

Articles of Incorporation

STATE AGRICULTURE AND RURAL LEADERS INC.

Having associated for the purposes of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes, hereby certify as follows:

Article I. Name

The name of this corporation shall be State Agriculture and Rural Leaders Inc.

Article II – Purpose & Objectives

Section 1 - Purpose

This organization is dedicated to:

- Promoting and fostering educational opportunities, cooperation and leadership among chairs of state legislative committees having jurisdiction over agriculture and rural development issues.
- Promoting agriculture and rural communities.
- Creating a cooperative and collaborative effort among state officials working in agriculture and rural community efforts and striving for good fellowship and integrity of the membership as a whole.
- Protecting the best interest of our members.
- Communicating with one another and with other consumers to promote agricultural products and rural communities for the benefit of the United States and the World.

STATE AGRICULTURE AND RURAL LEADERS. is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2 – Objectives

To provide and promote educational opportunities that advance the interests and welfare of our members regarding important issues surrounding agriculture and rural communities.

To educate our members and others on technology, policy, processes and issues that are of concern to agriculture and rural communities. The primary vehicle for this shall be a conference of the chairs of state legislative committees having jurisdiction over agriculture and rural development issues and for others as the board may determine.

To serve as a liaison between our members and entities interested in the viability of rural communities and the profitability of agriculture.

To strengthen the leadership qualities of our members at the state and national level.

To provide for the exchange of ideas, views and experiences among the States.

To foster cooperation and coordination in agricultural and rural issues.

Article III – Registered Office & Agent

The street address of the corporation's initial registered office in Kentucky is 628 N. Broadway, Suite 203, Lexington, Kentucky 40508, and the name of the initial registered agent at that office is Carolyn L. Orr.

Article IV – Principal Office

The street address of the corporation's principal office in Kentucky is 628 N. Broadway, Suite 203, Lexington, Kentucky 40508.

Article V – Initial Directors

The number of directors constituting the initial board of directors is nine. The names and mailing addresses of the persons who are to serve as the initial board directors are as follows:

Douglas Jones P.O. Box 1046 Puunene, Hawaii 96784-1046
Thomas Middleton P.O. Box 1735, Waldorf, MD 20604
Roger Thomas 4415 Smith Grove-Scottsville Rd Smith Grove, KY 42171
David Johnson P.O. Box 279 Ocheyedon, IA 51354
Art Hershey 3157 Limestone Rd. Suite 2, Cochranville, PA 19330
Steve Holland P. O. Box 2 Plantersville, MS 38862
Thomas Jackson 1280 Dennis- Jackson Dr Thomasville, AL 36784
Gene Nicholas 214 14th St Cando, ND 58324
Nancy Smith 259 Tilson Rd Monmouth, ME 04259

Article VI – Incorporators

The name and mailing address of each incorporator is:

Douglas Jones P.O. Box 1046 Puunene, Hawaii 96784-1046
Ab Basu 1225 Eye Street NW Suite 400 Washington, DC 20005
Michael Diamond 1001 4th Ave. #3222 Seattle, WA 98154
Mark Huenemann, 700 State Street, Racine, WI 53404
Roger Thomas 4415 Smith Grove-Scottsville Rd Smith Grove, KY 42171
David Johnson P.O. Box 279 Ocheyedon, IA 51354
Art Hershey 3157 Limestone Rd. Suite 2, Cochranville, PA 19330
Steve Holland P. O. Box 2 Plantersville, MS 38862
Nancy Smith 259 Tilson Rd Monmouth, ME 04259
Thomas Jackson 1280 Dennis- Jackson Dr Thomasville, AL 36784
Eugene Nicholas 214 14th St Cando, ND 58324
Jeff Case P.O. Box 18300 Greensboro, NC 27419
Carolyn L. Orr 1545 Mundys Landing Harrodsburg, KY 40330
Mike Naig 1156 15th St, NW Suite 400 Washington, DC 2005
Jerry Parkin 666 Grand Avenue, Suite 1707 Des Moines, IA 50309
Lisa Drake P.O Box 6544, Englewood, CO 80155

Article VII – Period of Duration

The period of the duration of this corporation is perpetual.

Article VIII – Membership

The classes, rights, privileges, qualifications and obligations of members of this corporation are as stated in the By-Laws of this corporation.

Article IX – Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article X – Limitation of Powers and Liability

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

No officer or director shall be personally liable to the corporation for monetary damages for breach of his or her duties as a director except for liability for acts or omissions not in good faith or which involve intentional misconduct or are known by the director to be a violation of law.

STATE AGRICULTURE AND RURAL LEADERS INC.

Bylaws

Article I – Name

This organization shall be known as STATE AGRICULTURE AND RURAL LEADERS INC.

Article II – Purpose & Objectives

Section 1 – Nonprofit Purposes

This organization is dedicated to:

- Promoting and fostering educational opportunities, cooperation and leadership among chairs of state legislative committees having jurisdiction over agriculture and rural development issues.
- Promoting agriculture and rural communities.
- Providing and promoting educational opportunities that advance the interests and welfare of our members regarding important issues surrounding agriculture and rural communities.
- Serving as a liaison between our members and entities interested in the viability of rural communities and the profitability of agriculture.
- Strengthening agricultural and rural leaders.
- Providing for the exchange of ideas, views and experiences among the States.

Section 2 – Objectives

To provide and promote educational opportunities that advance the interests and welfare of our members regarding important issues surrounding agriculture and rural communities.

To educate our members on technology, policy, processes and issues that are of concern to agriculture and rural communities. The primary vehicle for this shall be a conference of the chairs of state legislative committees having jurisdiction over agriculture and rural development issues and for others as the board may determine.

To serve as a liaison between our members and entities interested in the viability of rural communities and the profitability of agriculture.

To strengthen the leadership qualities of our members at the state and national level.

To provide for the exchange of ideas, views and experiences among the States.

To foster cooperation and coordination in agricultural and rural issues.

Article III – Offices

Section 1 – Principal Office

The principal office of the corporation is located in Fayette County, State of Kentucky. The designation of the county of the corporation's principal office may be changed by amendment of these Bylaws.

Section 2 – Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article IV – Membership & Dues

Section 1

In determinations of membership, STATE AGRICULTURE AND RURAL LEADERS INC. does not discriminate by sex, race, color, age, disability, religion or national origin.

Section 2

Annual dues shall be determined by the Board of Directors.

Section 3

Dues are payable to the organization's Treasurer January 1 of each calendar year and will expire December 31 of that same calendar year.

Section 4

All dues and donations are non-refundable.

Section 5

Any member whose dues have expired and remains so for a period of eight (8) months after the annual due date, shall cease to be a member and shall forfeit all claims they may have as a member.

Section 6

Any member, who deliberately violates the provisions of the Constitution or By-Laws or who willfully attempts to injure the standing of this organization in any manner will be expelled by the Board of Directors.

Section 7

To expel any member will require a majority vote of the Board of Directors. Such member must be notified of the charges against them at least forty five (45) days before any action is to be taken. At that time the member in question will be provided a forum for their defense.

Section 8

Individual Member – An elected or appointed state or provincial official with an interest in agriculture and rural communities may become an Individual Member. Individual Members are entitled to full voting privileges, may compete for an elected or appointed position in State Agriculture and Rural Leaders Inc.

Section 9

Institutional/Corporate Membership – This membership is open to educational institutions, for profit and not-for-profit companies and organizations, or government agencies whose objectives are consistent with STATE AGRICULTURE AND RURAL LEADERS. The groups taking this type of membership must designate one individual who will transact business on behalf of the membership. This member representative is entitled to all rights and privileges of the Individual Membership except for they may not serve as

officers. Each Institutional/Corporate Membership will receive two complimentary registrations at the annual conference.

Section 10

Alumni Members- Persons who were eligible for individual membership under section 8, may join as Alumni Members with all the rights and privileges of Individual Membership, except they may not serve as officers.

Section 11

Life Member – Any Individual Member may become a Life Member upon terms determined by the board. Life Members are entitled to all rights and privileges of Individual Membership. Life Membership is bestowed on individuals serving in the capacity of President, without fee, upon completion of their term of office. Alumni Members that choose Life Membership are entitled to all rights and privileges of Individual Life Members, however, they may not serve as officers. A Lifetime Corporate Membership may be purchased by an Institutional/Corporate Member upon terms determined by the board.

Section 12

If a check is returned on any payment for membership the individual or group will be responsible for any charges associated with the returned check.

Article V – Board of Directors

Section 1

The Board of Directors is authorized to conduct the business of the organization. Only members in good standing are eligible to serve on the board.

Section 2

The Board of Directors of this organization shall consist of the following: President, Vice President, Secretary, Treasurer, and no less than three or more than nine Delegates. Other officers may be added by a majority vote of the membership. The Past President shall serve as a non-voting ex-officio advisor.

Section 3

All officers shall be Individual Members and be elected for a period of two (2) years in which their term of office will begin on the first day of month following the annual meeting and election. No officer shall serve more than two (2) consecutive terms in any one position. In order to be elected President, a candidate must have prior board experience.

Section 4

The first elections for all Board of Directors positions shall be held at the first annual meeting of members following incorporation. From that point forward, the following rotations shall be implemented: the President and Secretary shall be elected in even-numbered years and the Vice-President and Treasurer shall be elected in odd-numbered years. Half of the initial board shall serve single year terms to be determined by lot. The nominating

committee shall seek representation of the various geographic regions in making nominations for the board.

Section 5

Any member of the Board of Directors who is absent from three consecutive meetings without a justified excuse may be removed from their position by the Board of Directors.

Section 6

Any Board position vacated for any reason during the term will be filled by appointment of the Board of Directors of the organization for the length of the unexpired term.

Section 7

With the concurrence of the board, the president may appoint other persons to serve as non-voting advisors to the board.

Section 8

All Individual Members attending any meeting will have an equal vote in all business brought before the membership.

Article VI – Officers and Delegates

Section 1 – Duties of the President

The President shall:

- Preside at all general membership and board meetings and perform the duties of Chief Executive Officer.
- Insure that the Constitution and Bylaws are executed by everyone concerned and that all officers of the Organization properly discharge their duties.
- Call special meetings at the request of the Board of Directors.
- Appoint committees as needed with the advice of the Board of Directors.
- Serve as the designated representative of the organization.

Section 2 – Duties of the Vice-President

The Vice President shall:

- Act as the presiding officer should the president be absent or unable to act.
- Serve as liaison to all active committees and report activities to the Board of Directors

Section 3 – Duties of the Secretary

The Secretary shall:

- Oversee the correspondence of the organization and keeping account of the same.
- Ensure all minutes of all meetings are kept and reported at the next meeting.
- Maintain the books and papers relating to the office of Secretary.
- Oversee all notices of meetings.
- Notify those members who are in arrears with dues.
- Oversee the maintenance of a current list of names of members and their contact information.

Section 4 - Duties of the Treasurer

The Treasurer shall:

- Work with Board of Directors to prepare and approve an annual budget.

- Oversee the maintenance of all financial records.
- Work with President and staff to insure that all outstanding liabilities are paid in a timely manner.
- Oversee collection of all monies due the organization and keeping a correct account of the same.
- Notify the Secretary of those members who are in arrears with dues.
- Prepare and present a Treasurer's report at each Board Meeting.
- Oversee preparation of, and present an annual financial report at each annual member meeting.
- Oversee the preparation and submission of annual financial records to the Audit Committee at the annual member meeting.
- Oversee the filing of all financial reports and tax statements as required by law.

Section 6 - Duties of Past President (s)

The Past President shall:

- Serve as an ex-officio advisor to the Board of Directors.
- Chair the nominating committee.

Section 7 – Duties of the Delegates

The Delegates shall:

- Represent the members from their respective region.
- Serve as point of contact for recruitment of new members within their region.

Section 8- Staff and Duties

The Board of Directors shall make arrangements for necessary secretariat and logistics services to support the efforts of STATE AGRICULTURE AND RURAL LEADERS INC. and carry out its instructions. These services include the maintenance of a membership roster; the mailing of notices of meetings; arranging and conducting meetings; records or proceedings of meetings; staffing of committees and such other services as the Board of Directors deems are required. The Board of Directors shall determine the method to be used to seek the employment of, and retain staff, whether by employment or contractual agreement.

Section 9 – Contractual Relationships

The Council of State Governments, National Conference of State Legislatures and Rural Policy Research Institute shall receive preference as contractual organizations by the Board.

Article VII – Committees

Section 1

The standing committees of this organization shall be:

- Finance and Audit
- Nominating and membership
- Annual Meeting

Section 2

Committee members shall be appointed by the President and reviewed annually.

Section 3

Ad hoc committees will be appointed by President on an as needed basis.

Article VIII - Meetings

Section 1

Board meetings shall be held at least twice per year. The time, logistics and location of the meetings will be determined by the majority of the Board. Special meetings may be called as needed by the President, and all board members will be notified at least two weeks in advance.

Section 2

The general membership shall meet annually or purposes of electing officers and transacting other business as may come before the meeting. The time and location will be determined by the Board of Directors and members will be notified at least 6 weeks in advance.

Section 3

A minimum of 20 percent of current members shall constitute a quorum to conduct business at any regular or special membership meeting. A simple majority shall constitute a quorum for board meetings.

Article IX – Interpretation

In all cases of dispute arising out of the interpretation and meaning of the Articles of Incorporation and Bylaws, and on any other matters not covered under the same, a majority vote of the Board of Directors will decide the issue which will be final.

Article X – Prohibitions

No officer or member of the Organization shall under claim of authority from the Organization, attempt to use its name or credit or make any statement, written or oral, for publication or otherwise, for any personal gain, or for any other reason of a fraudulent nature. Persons found guilty of any such acts as described above will be dealt with according to the decision of the Board of Directors, their decision could result in a reprimand, suspension or expulsion from membership of the Organization, or prosecution according to law depending upon the extent of guilt.

Article XI – 501(c)(3) Tax Exemption Provisions

Section 1 – Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2 – Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3 – Funding

Funding shall be through donations, membership dues, meeting fees, publication sales, grants, contracts or cooperative agreements with federal agencies, companies or foundations and other such mechanisms as approved by the Board.

Section 4 – Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article XII – Parliamentary Authority

The rules contained in the latest edition of Roberts Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the STATE AGRICULTURE AND RURAL LEADERS INC. Bylaws.

Article XIII – Amendments

Any proposal to amend the Articles of Incorporation or Bylaws shall be submitted in writing to the Board of Directors of the organization at least 60 days prior to the next member meeting. Upon approval of the Board of Directors, the amendment(s) will be distributed to the membership at least 30 days prior to the next member meeting. A two-thirds (2/3) vote of those present shall be required to accept an amendment.

Adopted 11-14-05

Amended 1-21-06