



## Pennsylvania FFA Foundation

 P.O. Box 157 East Berlin, PA 17316

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### By-Laws of the Pennsylvania Foundation Future Farmers of American, Inc.

By-laws adopted June, 1991  
By-laws amended July 9, 1995  
By-laws amended May 16, 2006  
By-laws amended May 12, 2015  
By-laws amended May 17, 2016

By-laws amended May 10, 2018  
By-laws amended May 26, 2020  
By-laws amended March 10, 2022  
By-laws amended October 12, 2023  
By-laws amended July 18, 2024

#### **Address:**

The PA FFA Foundation, Inc.  
P.O. Box 157  
East Berlin, PA 17316

### **Article I – Purposes**

#### **Section 1 – Mission**

This mission of the Pennsylvania FFA Foundation, Inc. (“Foundation”) is to cultivate partnerships and secure resources to enhance Agricultural Education and FFA .

#### **Section 2 – Objectives and Purposes**

The objectives and purpose of the Foundation are to receive, maintain, and hold, by bequest, devise, gift, or otherwise, either absolutely or in trust for any of its purposes, any property, real or personal, fund or funds without limitation as to amount or value; to convey each such property and to invest or reinvest any principle; and to deal with and spend the income and/or principal of the corporation for such educational activities and in such manner as in the judgment of the Board of Trustees will promote agricultural education on a statewide and on a national basis as relative to Pennsylvania FFA.

### **Article II – Meetings of Trustees**

- (1) The Trustees of the Foundation shall meet at a minimum of four (4) times per calendar year.
- (2) The annual meeting of the Board of Trustees shall be held during the month of May at a time to be determined by the Executive Board.
- (3) The Board of Trustees shall meet an additional three (3) times corresponding to once per quarter, dates to be determined by the Executive Board and distributed before the start of the applicable calendar year. Trustees shall attend at least 75% of the scheduled meetings per year, including committee meetings when required or needed. Attendance may be in person or virtually. Trustees will inform the Foundation Executive Director about their ability to attend meetings at least one day prior to the meeting.
- (4) Special meetings of the board shall be held at the direction of the President, or upon written request at least four (4) trustees.
- (5) Notice of Board meetings shall be given by the Secretary or Executive Director, not less than 10 (10) days prior to any meeting.

- (6) Meeting Format – Meeting length should be set to ensure adequate time to conduct necessary business. Meetings can be conducted face to face, online, via conference call or any combination that meets the Foundation trustees’ needs/preferences.

### **Article III – Trustees**

The direction and management of the affairs and business of the corporation, including the control and disposition of its property and funds shall be vested in a Board of Trustees which shall be twenty one (21) in number.

- (1) All trustees are elected to three (3) year terms.
- (2) Trustees can be elected to fill a vacant position prior to the annual meeting, upon the annual meeting the trustees can then be elected to fulfill a first term.
- (3) All trustees shall be elected at the annual meeting.
- (4) Trustees may serve consecutive three-year terms. A trustee must be re-elected to the Board of Trustees after each three-year term.
- (5) Responsibilities of Trustees are outlined in Appendix A.

### **Article IV – Quorum**

- (1) A quorum at a meeting shall consist of six (6) members of the Board of Trustees.

### **Article V – Officers**

- (1) The officers of the Foundation shall be President, Vice-President, Secretary, and Treasurer.
- (2) The President and Vice-President must be members of the Board of Trustees and shall be elected at the annual meeting of the Board of Trustees. Presidents have a two consecutive year term limit.
- (3) The Treasurer and Secretary shall have a voice on the board but will not have a vote. The Secretary and Treasurer shall be appointed at the annual meeting of the Board of Trustees.
- (4) In the event in which an officer is removed, resigns, or is unable to fulfill their obligations, the role will be filled by an individual selected by the majority vote of the remaining officers. That individual will fulfill the term in which they are selected to fill ends and then may be reelected at the annual meeting.
- (5) If a president is elected in the last year of a three-year board term; the president will remain on the board an additional year to fulfill the two-year term of presidency.

#### **Section A: President**

The President shall preside over all meetings of the Board of Trustees and Executive Committee and shall make such reports to the trustees as he/she may deem necessary or may be required of him/her by the Board of Trustees. The President shall appoint committee chairpersons and perform such other duties and exercise such powers as may be imposed upon him/her from time to time by the Board of Trustees.

#### **Section B: Vice President**

The Vice President shall perform the duties and exercise powers of the President during the absence or incapacity of the president.

#### **Section C: Secretary**

The Secretary shall supervise the preparation of business, record accurate minutes of all meetings of the Board of Trustees and discharge minutes via email within one week after the meeting.

#### **Section D: Treasurer**

The Treasurer shall have care and custody of all funds and property of the Foundation and shall deposit funds and documents as directed by the Board of Trustees. They shall also give the corporation a bond in the amount stipulated by the Board of Trustees and provide quarterly financial reports comparing income and expenditures to the annual budget to the Executive Director and President. Upon request the Treasurer will provide copies of monthly bank statements to the Executive Director and President, as well as detailed

financial reports comparing all income and expenditures to the annual budget at all board meetings. Within 90 days of special events the Treasurer will also provide financial reports via email to all board members.

#### **Article VI-Standing Committees**

- (1) The following will be standing committees of the FFA Foundation:
  - a. Executive Committee
  - b. Finance Committee
  - c. Fundraising Committee
  - d. Marketing Committee
  - e. Advancement and Advisory Committee
- (2) Chairpersons of all committees shall be members of the Board of Trustees. Chairpersons shall be appointed by the president. The Board of Trustees must ratify all chairperson appointments.

#### **Article VII-Executive Committee**

- (1) There shall be an Executive Committee consisting of the following elected or appointed trustees and ex-officio members:
  - a. **Trustees:**
    - i. President
    - ii. Vice president
    - iii. Immediate Past President
    - iv. Finance Committee Chairperson
    - v. Fundraising Committee Chairperson
    - vi. Marketing Committee Chairperson
    - vii. Advancement and Advisory Committee Chairperson
  - b. **Ex-Officio Members:**
    - i. Treasurer
    - ii. Secretary
- (2) The Executive Committee can approve financial spending up to \$5000.
- (3) The Executive Committee can achieve approval for spending over \$5000 through electronic voting of the board of trustees.
- (4) The Executive Committee shall keep record of its proceeding and report the same to the Board of Trustees at the next quarterly meeting of the Board of Trustees.

#### **Article VIII-Personnel**

##### **Section A: Executive Director**

An Executive Director may be hired by the Board of Trustees for the purpose of administering the program of the Foundation as directed by the Board of Trustees. The job description shall be found in an annual contract. This contract, as the option of both parties, may be reviewed annually. Appendix B

##### **Section B: Communications Manager**

A Communications Manager may be hired by the Board of Trustees for the purpose of administering all communications of the Foundation as directed by the Board of Trustees. The job description shall be found in an annual contract. This contract, at the option of both parties, may be reviewed annually. Appendix C

##### **Section C: Development Manager**

A Development Manager may be hired by the Board of Trustees for the purpose of administering all fundraising activities of the Foundation as directed by the Board of Trustees. The job description shall be found in an annual contract. This contract, at the option of both parties, may be reviewed annually. Appendix D.

### **Article IX - Amendments**

These by-laws may be amended at all times by an affirmative vote of the majority of all members of the Board of Trustees, provided that at least thirty (30) days' notice is given to all members of the Board of Trustees of the character of the proposed amendments, or amendments to be voted upon.

### **Article X - Agricultural Education Representation**

- (1) The purpose is to serve as an advisory group to the Board of Trustees and provide the means for groups to interact and exchange ideas.
- (2) The representation shall be appointed by the president of the Board of Trustees
- (3) The following groups will be considered for representation, but not limited to:
  - a. PA FFA Alumni
  - b. PA Agriculture Educators Association
  - c. PA FFA Association
  - d. PA Department of Education
  - e. The Commission for Agricultural Education Excellence
  - f. PA Department of Agriculture

### **Article XI: The Fiscal Year**

The fiscal year of the Foundation shall be June 1 through May 31<sup>st</sup>.

### **Article XII: Inspection of Books and Records**

Books and records of the Foundation may be inspected by any member or member's agent at any reasonable time. Arrangement for such inspection shall be made with the Board of Trustees President.

### **Article XIII: Voluntary Dissolution**

Dissolution shall be proposed by: The adoption of the Board of Trustees of a resolution recommending that organization be dissolved voluntarily; or by petition of member entitled to cast at least 15% of the votes to the Board of Directors recommending that the organization be dissolved voluntarily. In either case, the Board of Trustees shall direct that the question of dissolution be submitted to a vote of the Board. The board of Trustees shall have full power to resolve and settle affairs of the Foundation, including the transfer of all remaining funds to the Pennsylvania FFA Association upon dissolution.

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*The Pennsylvania FFA Foundation, Inc. is a 501(c)(3) non-profit organization.  
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