a period of six (6) months or more shall have no voting privileges. If delinquency exceeds twelve (12) months, the member shall be dropped from the membership rolls. Past-dues notices may continue to be sent.

#### V. ORGANIZATION

1. Directors

The directors of the organization shall consist of fifteen elected Board members. The Board members should be selected on the following basis: nine (9) from farmers; three (3) from educators or scientists; and three (3) from agricultural industry. Terms shall be for three (3) years.

2. Officers

The officers shall consist of: President, Vice-President, Secretary-Treasurer, and Executive Director. The President and Vice-President shall be selected from within the Board. The Secretary-Treasurer, and the Executive Director may be selected from the membership-at-large. The Board may establish other officers as it sees fit to carry out the objectives

of the Association. The Secretary-Treasurer and the Executive Director shall have voting privileges at Board meetings.

3. Standing Committees

There shall be eight (8) standing committees. The chairman and members of each standing committee shall be appointed by the President. The standing committees shall be responsible for the following fields of activity:

- (a) Membership
- (b) Finance
- (c) Public Relations
- (d) Publications
- (e) Sponsoring Projects
- (f) Research and Education
- (g) Nominating
- (h) Auditing

Additional committees may be appointed by the President for special purposes.

## VI. ELECTION OF OFFICERS AND DIRECTORS

1. There shall be one Director chosen from each designated class of members, as designed in Section V, Article 1, to serve for a three year period. Elected Directors shall continue to serve on the Board for the term for which elected irrespective of subsequent status as a representative of farmers, educators or scientists or agricultural industry.
2. Election of Directors shall be accomplished at the Annual Meeting of the Association.
3. In case of retirement, death or resignation of an officer of a member of the Board of Directors, the vacancy shall be filled by an appointment of the President with the approval of the Board.

## VII. DUTIES OF OFFICIALS OF THE ASSOCIATION

1. The Board of Directors shall be responsible for formulating all policies of the Pennsylvania Corn Growers Association, in accordance with stated objectives, and for such other direction as will best serve the interests of corn production. The President shall preside at the meetings of the Board of Directors.
2. The President of the Pennsylvania Corn Growers Association shall preside at meetings, and be responsible for executive actions in carrying out the policies designated by the Board of Directors. He may delegate such responsibilities, within such limits as may be set by the Board, to other officers, to standing committees, or to others.

The Vice-President shall preside at meetings in absence of the President. The Vice-President shall perform other such duties as may be assigned by the President or the Board of Directors.

The Secretary-Treasurer shall keep all records of the Association, collect and account for all funds collected and expended by the Association, and perform all secretarial duties concerned with the activities of the Association as a whole. He (She) shall be authorized to employ clerical assistance and to expend funds as needed to operate the office of Secretary-Treasurer of the Association, subject to approval of the Board of Directors.

The Executive Director shall consult regularly with the President and Secretary-Treasurer to help guide the activities of the Board and Committees. He (She) shall take the minutes at all Board and membership meetings.. and shall mail copies to the Board, and committee chairmen and others where applicable.

3. Standing Committees. Committees will be appointed as needed. Each standing committee shall be responsible for the field of activity designated by its name, and each shall formulate a program consistent with the objectives of the Association. An annual written report may be required of the chairman of each standing committee, and this report may be incorporated in the minutes of the business meeting of the Association and disseminated to all members.
4. Representatives of scientific and professional societies, youth groups, business concerns, trade associations, and supporting organizations, shall be urged to attend all meetings of the Association, to accept service on the Board of Directors and on standing committees when properly designated, and otherwise to be active in furthering the objectives of this Association within the organization which they represent.

## VIII. MEETINGS

1. The Annual Meeting of the Association shall be called in conjunction with the Annual Awards Presentation at the Annual Conference. This Annual Meeting shall include reports by the President, Secretary-Treasurer, Audit Committee Chair, and other officers and committee chair as deemed necessary by the Board. It shall also include the seating of newly-elected directors to the Board, as well as other business as brought forward at the Meeting. All members in good standing will be authorized to attend and shall be notified of this Meeting at least ten (10) days in advance.
2. Other membership meetings may be called as deemed necessary by the Board.

IX. QUORUM

A majority of the Board, any committee, or subcommittee shall constitute a quorum for the transaction of business. At the Annual Meeting of the Pennsylvania Corn Growers Association called by the Board after due mail notice, business may be transacted by those present.

X. VOTING

Action at the Annual Meeting or other meetings of the Pennsylvania Corn Growers Association called by the Board of Directors may be taken by simple majority of those present.

XI. PUBLICATIONS

The Board of Directors is authorized to provide for the printing and distribution to all members newsletters, special reports and periodicals when it appears in the interest of the Association to do so, dealing with the dissemination of information on corn production.

XII. AMENDMENTS TO BY-LAWS

These By-Laws of the Pennsylvania Corn Growers Association may be amended by a majority of the Board of Directors, provided 15-day prior notice of their consideration is given to the membership.

Amendment No. 1

No director of this corporation shall be personally liable for any action or omission unless the director has breached or failed to perform the duties of his office as described in 42 Pa.C.S. and said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Nothing in this By-Law shall be construed to impose a greater standard of liability on said director than I set forth in Pennsylvania Act 1986-57 (42 Pa.C.S.)