

Pennsylvania Corn Growers Association Constitution and By-Laws

Prepared April 1973
Updated January 1988
Revised March 2006
Revised November 2018

I. NAME

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

MISSION STATEMENT

The mission of the PA Corn Growers Association is to encourage PA corn growers to adopt new and innovative technologies that meet the needs of our diverse agricultural landscape.

II. OBJECTIVES

The objectives of the Pennsylvania Corn Growers Association shall be:

1. Be a leader in providing educational opportunities for corn growers throughout the state.
2. To keep its membership abreast of latest developments in all segments of corn production. This includes, but is not limited to, economics, storage, utilization, nutrient management, sustainability, pest management, soil health, cultural practices, regulatory compliance, technology & innovation
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 higher learning institutions, government agencies, non-government agencies and agribusiness.
5. Strengthen affiliation with the National Corn Growers Association to support national initiatives within the state.

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 (consistent with NCGA membership):
 - (a) Grower Member: Any *individual* in Pennsylvania directly involved in growing corn. Each individual, as a member, will receive membership in PA Corn Growers Association (PCGA) and National Corn Growers Association (NCGA) and be allotted one representative to participate in the general activities and business of the PCGA as provided by these By-Laws. Membership billing would come through NCGA. Grower members are eligible for service on PCGA board of directors.
 - (b) Associate Member: Any *individual*, not directly raising corn, that has an interest in the production of corn. This would include- but not be limited to – extension agents, crop consultants, seed sales reps and chemical sales reps, etc These individuals would have membership in both NCGA and PCGA as Associate members. Membership billing would come thru NCGA. These individuals would have voting rights in PCGA. Associate members are eligible for service on PCGA board of directors.
2. PCGA membership classes (unique PCGA membership class not affiliated with NCGA)
 - (a) Agricultural Business / Agricultural Organization: Any business or organization not covered in Section III-1-a or b, but who is interested in the objectives of PCGA. Membership billing would be done through PCGA. One person would be appointed, by the business/organization, as representative in PCGA business. The appointed individual would have voting rights in PCGA. Business / Organization members are not eligible for service on PCGA board of directors, unless the representative also holds membership in III-1a or III-1b.

Revocation of Membership – Membership can be revoked for any member deemed to be in violation of the mission statement of the Association. Revocation of membership shall occur by a vote of the board of directors. Individual(s) who are recommended for revocation of membership will be allowed to address the board prior to the revocation vote. Said members will be notified 30 days prior to the board meeting through certified mail. Dues will not be returned.

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) Member-at-large.
 - (b) Associate members.
 - (c) Business / Organization members.
3. Delinquency: A member who is delinquent in dues for a period of sixty (60) days or more shall have no voting privileges. If delinquency exceeds six (6) 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 eleven elected Board members plus elected officers. The Board members should be selected on the following basis: 7 farmers and 4 industry/extension.

2. Officers

The officers shall consist of: President, 1st Vice-President, 2nd Vice-President, Past President, Secretary, Treasurer. The President, 1st Vice-President, 2nd Vice-President shall be elected from within the Board. The Secretary and Treasurer position(s) will be appointed by the board. The Board may establish other officers as it sees fit to carry out the objectives. Only elected board members will have voting privileges.

3. Executive Director

The Executive Director will be appointed by the board and will not have board voting privileges

4. Standing Committees

The Board shall identify the need for, and establish through a vote, committees for needs and tasks of the Association. The Chair of each standing committee shall be appointed by the President. The committee Chair will assume responsibility for identifying committee members and the Board will provide approval of selected committee members. The board will provide guidance and oversight of committee decisions and actions taken to represent the Association. The President is, but not required, to be a member of all committees. All committees are responsible for submitting meeting agendas and meeting minutes to the board for approval. Committees may be dissolved through board action.

VI. PARTICIPATION IN NCGA ACTIVITIES

1. PCGA encourages members to become state representatives in NCGA activities, including, but not limited to, NCGA delegation, NCGA board, NCGA committee and NCGA action teams. PCGA members participating in such NCGA activities shall hold leadership roles within PCGA, either serving as a board member or a committee chair at the time of their selection. PCGA reserves the right to review and approve member activity in aforementioned NCGA activities.
2. PCGA voting delegates to NCGA will be selected, by the board, for a 3-year term. The 3-year term may not run consistent with any board/committee term the delegate may obtain. Delegates will be expected to attend all voting sessions at NCGA functions. Delegate terms will be staggered to retain experience in the delegate pool.

VII. ELECTION OF OFFICERS AND DIRECTORS

1. As stated in Section V, Article 1, directors of the organization shall consist of eleven elected Board members plus elected officers. The Board members should be selected on the following basis: 7 farmers and 4 industry/extension. Nominations for board members will come from PCGA organization members in good standing and holding membership status in either membership class III-1a or III-1b. Nomination of members for a term as a board member should be done at least 30 days prior to the Annual Meeting where elections will be held.

Board members are elected to serve for a three-year term, and may be elected to a 2nd three-year term.

The executive board (President, 1st VP, 2nd VP, past president) will be elected, from the board, filling the 2nd VP position annually. On an annual basis, the executive committee will progress as follows: 2nd Vice President, 1st Vice President, President, Past President. Board members elected to officer positions shall be replaced on the board by an individual to fill out the remainder of their 3-year term. Replacement board members shall come from the same category (farmer, industry/educational) of the member elected to the executive board. The past president is not a voting member.

2. Election of Directors shall be accomplished at the Annual Meeting(s) 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. Vacancies on the executive Board will be filled through chain of command. The Past President role may be left vacant.

VIII. 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 be an elected member to the board. The position's responsibilities include, but are not limited to, presiding at meetings, and be responsible for executive actions in carrying out the policies designated by the Board of Directors. The president 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 be an elected member of the board and will 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 Treasurer shall be filled by the board to perform duties in accordance with the current financial policy, as approved by the board. These duties are not limited to keeping all financial records of the Association, collecting and accounting for all funds collected and expended by the Association. The position shall be authorized to employ accounting assistance and to expend funds as needed to operate the office of Treasurer of the Association, subject to approval of the Board of Directors.

The Secretary shall be filled by the board to keep all records of the Association, and perform all secretarial duties concerned with the activities of the Association as a whole. The position shall be authorized to employ clerical assistance and to expend funds as needed to operate the office of Secretary of the Association, subject to approval of the Board of Directors. The Secretary shall take the minutes at all Board and membership meetings. and shall mail copies to the Board, and committee chairmen and others where applicable.

The Executive Director position shall be filled by the board to carry out the day-to-day activities of the Association. The role and responsibility of the Executive Director (ED) will be established by the board. General roles include, but are not limited to, developing programming for the organization, seeking funding to support programming, supporting committees, and organizing events. The ED shall consult regularly with the President, Secretary, Treasurer, and other board/committee members to help guide the activities of the Board and Committees. The board will conduct annual reviews of the ED roles & responsibilities, as

well as a annual performance review.

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.

IX. MEETINGS

1. All quarterly board meetings will follow the rules and regulations outlined in Roberts parliamentary procedure.
2. The association will have an annual meeting of members. All membership will be invited to participate in the annual event.
3. Other membership meetings may be called as deemed necessary by the Board.
4. Meeting Attendance: All members, and public non-member persons, are allowed and encouraged to attend annual meetings for the general activities of the Association. All levels of membership are encouraged to participate in board activities. Only elected board members and officers are allowed to vote at board meetings.

X. QUORUM

A majority of the voting members of the Board (7) 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.

XI. 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.

XII. COMMUNICATIONS

1. 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.
2. Social Media – social media platforms will be managed by delegated individual(s) who will disseminate information on behalf of PCGA following board guidance.
3. Individuals speaking on behalf of the organization – board members, or other PCGA members, may speak on behalf of PCGA at meetings. All communications developed for such events shall be reviewed by PCGA prior to distribution. All final communications developed on behalf of PCGA, and approved by PCGA, shall be provided to PCGA staff for storage.

XIII. AMENDMENTS TO BY-LAWS

These By-Laws of the Pennsylvania Corn Growers Association may be amended by a majority of the Board of Directors. By-Law changes shall also be ratified by general membership at the Annual Meeting. Membership will be given 30-days prior notice of by-law changes

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.)