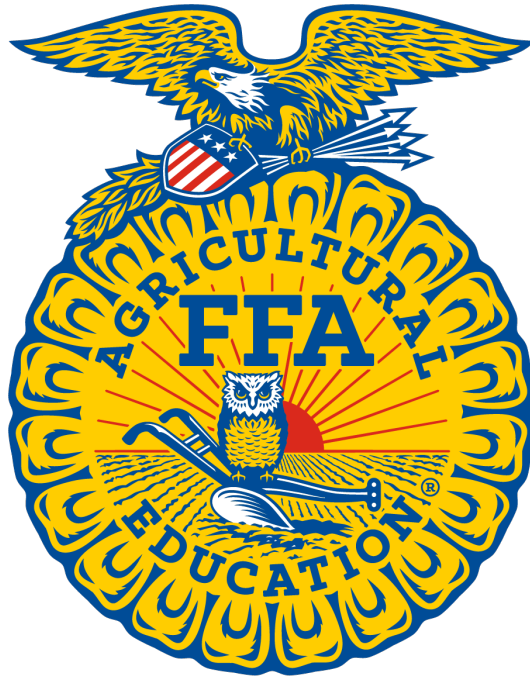


CALIFORNIA ASSOCIATION FUTURE FARMERS OF AMERICA



CONSTITUTION AND BY-LAWS

Adopted April 22, 1933, and
Revised March 23, 2024

CONSTITUTION

ARTICLE I.

NAME, MISSION STATEMENT, AND STRATEGIES

- Section A. The name of this organization shall be the "**California Association, Future Farmers of America.**" The Association shall be made of affiliated local chapters. Members and local chapters are hereinafter referred to as Future Farmers of America. The letters "FFA" may be used to designate the chapter or its members. Where the name of the school is that of the city, town, or community in which the school is located, this shall be the name of the chapter. Where the name of the school is different, the chapter name shall include the place where it is located followed by the name of the school. In situations where local chapters cannot be so named, the State Advisor may grant a special dispensation to name the chapter to fit the local circumstances.
- Section B. The Mission of the California Association FFA is to make a positive difference in the lives of students by developing their potential for premier leadership, personal growth, and career success through agricultural education.
- Section C. The Association shall cooperate with local educational governing agencies and teachers of agriculture education in accomplishing this mission. To accomplish this mission, the California Association FFA shall implement the following strategies:
- (1) Develop competent and assertive agricultural leadership.
 - (2) Increase awareness of the global and technological importance of agriculture and its contribution to our well-being.
 - (3) Strengthen the confidence of agriculture students in themselves and their work.
 - (4) Promote the intelligent choice and establishment of an agricultural career.
 - (5) Encourage achievement in supervised agricultural experience programs.
 - (6) Encourage wise management of economic, environmental and human resources of the community.
 - (7) Develop interpersonal skills in teamwork, communications, human relations and social interaction.
 - (8) Build character and promotes citizenship, volunteerism and patriotism.
 - (9) Promote cooperation and cooperative attitudes among all people.
 - (10) Promote healthy lifestyles.
 - (11) Encourage excellence in scholarship.

ARTICLE II.

ORGANIZATION: DEFINITION OF AGRICULTURAL EDUCATION

Section A. The California Association, Future Farmers of America is a chartered state association affiliated with the National FFA Organization, a national organization. The state association is composed of affiliated local chapters which may be organized **only in schools that choose** to participate in the state program of agricultural career technical education and meet all of the following components:

1. Organized classes in the study of agricultural sciences and technology
2. A student-supervised occupational experience program in agriculture.
3. A program of leadership, organization, and personal development

Student learning activity developed to supplement these components shall be considered curricular and shall contribute to the grade of the participating student when those activities are integral to assisting the student to achieve the career objective of the class or course.

Section B. The state organization shall be divided into geographical regions which correspond, exactly, to the geographical service areas designated by the State Supervisor of Agricultural Education for the purpose of school contact and technical assistance coverage by Regional Supervisors of Agricultural Education.

Section C. Each region shall be organized with officers elected in a manner prescribed by the regional constitution at a regular meeting of the region. Each chapter within the region is entitled to two voting delegates at a regional meeting. Officers elected shall include, but are not limited to, president and secretary. The regional supervisor of agricultural education shall serve as regional advisor without vote. The president of the region shall be a member of the State Executive Committee.

Section D. Sections and other subdivisions within a region may organize, elect officers, and conduct business.

Section E. Regions and sections may adopt constitutions, conduct activities, and establish regulations which must not be in conflict with the state and national constitutions.

Section F. Local chapters of the California Young Farmers Education Association are encouraged by the California Association, Future Farmers of America.

Section G.

The advisor of a local chapter must hold a credential authorizing them to teach agriculture career technical education and currently teaching agricultural career technical education at that school.

Section I. For the purpose of this constitution, chapters of the California Association of FFA shall be chartered only in such schools where recognized systematic instruction in agricultural career technical education is offered under the provisions of federal vocational education legislation. Such chapters shall operate as an integral part of the instructional program of agricultural education.

ARTICLE III. MEMBERSHIP

Section A. Types of membership in this organization shall be of three types: (1) student and (2) adult.

Section B. Student Membership: Students who are regularly enrolled in all day or day-unit classes in agriculture education are entitled to become student members of a chartered FFA chapter in the school in which they are enrolled, when properly affiliated with the state organization as prescribed in Article VII of this constitution. To retain student membership while in middle school or high school, a student must be regularly enrolled in an agriculture education course or must have completed all the agriculture education courses offered in their school. Members may retain student membership until November 30 following the fourth National FFA Convention after graduating from high school.

Members in good standing at the time of their induction into the Armed Forces of the United States of America or into the FFA International Program shall be in good standing during the period of their service without standard affiliation requirements or attendance at meetings. Time spent in the Armed Forces or FFA International Program shall not be considered as elapsed time in determining the maximum period of four conventions following graduation from high school or leaving high school. Should such time of participation in FFA International Programs fall during a member's constitutional eligibility to run for State FFA Office, that member shall be guaranteed the right to run for State FFA Office during the first State FFA Leadership conference following his/her return to the United States provided all other membership and eligibility requirements have been met. Members making use of this waiver of service time, for the purpose of maintaining student membership for application of advanced degrees, or to maintain eligibility as a candidate for State FFA Office, must resume participation within six months after having been honorably discharged from service or completing their FFA International Program, indicating such a desire by meeting all standard affiliation requirements and attendance at meetings. Members participating in the six months Armed Services Program or participating in the FFA International Program for six months shall be eligible for one full year of extended membership. No one, however, may retain student membership beyond his/her 23rd birthday.

Members still in middle school or high school, transferring to a local chapter in California from another state of the United States, who present satisfactory evidence of their good standing in that state, shall be accredited as members in good standing in the California Association.

A student in middle school or high school may only hold membership in the chapter which is sponsored by the school where the student is enrolled in agriculture

education. Should a student be enrolled in agriculture education classes at more than one school, the student must be a member at the school within whose legal district boundaries the student lives. If all or none of the schools where the student is enrolled in agriculture education are in the school district in which the student resides, he/she may choose in which FFA chapter he/she wishes to maintain membership. Once made, however, this choice may not be changed until the next FFA membership year.

A student who is out of high school and wishes to maintain FFA affiliation may only do so as a member of the FFA chapter to which he/she belonged at the time of leaving high school. Both membership and participation in FFA activities must be under the auspices of that chapter. Changing chapter affiliation after leaving a school may be approved only when the student's parents/legal guardian moves their place of permanent residence after the student has left high school or their former chapter charter has been terminated. In such an instance FFA membership may be transferred to the FFA chapter which serves the school district of the new place of residence or the nearest FFA chapter if there is no chapter serving that school district, provided the local FFA advisor at the new chapter approves of the transfer.

Section C. Adult Membership: Membership shall be open to former FFA members, or honorary FFA members, present and former professional agriculture education educators, parents of FFA members, and others interested in and supporting the FFA.

ARTICLE IV. DEGREES AND PRIVILEGES

Section A. There shall be five degrees of student membership based upon achievement. They are: (1) Discovery FFA; (2) Greenhand FFA; (3) Chapter FFA; (4) State FFA; and (5) American FFA. The national organization shall set the minimum qualifications for the degrees.

Section B. Discovery FFA Degree: On meeting the following minimum qualifications, the Discovery FFA Degree may be conferred by the chapter:

- (1) Be regularly enrolled in a vocational education course for an agricultural occupation and begin exploring satisfactory and acceptable plans for a program of supervised agricultural experience.
- (2) Participate in at least one local FFA chapter activity outside of scheduled class time.
- (3) Have knowledge of agriculturally related career, ownership and entrepreneurial opportunities.
- (4) Be familiar with the local FFA chapter program of activities.
- (5) Submit written application for the degree for chapter records.

Section C. Greenhand FFA Degree: On meeting the following minimum qualifications, the Greenhand FFA Degree may be conferred by the chapter:

- (1) Be regularly enrolled in a vocational education course for an agricultural occupation and have satisfactory and acceptable plans for a program of supervised agricultural experience.
- (2) Learn and explain the FFA Creed, Motto, Salute, and the FFA Mission Statement.
- (3) Describe the FFA emblem, colors, and symbols.
- (4) Explain the proper use of the FFA jacket.
- (5) Have satisfactory knowledge of the history of the organization.
- (6) Know the duties and responsibilities of FFA members.
- (7) Personally own or have access to the Official FFA Manual.
- (8) Submit written application for the degree for chapter records.

Section D. Chapter FFA Degree: On meeting the following minimum qualifications, the Chapter FFA Degree may be conferred by the chapter:

- (1) Must have held the degree of Greenhand for at least one complete semester of instruction and have a record of satisfactory participation in the activities of the local chapter. It shall be understood that conformance with the provisions of this article precludes a member from receiving both the Greenhand FFA and Chapter FFA Degrees during the same academic year.

- (2) Must have satisfactorily completed at least one year of systematic instruction in agriculture education, at or above the ninth-grade level, have in operation an approved supervised farming and/or other supervised agricultural experience program, have developed plans for continued growth and improvement in a supervised farming and/or other supervised agricultural experience program, and be regularly enrolled in an agriculture education class.
- (3) Be familiar with the purposes and programs of activities of the state association and national organization.
- (4) Be familiar with the provisions of the constitution of the local chapter.
- (5) Be familiar with Parliamentary Procedure.
- (6) Must have led a group discussion for fifteen minutes.
- (7) Must have earned at least \$150 by his/her own efforts from his/her supervised farming and/or other supervised agricultural experience program, and have it productively invested or deposited in a bank or have worked 100 hours on his/her SOEP in excess of scheduled class time.
- (8) Have a 2.0 scholastic record in an agricultural course.
- (9) Participate in activities for community improvement as evidenced by participating in at least two distinctly different activities, to the extent of spending at least 10 hours of personal time, which you seek to serve and/or improve the quality of life in the local community.

Section E. State FFA Degree: To be eligible to be elected to the State FFA Degree a member must meet all of the following minimum qualifications:

- (1) Must have held the Chapter FFA Degree for at least one year immediately preceding application for the State FFA Degree.
- (2) Have been a student member of the FFA for at least two years preceding application for the State FFA Degree.
- (3) At the time of application for the State FFA Degree,
 - (a) must have completed at least two years of instruction in agriculture education, at or above the ninth-grade level, which included an agricultural Supervised Agricultural Experience Program; and
 - (b) must be regularly enrolled in an agriculture education class at the secondary education level, an agriculture course at the postsecondary education level, or be a graduate of a secondary agriculture education program who is engaged in an agricultural occupation.

- (4) Have worked for a minimum of 500 hours, in excess of scheduled class time, on his/her Supervised Agricultural Experience Program, and
- (a) must have earned by his/her own efforts from an agricultural enterprise or other agriculturally related work and deposited in a bank or otherwise productively invested at least \$1,000.00; or
 - (b) show an investment cost of at least \$2,000.00 in depreciable property inventory; or
 - (c) have earned by his/her own efforts from agricultural enterprise or other agriculturally related work and deposited in a bank or otherwise productively invested a combination of dollars and unpaid labor hours which, when summed, equal at least \$1,000.00. When qualifying based on a combination of dollars and hours, the hours counted for qualification must be unpaid labor hours of agriculturally related work which are hours in excess of class time and which are hours over and above the minimum of 500 hours required in (4) above. Under no circumstances shall a member be qualified for the degree when qualifying based on a combination of dollars and hours without posting a minimum of \$750.00 of earned and productively invested income.

For the purposes of this subsection, productively invested is defined as any, all, or any combination of the following: amounts held in secured liquid financial investments, expenses paid for educational purposes, financial support of the immediate family, and/or that proportion of the purchase price of a motor vehicle which is equivalent to the proportion of the vehicle's normal usage which is used for transportation to, from, or in the conduct of educational and/or SAE activities.

- (5) Demonstrate leadership ability by:
- (a) completing a general parliamentary procedure online exam developed by the State Office of Agriculture Education;
 - (b) giving a six-minute speech OR lead a group discussion for forty minutes on a topic relating to agriculture or the FFA;
 - (c) serving as an officer, committee chairperson, or participating member of a committee;
 - (d) participating in at least five distinctly different FFA activities at the chapter level;
 - (e) participating in activities for community improvement as evidenced by participating in at least two distinctly different activities, to the extent of spending at least 25 hours of personal time, which seek to serve and/or improve the quality of life in the local community; and

- (f) being familiar with the provisions of the constitution of the State Association and National FFA Organization as certified by the local FFA advisor.
- (6) Have a 2.0 scholastic record as certified by the local principal or superintendent.
- (7) Have participated in the planning and completion of the Chapter Program of Activities.
- (8) Have participated in at least five FFA activities above the chapter level.
- (9) Written records of achievement, verified by the local advisor, shall be submitted to the state advisor by the local chapter's governing body at least two months prior to the State Leadership Conference. These written records shall be based on the member's own entries in the California Agricultural Education Record Book which is currently approved by the California state staff for Agricultural Education as the official record book for California Agricultural Education students. Such a record book is the only substantiation a member may use for the purpose of applying for advanced degrees and awards in this association. A committee appointed by the state advisor will then review the records and submit its findings to the state advisor, who will make his/her recommendations to the State Executive Committee. The Executive Committee will nominate and elect the candidates who have been found qualified to receive the degree. The state officers shall, at each region's special awards program, raise to the State FFA Degree those candidates who have been elected by the State Executive Committee.
- (10) The member's record book entries must meet the verification process approved by the State FFA Advisor.
- (11) It shall be the responsibility of the applicant, under the supervision of the local FFA advisor, to submit an application for the State FFA Degree which is thorough, complete, and accurate. Information which appears on the application form that is submitted to the State FFA office shall be the primary information which the scoring committee shall consider in its evaluation of the candidate's worthiness for the degree. In the interest of providing maximum flexibility and fairness to all candidates, the regional supervisors of agriculture education shall be empowered under this section to make minor modifications to state degree application forms during the scoring and verification process.

The scoring committee's decision regarding a candidate's worthiness may not be disputed or re-evaluated based on an applicant's complaint that pertinent information was omitted and/or misstated on the application form.

- (12) There shall be four annual awards for the State FFA Degree recipients known as the California Star Farmer, California Star in Agribusiness, California Star in Agricultural Placement, and the California Star in Agriscience.

A member who has received the State FFA Degree may apply for Star consideration at all levels provided he/she:

- (a) is a Junior, Senior, or first year Graduate,
- (b) is a student member in good standing at the time of application, and
- (c) has an ongoing supervised occupational experience program which has been continuously under the supervision of the local agriculture instructor.

Selection of the sectional and regional Stars will be selected in each region. The California Star finalist shall be based on the Regional Star Winners in each region.

The California Stars will then be evaluated and decided on three criteria: FFA Record book Score, State FFA Star Application Score, and Interview Score.

In any given year a student may only apply and be considered for Star honors under one Star category.

- (13) An Honorary State FFA Degree may be awarded to any person performing an outstanding service to the FFA organization.

Section F. American FFA Degree: The qualifications for the American FFA Degree shall be those set forth in the National FFA Constitution. The California Association Future Farmers of America shall recommend only those applicants for the American FFA Degree which meet all qualifications set forth in the National FFA Constitution at the

time of making application.

Section G A record of all Greenhand FFA and Chapter FFA initiations shall be kept in the office of the local chapter.

Section H. A record of all State FFA, Honorary State FFA, and American FFA Degrees awarded to California applicants shall be kept in the State FFA office.

Section I. Adult and Honorary members shall not vote or hold any office except that of state advisor, assistant state advisor, regional advisor, sectional advisor, or advisor in local organizations.

Section J. Only members who have been elected to the State FFA Degree may hold state office. Officers in the regional organizations must be chapter or state FFA degree holders. Officers in local chapters must not rank lower than the grade of Chapter FFA Degree after the organization has been established in any given school for a period of one year or longer.

Section K. Honorary Membership: Supervisors, school superintendents, principals, members of boards of education, instructors, teachers of agriculture, businessmen, farmers, and others who are helping to advance agriculture education and the FFA, and who have rendered outstanding service, may be elected to honorary membership by a majority vote of the members present at any regular meeting or conference.
Honorary membership shall be limited to the Honorary Chapter FFA Degree in the local chapter, Honorary Regional FFA Degree in the region, and Honorary State FFA Degree in the state association.

ARTICLE V. OFFICERS

Section A. The elected officers of the California Association, Future Farmers of America shall be president, vice president, secretary, treasurer, reporter, and sentinel. Ex-officio officers are the state advisor and the assistant state advisor. The state advisor shall be the State Supervisor of Agricultural Education; the Assistant State Advisor(s) shall be a state staff member appointed by the State Advisor. Elective officers shall be elected annually by a majority vote of the delegates present at a regular state leadership conference. They shall be elected by secret ballot and assume office at the conclusion of the state leadership conference.

Section B. All elective state officers shall hold office for one year after election, or until their successors are elected, unless removed from office for cause by the Executive Committee. All vacancies may be filled by presidential appointment, with Executive Committee approval, until the next regular election.

Section C. Officers of the local chapter shall consist of a president, vice president, secretary, treasurer, reporter, and sentinel. Other officers may be designated if desirable. Officers of the local chapter shall be elected annually or semi-annually at a regular meeting of the local chapter.

ARTICLE VI. GOVERNING BODIES

Section A. Executive Committee:

- (1) The governing student body of the association, which shall advise and make recommendations to the State Advisor and the adult board of directors with respect to the activities and business of the association, shall be the Executive Committee, composed of:
 - (a) Current State FFA Officers, and
 - (b) Immediate Past State FFA President, and
 - (c) Regional FFA Presidents or Regional Representative, and
 - (d) State FFA Advisor, and
 - (e) Assistant State FFA Advisor

Section B. Board of Directors:

- (1) The official fiscal governing body of the California Association, Future Farmers of America, shall be the State FFA Board of Directors; an adult board. The direction and management of affairs, funds, and property of the corporation shall be vested in the Board of Directors who shall pursue such policies and principles as shall be in accordance with the provisions of the Articles of Incorporation, this Constitution and Bylaws, and the laws of the State of California.
- (2) The Board of Directors of the corporation shall consist of twenty-one (21) members.
 - (a) State FFA Advisor
 - (b) Assistant State FFA Advisor
 - (c) Twelve (12) Agriculture Teachers two per each region
 - (d) Executive Director of the California Agricultural Teachers' Association
 - (e) Member of the State Agricultural Education Advisory Committee
 - (f) Member of the California FFA Foundation Board of Directors
 - (g) Past State FFA Officer
 - (h) Agricultural Education Teacher Educator
 - (i) Current State FFA Treasurer (ex-officio member)
 - (j) Community College Agriculture Teacher
- (3) The terms of the office of members of the Board of Directors and the selection of such members, other than the chairperson, shall be prescribed in the Bylaws.
- (4) The Board of Directors shall meet at least once a year at such time and place as prescribed by the Board. Special meetings of the Board of Directors may be called at any time by the chairperson.
- (5) The duties of the Board of Directors will be responsibility for the financial viability and management of the fiscal operation of the association. The State Advisor and the Agricultural Education Unit Staff in the California Department of Education will be responsible for all program development and leadership.

Section C. Governing Committee:

The Board of Directors may designate the chairperson and two members of the Board as a Governing Committee. This committee shall have and exercise the authority to conduct essential business on behalf of the Board of Directors during the interim between regular board meetings and in matters judged not to merit a special meeting of the Board. All official actions of the Governing Committee shall be subject to ratification at a regular meeting of the Board of Directors.

ARTICLE VII. MEETINGS

Section A. The California Association, Future Farmers of America shall hold an annual conference; the time and place to be determined by the Executive Committee and should be at least forty-five days prior to the National Convention of The National FFA Organization. Each local chapter in good standing shall be entitled to two voting delegates at the annual meeting.

Section B. Local chapters should hold regular meetings at least once each month during the regular school year and at least once during the summer.

ARTICLE VIII. AFFILIATION

Section A. Annual membership in the California Association, including the FFA publication and all other privileges, shall be accomplished by chapter affiliation with the state organization via a Leadership Packet Program which requires each chapter to affiliate all students enrolled in agriculture education classes at that school. The per student charge for leadership packets shall be fixed by the delegates at the annual state leadership conference. This fee for leadership development materials shall be based upon recommendations of the Finance-Audit Committee and adopted by a majority vote of the delegates present at the conference. Individual subscriptions to the National FFA Magazine shall be included in and paid for from the California Association Leadership Packet fees.

Section B. A chapter is in good standing with the state association when Leadership Packets have been purchased from the state office in a number equal to or exceeding the number of different students enrolled in agriculture education classes at the school. A member shall retain his/her student membership for a period of 150 days after the fiscal year expires on June 30. If a member who has been elected to section, region, or state FFA office is a member of a chapter which subsequently drops or loses its FFA charter, that member shall be allowed to affiliate directly with the state organization for a period not to exceed one membership year, for the purpose of holding and carrying out the duties of that office. He/she shall not, however, be entitled to participate in any FFA activities other than those officially assigned as responsibilities of that office.

A chapter shall retain its good standing upon remitting payment for the required number of Leadership packets. It may retain its standing on the basis of the previous membership and paid Leadership Packets for a period of 150 days following the end of the regular fiscal year.

After this date, a member or chapter may not take part in any FFA activity until sufficient Leadership Packets are purchased to be in good standing. To participate

in state activities, a member must be appropriately affiliated via the Leadership Packet Program prior to the date of the activity.

- Section C. Membership in the California Association, Future Farmers of America and in the national organization shall be based upon the list of names submitted to the State FFA Office with the purchase of Leadership Packets. Students whose names have not been submitted to the state office are not members regardless of whether they are carrying a current membership card.
- Section D. Affiliation procedures and requirements for any local chapter shall be determined by a majority vote of the membership of the chapter.

ARTICLE IX. INSIGNIA AND UNIFORM

- Section A. The insignia of the California Association, Future Farmers of America shall be the emblem which is adopted and approved by the National FFA Organization.
- Section B. Emblems shall be uniform throughout the association and in recognized units thereof. All members shall be entitled to wear this emblem. All Greenhands are entitled to wear a bronze emblem pin. All Chapter FFA Degree holders are entitled to wear a silver emblem pin. All members elected to the State FFA Degree are entitled to wear a gold emblem charm. All members elected to the American FFA Degree are entitled to wear the gold emblem key. All degree, officer, and award medals shall be worn beneath the name on the right side of the jacket, with the exception that the State FFA Degree charm and American FFA Degree key shall be worn above the name and attached to a standard key chain respectively. No other pins or medals may be worn with the State Degree charm or American Degree key. No more than three medals shall be worn on the jacket; these shall represent the highest degree earned, the highest office held, and the highest award earned by the member. A member may wear one object of official paraphernalia on the jacket only for the duration of that activity.
- Section C. Honorary Chapter FFA recipients are entitled to wear either the regulation silver emblem degree pin or a similar pin in gold; Honorary State FFA Degree recipients are entitled to wear the regulation gold emblem charm; Honorary American FFA Degree recipients are entitled to wear the regulation gold emblem key.
- Section D. Local chapters may make local awards to their members irrespective of the degrees held. The local chapter should adopt its own scorecard for determining the selection of members to receive the awards.
- Section E. The official FFA show uniform shall be worn by all FFA exhibitors and by helpers in individual and chapter groups while showing at fairs and livestock shows. The uniform shall consist of white trousers, a white dress shirt or blouse (short or long-sleeved) with the FFA emblem attached to the left pocket, and the official FFA blue necktie for boys or FFA blue scarf for girls. The official FFA jacket is optional; if worn, the shirt emblem is not required. Hats or headgear of any kind shall not be worn with the official show uniform while showing.

Section F. The official FFA dress for boys shall be the official FFA jacket, zipped to the top, worn with a white, collared dress shirt, and official FFA necktie, black slacks, black socks, and black dress shoes. The official dress for girls shall be the official FFA jacket, zipped to the top, worn with a white, collared dress blouse, an official FFA scarf, appropriate women's hose, neutral in color, without design or pattern, a black skirt (of knee-length or longer), or slacks, and black dress shoes. In addition, California FFA Members should abide by National FFA Uniform Guidelines when competing or participating in National FFA Events.

Section G. All members, when representing the chapter, should wear the official FFA jacket with the name of the chapter on the back. FFA Jackets with Association on the back may only be worn by current or immediate past State Officers while conducting official association business. Section and Regional Officer Jackets should also be worn only by the officer when conducting either Section or Region business.

ARTICLE X. CHAPTER AWARDS

California chapters meeting requirements as outstanding chapters shall be given appropriate awards. Awards made by the California Association, FFA shall be based on requirements adopted by the delegates to the annual state leadership conference. Awards made by The National FFA Organization shall be based on requirements established by the national body.

ARTICLE XI. PROCEDURE

Parliamentary Procedure in all meetings of this organization shall be in accordance with the latest version of Robert's Rules of Order.

ARTICLE XII. AMENDMENTS

Section A. Amendments to the state constitution or by-laws shall be submitted in writing at the annual state leadership conference of the California Association, Future Farmers of America. These amendments must first be submitted in writing to the California Association's Executive Committee for consideration. They shall then be prepared for voting with recommendations and circulated to the chapters at least 30 days prior to the annual leadership conference. Amendments to this constitution or by-laws may be adopted by a two-thirds vote of the delegates present at the annual state leadership conference.

Section B. The constitution may be adapted for a region, section, or local chapter. Flexibility may be obtained through by-laws. A constitution and by-laws may be adapted to fit the needs of any local, sectional, or regional organization providing they are not in conflict with the state or national constitutions.

BY-LAWS

ARTICLE I. ORGANIZATION

Section A. Forming a Local FFA Chapter:

Agriculture education students shall meet, organize, and adopt a constitution not in conflict with the state and national constitutions, elect officers similar in number to the state officers, set up a Program of Work, and then apply to the state advisor for membership in the state association. Upon receipt of the official charter, the chapter and the members may then be known as Future Farmers of America.

Section B. Method of Issuing Charters to Chapters:

The officers of the local chapter shall submit with the application for charter the following information:

- (1) A copy of the local chapter's constitution and by-laws, which must not conflict with the state and national constitution and by-laws.
- (2) A copy of the local chapter's Program of Work for the coming year.
- (3) The names of all officers of the local chapter.
- (4) The name and address of each member of the organization. Chapter affiliation materials conforming to provisions of Article VII, Section A of the state constitution must accompany or precede the request for charter.
- (5) The application to the state advisor for a charter for a local chapter shall be signed by the president, the secretary, the advisor of the local chapter, and the school principal. A charter will be granted upon such application provided the proposed constitution and by-laws are not in conflict with the state and national constitutions of Future Farmers of America; such charter to be signed by the national president, national advisor, state president, and state advisor.
- (6) The executive committee of the state association of Future Farmers of America shall have, upon recommendation of the state FFA advisor, the power to suspend a charter upon receipt of evidence of infringement of the provisions of the state and national constitutions.
- (7) The executive committee, on the recommendation of the state advisor, may withdraw the charter from any chapter not conforming to the state constitution. The charter of such suspended chapter shall be secured from the local school and placed in the state office of the Future Farmers of America for safekeeping by the regional advisor. Should a chapter be thus suspended, it must then make a formal application to be reinstated. Such an application may not be made until at least 12 months have passed since the date of charter suspension.
- (8) A chapter shall be put on probation for any one of the following reasons:
 - failure to complete the chapter affiliation process within the period fixed by Article VII, Section B of the Constitution;

- non-conformance to the state constitution in any area;
- failure to pay within 90 days outstanding debts of any nature owed to the state association.

The probationary period shall be 60 days. The chapter shall be informed of its probationary status by the Assistant State Advisor who shall set forth the beginning and ending date of the probationary period. If the cause for probation has not been corrected by the end of the probationary period, that chapter shall be suspended in accordance with paragraph 7 of this Section.

ARTICLE II. STATE OFFICERS

Section A. Elections:

- (1) The state officers will be elected by a majority vote of the delegates present at the annual state leadership conference of the California Association, Future Farmers of America. Voting shall be by secret ballot. No one may serve more than one term as a state officer. All elective officers must be graduates from high school. An elective officer can run for state office at the end of his/her senior year of high school at the state leadership conference; or a candidate may run at the state leadership conference during the first year following his/her high school graduation. To be eligible to run for state office a member must provide adequate evidence, as determined by application instructions, that he/she currently maintains, or graduated with, a 2.5 cumulative GPA or higher (A=4.0 scale; ALL classes taken in grades 9-12 must be included in the GPA calculation) in high school and a "B" Average in all Agriculture Courses.
- (2) Members seeking candidacy for state office must submit their application electronically, by the specified due date and time an application to run for office which is signed by the member's parent or guardian indicating their approval and support of the member's candidacy. Should the application not be submitted by the specified due date and time, the member shall not be allowed to run for state office.
- (3) Candidates for state office shall be placed in nomination by the current officer holding the same office. Each candidate nominated by the nominating committee shall provide the current state officer, holding the same office, with a list of five accomplishments, which will be read to the delegates by the officer. The candidate will then have a maximum of two minutes to respond, giving additional information and reasons for seeking the office. Candidates may not be nominated from the floor. If nominated for a specific office by the nominating committee, a candidate may decline the nomination for the office. The candidate who declines the office for which he/she was nominated by the committee has no right to seek nomination from the floor for any other office.

Section B. Duties and Responsibilities:

(1) President

- (a) It shall be the duty of the president to preside over all meetings of the California Association, Future Farmers of America and over all meetings of the state executive committee.
- (b) The president shall call one meeting of the state association each year on such a date and at such place as shall be fixed by a majority vote of the executive committee.
- (c) The president shall call special meetings of the state association or of the executive committee when requested to do so by a majority vote of the executive committee or by the state advisor.
- (d) The president shall appoint all special committees and may serve as an ex- officio member of these committees.
- (e) The president shall serve as a member of the nominating and executive committees the year following his/her term as president.

(2) Vice President

The vice president shall assume all duties of the president in the event that office becomes vacant. He/she shall assume disciplinary responsibilities of state FFA events. He/she shall preside over all meetings in the absence of the president and shall assume other duties of the president as assigned to him/her by the state executive committee.

(3) Secretary

The secretary shall perform the duties common to such an office as keeping an accurate record of the minutes of the state association or the minutes of the executive committee. Copies of the minutes of these meetings shall be prepared by the state FFA office for the State Advisor and state records and shall also be made available to each local chapter and each member of the state executive committee. Minutes of the State Leadership Conference shall be shared with the state FFA office no later than one week after the conference.

(4) Treasurer

The treasurer shall be the ex-officio chairman of the finance-audit committee and shall represent the California Association in all matters pertaining to financial budget and policy. The treasurer shall serve as an ex-officio member of the Board of Directors. He/she shall present to the State Leadership Conference an audit of the accounts of the association to be prepared under the direction of the California FFA Board of Directors.

(5) Reporter

It shall be the duty of the reporter to assist with the development of the California FFA publication, assist with collecting data for the official state report, and prepare news notes suitable for publication on all meetings of the state association. Other duties may be assigned to him/her by the editor of the California FFA newsletter or by the executive committee.

(6) Sentinel

It shall be the duty of the sentinel to assist in the conduct of all statewide meetings by greeting guests, seating delegates, arranging paraphernalia, displays, and decorations; and to carry out other duties assigned to him/her by the president.

(7) State Advisor

(a) The state advisor is a member of the executive committee and ex-officio member of all committees. It is his/her duty to advise the executive committee and other committees on matters of policy and assist the state officers in conducting the meetings of the executive committee.

(b) The state advisor shall review all official state reports, approve all applications for charters, approve applications for state and national honors, and oversee other business of a statewide nature.

(c) The state advisor shall see that a detailed statement is made available to the FFA finance-audit committee at the close of each year's activities.

(d) The state advisor shall see that a permanent record of membership and progress of the association is kept.

(e) The state advisor shall inform the executive committee of any local chapter proceedings which appear to be in conflict with provisions of the state or national FFA constitutions.

(f) The state advisor is in charge of all statewide meetings of the state FFA association and shall perform such duties as may pertain to the furtherance of the association.

(8) Assistant State Advisor(s)

The assistant state advisor(s) shall be responsible for assisting the state advisor in Future Farmers of America affairs. He/she shall be a member of the executive committee, and in the absence of the state advisor, will represent him/her in matters pertaining to the operation and conduct of the association.

(9) Regional Advisors

The regional supervisor of agricultural education shall carry out the duties of regional advisor in his/her region as directed by the state advisor.

ARTICLE III. COMMITTEES

Section A. There shall be an executive committee consisting of the six current elected state officers, the immediate past elected state president, the regional Future Farmers of America presidents, the state advisor, and the assistant state advisor. Whenever a regional president is unable to attend a state executive committee meeting, the region may be represented by a member of its current regional officer team, appointed by its president. When the past president is unable to serve, a member of the immediate past state officer team shall be appointed by the current state president to serve in the past officer position. The executive committee is authorized to act in the name of the California Association, Future Farmers of America between annual conferences, subject only to such regulations and by-laws as may be adopted by the California Association, Future Farmers of America.

Section B. The executive committee shall be empowered to perform all business of the state association between annual meetings.

Section C. The state president shall recognize that membership on conference committees shall be rotated among the various chapters alphabetically by regions, to the end that every chapter shall, in due course, be assigned to every conference committee. In making assignments to conference committees, the state president shall designate an assignment of two official delegates from each chapter to the state leadership conference. The state president shall exercise due care in making assignments to guarantee representation from each region on every conference committee. As reasonably as is possible, the president shall make committee assignments such that the amount of representation from each region on each committee is proportional to that region's amount of representation in the general delegate assembly. In case of conflicting interests, the committee chair shall have the authority to transfer delegates to different subcommittees. Conference committees are those which function only during the state leadership conference, while standing committees function throughout the year. Various special and standing committees may be appointed at the discretion of the president. These conference committees, however, are mandatory: Nominating and Program of Work. The Nominating Committee, however, shall not be governed by provisions of this section with regard to committee membership.

Section D. The nominating committee shall consist of up to two members from each of the geographical regions, with the past state president as chairperson and the state advisor or his/her delegated representative as ex-officio member without vote. If the past state president is unable to serve, the chairperson shall be from the past state officer team appointed by the current state president. Each member of the nominating committee shall be selected within his/her respective region from qualified applicants. The application form shall be prepared by the Assistant State FFA Advisor(s) and made available to all chapters. The actual selection process shall be at the discretion of each regional executive

committee. Each region desiring representation on the committee shall provide the Assistant State FFA Advisor(s) with the name of its representatives by the specified due date. The substitution of a nominating committee member after this date shall not be allowed except that the State Advisor may approve a substitution in a case of extremely extenuated circumstances. To be selected as a representative on the nominating committee a student must be an affiliated FFA member with a chapter in good standing with the state association, hold the State FFA Degree at the time of the leadership conference where he/she is to serve, and be a junior or senior in high school.

The nominating committee shall, after consideration of the qualified candidates, make nominations for the various state offices. All candidates must have received the State FFA degree. Meetings of the nominating committee shall be closed meetings. Information given on all possible candidates shall be confidential. The nominating committee may nominate no more than two candidates for each office.

Section E. The Program of Work committee shall set the annual objectives of the association and suggest ways for attaining them. The chairperson shall be appointed by the state FFA president, with the state advisor or his delegated representative as ex-officio member. The committee shall consist of members from each of the geographical regions of the state.

ARTICLE IV. DELEGATES

Section A. Each chapter in good standing is entitled to two voting delegates to represent them chapter at the annual state leadership conference.

Section B. To remain in good standing a chapter must be represented by two voting delegates at the annual state leadership conference. Each of these two delegates must sign in at the polling place for verification of attendance. Any chapter which is not so represented shall have a period of sixty (60) days to justify, in writing, to the State FFA Advisor good cause for their absence. After review of their written request the state advisor shall make his/her recommendation to the state executive committee, at their next regular meeting, regarding suspension of said chapter's charter.

Section C. Each one of the thirteen (13) student members of the state executive committee will be entitled to one vote at the state conference. In case of absence of an executive committee member, a person acting for him/her will be entitled to vote for him/her. The right of the executive committee member to vote will include all motions from the floor as well as the official ballot. All regional officers will also be entitled to debate at the state conference.

Section D. The official delegates to the national convention shall be the state president and the state vice president. When additional delegates are necessary or when either the current state president or state vice president is unable to serve, the current state officers shall serve as official delegates in order of their respective offices. When additional delegates are necessary, the team of immediate past state officers shall serve in order of their respective offices. Only delegates to the national convention who are members of the current or immediate past state officer team shall receive payment of expenses from the state treasury of the Future Farmers of America. Should additional delegates be necessary, they shall be selected by majority vote of the State Executive Committee at its fall meeting. Selection will be based on applicants' abilities without regard for their home region. Members wishing to serve as national convention delegates shall use a standardized application form which the Assistant State Advisor(s) shall make available annually to every chapter in good standing with the state association. Applicants must submit their applications to the Assistant State Advisor electronically, on or before the specified due date and time to be considered.

- (1) To be eligible to apply to the state organization a member must meet ALL of the following criteria:
 - (a) Hold the Chapter FFA Degree at the time application is made.
 - (b) Be a junior or senior in high school at the time of service as a national convention delegate.
 - (c) Be an FFA member in good standing with the state association at both the time of application and the time of service.
 - (d) Agree to travel to and from the national convention as part of the state association's sponsored trip, at his/her own expense, without compensation or reimbursement from the state organization. The student must demonstrate this intention by filing the designated nonrefundable travel deposit with the state FFA office on or before the specified due date of the application year.
 - (e) Attend the state leadership conference immediately preceding the national convention at which the student proposes to serve as a delegate.
 - (f) Agree to participate, at his/her own expense, in the National Convention orientation meeting held shortly before the national convention where he/she shall serve as a delegate.

ARTICLE V. NATIONAL OFFICER CANDIDATE

When a candidate for national FFA office is put into nomination by the California Association, Future Farmers of America, he/she shall be selected from a list of eligible candidates by a committee of state agricultural education staff members and at least three FFA members in good standing appointed by the state FFA

advisor. The date of the national officer candidate selection must occur on or before June 15 of each year.

Any member in good standing who meets the minimum eligibility requirements to run for national office and who wishes consideration for California's candidate position must make his/her desire to be considered known to the Assistant State FFA Advisor(s) not later than the specified due date. In any year, should there be only one member express a desire to run for national office, the selection committee described above shall not convene.

ARTICLE VI. ACTIVITIES

Section A. All activities of the Future Farmers of America beyond the local level are of common interest to the California Association, Future Farmers of America, the California Agricultural Teachers Association, and the state program of agricultural education.

Section B. Rules and regulations for the participation of Future Farmers of America in fairs and shows, and rules and regulations for participation by Future Farmers of America in judging contests leading to state and/or national competition, are the responsibility of the California Agricultural Teachers Association, in cooperation with the staff of the state agricultural education program.

Section C. Rules and regulations for the participation by Future Farmers of America in other activities of a statewide nature are the responsibility of the California Association, Future Farmers of America in cooperation with the staff of the state agricultural education program.

Section D. The actual administration of Future Farmers of America activities of a statewide nature is the primary responsibility of the state agricultural education unit staff. The advice and assistance of responsible representatives of the California Association, Future Farmers of America and the California Agricultural Teachers Association will be solicited in carrying out the activities.

ARTICLE VII. FISCAL GOVERNANCE

Section A. The principal office for the transaction of the activities and affairs of the Corporation

shall be designated annually by the Board of Directors. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary in these bylaws.

Section B. Operating Policy:

Standards and criteria, including all policy and procedures, developed by the Board of Directors for the purpose of fiscal governance, shall be contained in the California Association FFA Board of Directors Operating Policy Manual. The Operating Policy Manual shall be separate from the Association Constitution and By-Laws. Amendments or revisions to the Operating Policy Manual shall be the responsibility of the Board of Directors. This Operating Policy Manual shall not be in conflict with the California Association FFA Constitution and By-Laws.

Section C. Board of Directors:

- (1) The directing and managing of the affairs and business of the California Association, Future Farmers of America, including the financial control and disposition of its property and funds, shall be vested in the Board of Directors.
- (2) The term of office of the members shall be three (3) years with the exception of the State FFA Treasurer who shall serve during his/her term as an elected state officer and the State FFA Advisor, Assistant State FFA Advisor and CATA Executive Director who shall serve during their tenure in their respective positions. Individuals shall be elected in groups as follows:
 - A – Central-2; San Joaquin-1; South Coast-2; Superior-1; Past State Officer; and Community College Agriculture Teacher
 - B – Central-1; North Coast-2; South Coast-1; Southern-2; FFA Foundation; and Teacher Educator
 - C – San Joaquin-2; North Coast-1; Southern-1; Superior-2; and State Ag Advisory
- (3) A vacancy or vacancies on the Board shall exist on the occurrence of the following:
 - (a) the death or resignation of any director or
 - (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum. Names of interested individuals may be recommended by organizations represented on the Board to fill appropriate vacancies.
- (4) An annual meeting of the Board of Directors shall be held during the month of June. During the annual meeting the Board of Directors shall elect officers and may conduct any other business. Special meetings of the Board for any purpose may be called at any time by the chair.

- (5) Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by fax, e-mail, or telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited in the United States mail at last four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegram shall be delivered, telephone, or given to the telegraph company at least 48 hours before the time set for the meeting.
- (6) The meeting notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.
- (7) Any meeting may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.
- (8) A majority of the directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. For the purposes of this section a director shall not be counted if the transaction is one in which the director has a direct or indirect material financial interest. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- (9) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
- (10) The transaction of any meeting of the Board of Directors, however, called and noticed and wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after such meeting each of the directors not present signs a written waiver of the notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

- (11) Any action required or permitted to be taken by the Board of Directors pursuant to the articles of incorporation, bylaws, and state law may be taken without a meeting if all the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under the provision of this article which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, pursuant to this section.
- (12) For the purposes of this subsection only, "all members of the Board" shall not include any director with a direct or indirect material financial interest.

Section D. Indemnification and Insurance:

- (1) To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as the term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.
- (2) On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, then the court in which such proceeding is or was pending will authorize indemnification upon proper application.
- (3) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections [numbers; see previous two sections Right and Approval of Indemnity] of these bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

- (4) The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status.

Section E. Officers:

- (1) The officers of the Corporation shall be a chair, a vice-chair, and a secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board.

All officers must be members of the Board of Directors. All officers shall be elected for a term of one year by a majority vote of the Board of Directors. Any officer may serve for an indefinite number of terms.

- (2) The chair shall preside over the meetings of the Board of Directors. They shall make such reports to the Board as they may deem necessary or as may be properly required of them by the Board.

They shall perform such other duties and exercise such other powers as may be given to them from time to time by the Board and shall perform such other duties as are normally expected of a chair.

The vice-chair shall perform the duties and exercise the powers of the chair in the absence of the chair. They shall have such other duties and powers as shall be given to them from time to time by the Board and shall perform such other duties as are normally expected of a chair.

The secretary shall keep or cause to be kept at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, or special, and, if special, who authorized, the notice given, the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep or cause to be kept a record of contributions.

Section F. Compensation:

No member of the Board of Directors shall receive pay for his services but may, upon a majority vote of the Board, receive remuneration for expenses incurred in attendance at official meetings of the Board. The Board of

Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Agent shall be designated as Director of Financial Services and shall assume the role of paid treasurer under the direct supervision of the Chair of the Board of Directors.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer. Checks drawn in excess of \$10,000.00 shall require two signatures, consisting of the treasurer and a member of the Executive Committee or their designee.

Section G. Governing Committee:

- (1) There shall be a Governing Committee to consist of the chair of the Board of Directors, the vice-chair, and the secretary.
- (2) During intervals between meetings of the Board of Directors, the Governing Committee shall exercise all powers conferred on it by the Board of Directors in the management and direction of the business and the conduct of the affairs of the Corporation. The Governing Committee shall keep a record of these proceedings and report the same to the Board of Directors at each next succeeding meeting.
- (3) Notice of the time and place of Governing Committee meetings shall be given to each member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member; or (d) by fax, e-mail, or telegram, charges prepaid. All such notices shall be given or sent to the member's address or telephone number as shown on the records of the Corporation. Notices sent by first

class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephone, or given to the telegraph company at least 48 hours before the time set for the meeting.

- (4) The meeting notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.
- (5) Any meeting may be held by conference telephone or similar communications equipment, as long as all members participating in the meeting can hear one another. All such members shall be deemed to be present in person at such a meeting.
- (6) A majority of the Governing Committee Members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the Governing Committee. For the purposes of this section a member shall not be counted if the transaction is one in which the member has a direct or indirect material financial interest. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- (7) A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the members who were not present at the time of the adjournment.
- (8) The transaction of any meeting of the Governing Committee however, called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present and if either before or after such meeting each of the members not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (9) Any action required or permitted to be taken by the Governing Committee pursuant to the articles of incorporation, bylaws, and state law may be taken without a meeting if all the members of the Governing Committee shall individually or collectively consent in writing to such action. such written consent or consents shall be filed with the minutes of the proceedings of the Governing Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such members. Any certificate or other document filed under the provision of this article which relates to the action that was taken by unanimous written consent of the members of the Governing Committee without a meeting, pursuant to this section.

- (10) For the purposes of this subsection only, "all members of the Governing Committee" shall not include any director with a direct or indirect material financial interest.

Section H. The Fiscal Year:

The fiscal year of the Corporation shall commence on the 1st day of July in each year and shall end on the 30th day of June of the next succeeding year.

Section I. Records, Reports, and Inspections:

- (1) Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical property, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- (5) The Board shall cause an annual report to be sent to the directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - (b) The principal changes in assets and liabilities, including trust funds.
 - (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
 - (d) The expenses or disbursements of the Corporation for both general and restricted purposes.
 - (e) Any transaction
 - (i) in which the Corporation was a party,
 - (ii) in which an "interested director" had a direct or indirect material financial interest, and
 - (iii) which involved more than \$50,000 or was one of a number of transactions with the same interested director involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested directors involved, the nature of their interest in the transaction and, if practicable, the amount of the interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
 - (f) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Sections [numbers; see Right of Indemnity, Approval of Indemnity,

Advancement of Expenses] of these bylaws. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

ARTICLE

POSTING ELECTION RESULTS

VIII. Results

Section A. (1) Results of votes taken by secret ballot at the annual leadership conference by the voting delegates for constitutional and bylaw amendments shall be posted at the conclusion of tabulating. All members shall be allowed to see these results.