

# **THE PENNSYLVANIA NO-TILL ALLIANCE CONSTITUTION AND BY-LAWS**

## **ARTICLE I: NAME**

The name of the organization shall be “PENNSYLVANIA NO-TILL ALLIANCE.”

## **ARTICLE II: VISION, MISSION, OBJECTIVES**

**Vision:** “Using No-Till Systems to Improve our Soil and Water Quality, Productivity and Profitability for Future Generations”

**Mission:** To promote the successful application of no till through shared ideas, experiences, education and new technology.

### **Objectives:**

1. Serve as a collective voice for issues affecting no-till crop production.
2. Promote no-till crop production in Pennsylvania.
3. Bring together those who have common interest in improving soil quality and crop production.
4. Increase public awareness as to what no-till is, what it accomplishes, and what it does for the farmer and the community.
5. Develop a farmer to farmer network between members and others in promoting and educating producers and the general public in the benefits of no-till.

## **ARTICLE III: MEMBERSHIP**

### **Section 1. Membership**

Membership in the Alliance is open to any individual, organization or business willing to support the vision, mission and objectives of the organization and meeting eligibility requirements outlined in Section 2.

### **Section 2. Voting Eligibility**

1. Members shall consist of any individual interested in the vision, mission and objectives of the Alliance.
2. Any member may be a member of one or more committees as well as attend and vote at the annual business meeting.

## **ARTICLE IV: FINANCIAL MANAGEMENT**

**Section 1.** The Alliance will charge dues for membership as directed by the Board. The Alliance may accept donations from all individuals, groups, agri-business and others to maintain financial stability.

## **ARTICLE V: ORGANIZATION – Board of Directors**

### **Section 1. Officers, Election and Terms of Office.**

The officers shall consist of President, Vice-President and Secretary-Treasurer. Officers of the Board of Directors shall be elected each year during the Annual Meeting. The terms of office shall be one (1) year.

### **Section 2. Board of Directors, Elections and Terms of Office.**

1. The Board of Directors shall consist of thirteen (13) elected members. The Directors shall be elected by the general membership of the Alliance during its annual meeting. Nominations will be accepted from the floor during the elections.

2. The Board of Directors shall include thirteen (13) active or retired no-till farmers or custom operators who successfully use continuous no-till systems throughout Pennsylvania.

3. Associate Directors: The board of Directors may, at their discretion, appoint non-voting Associate Directors to serve as advisors to the Board. Associate Directors may be from related organizations, academia, private industry or be farmers, but must have an interest in, and knowledge of, the mission and objectives of the Alliance.

4. The terms of office shall be three (3) years after the initial election. The initial election will establish staggered terms for Directors.

5. In case of retirement, death or resignation of any Officer or Director, the vacancy shall be filled by appointment by the remaining Directors.

### **Section 3. Board of Director Meetings.**

1. The Board of Directors shall meet at the call of the President, or upon petition of two-thirds (2/3) of the elected Directors.

2. A quorum for a Board of Directors meeting shall consist of those members present. Directors shall be given a minimum of 14 days notice prior to holding regularly scheduled Board meetings.

### **Section 4. Committees.**

Committees and their respective chairpersons and members may be appointed by the President.

## **ARTICLE VI: DUTIES OF OFFICIALS OF THE ALLIANCE**

### **Section 1. President**

The President of the Alliance shall preside at meetings and be responsible for executive actions in carrying out the policies designated by the Board. The president may delegate such responsibilities, within such limits by the Board, to other officers, to committees, or to others.

### **Section 2. Vice-President**

The Vice-President shall preside at all meetings in the absence of the President. The Vice-President shall facilitate all activities of the committees. The Vice-President shall perform other such duties as may be assigned by the President of the Board.

### **Section 3. Secretary/Treasurer**

The Secretary/Treasurer shall be responsible for all financial records and organizational duties concerned with the activities of the Alliance.

### **Section 4. Board of Directors**

The Board of Directors shall be responsible for formulating all policies of the Pennsylvania No-Till Alliance in accordance with the stated mission, vision and objectives, and for such other directions as will best serve the interests of no-till crop production. The Board of Directors, by a two-thirds (2/3) vote, may recommend by-law changes to the general membership.

All members of the Board of Directors are expected to attend all Board meetings, with a minimum attendance of 75% of the total meetings. The Board of Directors will carefully review attendance below the minimum, discuss the matter with the member and seek a commitment to improve. After missing three (3) consecutive meetings, a member will receive written notice from the President of his/her pending removal from the Board, unless a response is provided and the Board evaluates the merits of the response. After missing six (6) consecutive meetings, a member is considered to have resigned from the Board, unless the Board finds extenuating circumstances.

## **ARTICLE VII: MEETINGS**

1. There shall be at least one business meeting per year, and such other meetings as determined by the Board of Directors. The annual business meeting will include reports by its officers, committees, and the election of the Board of Directors.
2. All members must be notified of the annual business meeting at least fourteen (14) days in advance.

## **ARTICLE VIII: VOTING**

Action of the annual business meeting or other meetings of the Alliance called by the Board shall be authorized by a simple majority of eligible voters present. Voting rights are described in Article III – Membership, Section 2 – Eligibility.

## **ARTICLE IX: AMENDMENT OF BY-LAWS**

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members present at the annual business meeting or special meeting of such members, provided prior notice of the proposed amendment, alternation, change, addition, or repeal be contained in a notice mailed to all members at least fourteen (14) days prior to the meeting.

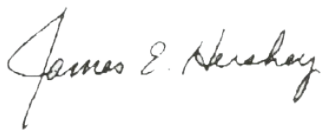
## **ARTICLE X: AUDITS**

At the close of each fiscal year or at such time as the Board of Directors shall determine, the books and accounts of the Alliance should be carefully examined by either a qualified auditor or committee named by the Board of Directors who shall make a written report thereof.

## **ARTICLE XI: USE OF EARNINGS**

No part of the net earnings of the Alliance shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Alliance shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution.

These revisions to the Bylaws of July 26, 2018 are hereby adopted on by the Board of Directors of the Pennsylvania No-Till Alliance on July 21, 2021.



Jim Hershey, President

Jeff Frey, Secretary/Treasurer

revised 7/21/2021