

By-Laws
of
The Indiana FFA Foundation

ARTICLE 1

Purposes

The purposes of the Indiana FFA Foundation, as set out in the Articles of Incorporation, are as follows:

This corporation is organized and shall be operated exclusively to promote the education of the young people of the State of Indiana through programs of career and technical education including the program of the Indiana Association of FFA in cooperation with the Department of Agriculture of the State of Indiana, the public secondary schools of the State of Indiana and other educational institutions.

In the conduct of its affairs it shall have and enjoy all powers now or hereafter conferred by the laws of the State of Indiana upon corporation and foundation organized under Chapter 246 of the Acts of the General Assembly of the State of Indiana of 1921, as amended, or which are or become available to corporations and foundation so organized, including but not limited to the following powers:

1. To provide recognition to deserving students who achieve distinction in vocational programs and FFA activities and to administer, direct or supervise the granting of such recognition.
2. To promote and stimulate interest in leadership, citizenship and community responsibility among students in programs of vocational education including the program of the FFA.
3. To provide scholarships and fellowships and render financial and other assistance to persons, organizations and agencies in the furtherance of its corporate purposes. All such activities to be in accordance with Sec. 501 (c) (3) of the Internal Revenue Code, as amended from time to time.
4. To promote and conduct research in relation to the programs of vocational education, including the program of the FFA.
5. To publish and disseminate information and assist and otherwise participate in the development and execution of plans for the encouragement and improvement of vocational education including the program of the FFA.
6. To receive by gift, devise, bequest or otherwise acquire, take and hold, any money or property, real, personal or mixed, to be used, either the principal or the income therefrom, for the furtherance of any of its corporate purposes; and to lease, pledge, mortgage, assign, transfer, sell, convey and dispose of any such property, and to invest and reinvest the principal thereof.
7. To receive any property, real, personal or mixed, in trust, under the terms of any will, assignment, bill of sale, deed, conveyance, instrument of trust or other instrument, for its corporate purposes or any of them, and not for any other purpose, and in administering the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes as authorized or directed in the instrument under which it is received.
8. To do all acts and things necessary, convenient and expedient to carry out the purposes for which it is formed.

All provided, however, that any power set forth herein which is not itself in furtherance of the tax exempt purposes of this corporation shall not be exercised by this corporation except as in insubstantial part of its activities.

ARTICLE II

Location of Foundation Office

The principal office of the Foundation shall be located at the Indiana FFA Leadership Center near Trafalgar, or as otherwise set by the Board of Directors.

ARTICLE III

The duration and management of the affairs and business of the Foundation, including the control and disposition of its property and funds, shall be vested in a Board of Directors. The Board of Directors shall be composed of the following:

1. The State Executive Director and State Assistant Director of the Indiana Association of FFA.
No term limit. Non-voting members. [non-voting applies to committees as well]
2. The Director of the Indiana FFA Foundation.
No term limit. Non-voting member. [non-voting applies to committees as well]
3. Indiana FFA Program Specialist.
No term limit. Non-voting member. [non-voting applies to committees as well]
4. State Agricultural Education Consultant / State FFA Advisor
No term limit. Non-voting member. [non-voting applies to committees as well]
5. One Representative from Indiana Team Ag Ed.
6. Not less than eight persons and no more than twelve persons representing the following groups:
 - IAAE Teacher Representative (must have 2)
 - Production Agriculture Representative
 - Agribusiness Representative
 - Non-agriculture Representative
7. One Representative from the Center Advisory Committee. The Center Advisory Committee shall be appointed by the Executive Committee and will be comprised of at least 3-7 people.

Members can serve no more than two (2) consecutive three (3) year terms. A year consists of the Indiana FFA Foundation fiscal year from July 1 – June 30.

In the case that the retiring board chairperson's terms are fulfilled on the board, the retiring chairperson serves an additional year as a consultant to the board with all leadership privileges with the exception of voting.

Attendance at the board meetings is vital. Therefore, any director missing two meetings in one year without notification to the secretary of the Board prior to the meeting, will be notified in writing by the secretary that failure to attend the next meeting may cause termination of appointment. Continued absences with prior notification may cause board review and termination.

Any vacancy on the Board of Directors may be filled within a reasonable time or left unfilled if consistent with the Articles of Incorporation and these by-laws. Persons nominated by the Executive Committee and appointed by the Board of Directors to fill vacancies shall serve for the duration of the unexpired terms, which they are appointed to fill.

ARTICLE IV

Meetings of the Board of Directors

An annual meeting of the Board of Directors shall be held at the time and location specified by the Chairperson of the Board. Meetings of the Board of Directors will be held in each calendar quarter.

Special meetings of the Board of Directors may be held at the call of the Chairperson of the Board or upon the request in writing of no fewer than four members of the Board of Directors.

Meetings and Use of Electronic Means

1. The Board of Directors and the Executive Committee may at their discretion hold meetings by use of electronic means such as telephone or video conferencing. If such means are used, all members must have equal opportunity for participation in the meeting.
2. Use of e-mail, web site, fax or similar means shall be acceptable for distribution of announcements, minutes, reports, and agendas in the conducting of Foundation activities.

A quorum at any meeting shall consist of a majority of the voting members of the Board of Directors.

In the event that a quorum is not present at any meeting of the Board of Directors for which proper notice was given pursuant to these by-laws, then the Executive Committee, as defined in Article VII of these by-laws, shall have the right to manage and direct the business and conduct the affairs of the Foundation to the same extent as if a quorum were present. All actions of the Executive Committee, taken pursuant to this paragraph, are hereby ratified by the Board of Directors, at the next meeting.

ARTICLE V

Officers and Duties

The officers of the Foundation shall be Chairperson of Board, Vice-Chairperson of the Board, Secretary, Treasurer, and Past President of the Board.
All officers must be voting members of the Board of Directors.

The officers (Vice-Chairperson of the Board, Secretary and Treasurer) shall be elected for terms of one-year by a majority vote of the members of the Board of Directors present and voting at the meeting prior to June 30th. The chairperson of the Board shall serve a two year term. The Past President of the Board is a non elected position as the Chairman of the Board would fill this role after the Chairman term is complete.

The Chairperson of the Board shall preside over the meetings of the Board of Directors and shall make all committee appointments. He/She shall prepare the agenda for Board meetings with the assistance of the Executive Directors of the FFA Foundation and Leadership Center. He/She shall make such reports to the Board of Directors as he/she may deem necessary or as may be properly required of him/her by the Board of Directors. He/She shall perform such other duties and exercise such other powers as are required of him/her by these by-laws and as given to him/her from time to time by the Board of Directors and he/she shall perform such other duties as are normally expected of a chairperson.

The Vice-Chairperson of the Board shall perform the duties and exercise the powers of the Chairperson of the Board in the absence of the Chairperson of the Board. He/She shall have such other duties and powers as are required of him/her by these by-laws and as may be given to him/her from time to time by the Board of Directors, and he/she shall perform such other duties as are normally expected of a Vice-Chairperson.

The Secretary shall keep the minutes of all meetings and a record of attendance, membership and expiration of membership and shall perform such other duties as are normally expected of a secretary.

The Treasurer shall serve on the Financial Oversight Committee and shall report to the Board at all scheduled board meetings.

The Past President shall serve on the Executive Committee.

ARTICLE VI

Executive Director Limitations

The Executive Director is authorized to sign checks or other documents and thereby bind the Foundation to obligations in order to satisfy normal and usual expenses or obligation of the Foundation. Any emergency expenses or obligations shall require the approval of the Chairperson of the Board of Directors or the Executive Committee.

ARTICLE VII

Committees

A. Committees shall be appointed from the membership of the Board by the Chairperson. Additional persons may be requested to serve on either standing or administrative committees. All standing and administrative committee members must be approved by the board. Ad hoc committees and temporary task forces may be appointed by the Chairperson from time to time as the need arises.

B. Standing committees shall consist of at least three persons. Minutes of each meeting will be kept and reported to the Board as appropriate.

C. **STANDING COMMITTEES:**

1. Executive Committee

Executive Committee shall consist of the Chairperson of the Board (who shall chair committee), the Vice-Chairperson, the Treasurer, the Secretary of the Board, Past President of the Board, the Executive Director of the FFA Association, and the Executive Directors of the Indiana FFA Foundation and Leadership Center, one IAAE teacher representative currently on the board, and the state agricultural education consultant.

The Executive Committee is empowered and ordered by the Board of Directors during intervals between meetings, except the powers to amend the Articles of Incorporation or the By-Laws or Operating Resolution adopted by the Board of Directors, the power to appoint new members or elect officers of the Board of Directors, the power to dissolve, and any other powers which would prejudice the tax exempt status of the Foundation under 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time.

A majority of the voting members of the Executive Committee at any meeting shall constitute a quorum, providing that a reasonable effort is made to notify all members of the Executive Committee of the meeting in sufficient time before the meeting to allow their attendance under normal circumstances. Minutes shall be taken at each Executive Committee meeting and reported to the Board of Directors at the next succeeding meeting.

Each member of the Executive Committee shall have one vote on all matters. In the event of a tie vote, the vote of the Chairperson of the Board or, in his/her absence, the vote of the Vice-Chair shall be decisive.

The Executive Committee shall have at least the following duties:

- Interview and recommend candidates for the Executive Director of the Indiana FFA Foundation.

- Develop short and long term objectives for the Foundation and Leadership Center.
- Evaluate and monitor progress of objectives/goals/plans.
- Develop personnel policy and conduct Executive Director Evaluations.
- Manage the by-laws.
- Nominate board members and officers.
- Direct fund-raising efforts of the Board.
- Insure compliance with Board Governance Policy.

2. FFA Leadership Center Advisory Committee

This committee will be responsible for overseeing and making recommendation to the full Board regarding the FFA Leadership Center. The Executive Committee of the Board shall appoint 3-7 persons to serve on this committee.

The FFA Leadership Center Advisory Committee shall be charged with the following objectives:

- Prepare, monitor and adhere to budget
- Review Leadership Center facilities and make recommendations for improvement/growth and development
- Oversee Leadership Center improvement initiatives
- Research and evaluate competitive facilities
- Develop and execute short and long-term facilities plans for the Leadership Center

3. Financial Oversight Committee

Shall consist of the Treasurer and no more than three other board members.

- Review and recommend annual budget for Foundation Review annual budget for Leadership Center.
- Evaluate overall financial status of Foundation and made recommendations for long term stability.
- Request and evaluate research, reports, etc., which would aid in the financial success of the Foundation and Leadership Center.

4. Selection Committee

- Shall consist of the Vice President and no more than two other board members.
- Facilitate the recruitment of new board members.
- Establish criteria for the composition of the Board.
- Establish and maintain database for potential new board members.

5. Sponsorship Development and Marketing Committee

- Shall consist of three board members appointed by the executive committee.
- Facilitate and direct the fundraising objectives of the board.
- Support Executive Director in fundraising initiatives

ARTICLE VIII

Compensation

No member of the Board of Directors shall receive pay for his services rendered as a member of the Board of Directors but may, upon a majority vote of the members of the Board of Directors present and voting at any duly constituted meeting of the Board of Directors receive remuneration for expenses incurred in attendance at official meetings of the Board of Directors. The Board of Directors, by majority vote of the members present and voting at any duly constituted meeting may authorize reasonable remuneration to one or more persons, members of the Board of Directors or otherwise who may render service to the Foundation at the direction of the Board of Directors.

ARTICLE IX

Indemnification of Officers and Directors

(a) The Foundation shall indemnify any person made a party or threatened to be made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director, officer or employee of the Foundation, or of any corporation which he served as such, at the request of the Foundation, against the expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, or in connection with any appeal therein, if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) The Foundation shall indemnify any person made a party or threatened to be made a party to any action, suit or proceeding by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer or employee of the Foundation or of any corporation which he served as such at the request of the Foundation against the expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Foundation except that no indemnification shall be made with respect to any claim issues or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) An indemnification (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the Director, officer or employee is proper in the circumstances because he has met the applicable standards of conduct set forth in sub section (a) or (b). Such determination shall be made by the Board of Directors by a majority of a committee consisting of Directors who were not parties to such action, suit or proceeding, whether or not a quorum.

(d) The provisions of this section are in addition to and not in limitation of any other right of indemnification and reimbursement or limitation of liability to which any Director may be entitled as a matter of law. The provisions of the section shall apply whether or not at the time of reimbursement the person reimbursed is then a Director of the Foundation. Notwithstanding any repeal of the section or other amendment thereof, its provisions shall be binding upon the Foundation (subject only to the exceptions herein above set forth) as to all actions, suits or proceedings and expenses connected therewith, judgments, settlements thereof, as above provided, arising out of matters which occur during or are referable to the period prior to any such repeal or amendment of this section.

ARTICLE X

The Fiscal Year

The fiscal year of the Foundation shall commence on the first day of July in each year and shall end on the thirtieth day of June of the next succeeding year.

ARTICLE XI

Amendments

These by-laws may be amended at any official meeting of the Board of Directors by an affirmative vote of the majority of all voting members present, provided that a written notice of the proposed amendment has been mailed or electronically delivered to each member at least thirty days before the meeting.

ARTICLE XII

The Executive Director shall have the authority to appoint and facilitate an advisory committee to meet annually.

ARTICLE XIII:
PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Roberts Rules of Order, Newly Revised shall govern the Foundation and affiliated units in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Foundation or its affiliates may adopt.