



NORTH DAKOTA  

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FFA FOUNDATION

# North Dakota FFA Foundation, Inc.

909 Basin Ave, Bismarck, ND 58504

501c3

EIN# 45-0359297

## **By-Laws**

Revised 11/17/21

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## Article I

**NAME** - The name of this corporation shall be North Dakota FFA Foundation, Incorporated, a non-stock, non-profit corporation organized under Chapter 10-33, North Dakota Century Code. The principal place of business shall be 909 Basin Avenue, Bismarck, North Dakota 58504. The mailing address shall be PO Box 6022, Bismarck, North Dakota 58506-6022

## Article II

**MISSION** - To support leadership opportunities and activities of FFA and agricultural education.

**PURPOSES** - The purposes of the North Dakota FFA Foundation, Incorporated are to encourage, advance, and promote the educational objectives and program of activities of the North Dakota FFA Association. Some of these are:

1. to support leadership, citizenship, and cooperative experiences for FFA members.
2. to advance opportunities for participation in local, district, state, regional and National FFA activities.
3. to generate funding for FFA programs, activities, and awards for FFA members
4. to manage investment funds.
5. to provide publicity and public awareness of the FFA.
6. to build partnerships between FFA and the public sector.
7. to cooperate with the North Dakota Agriculture Education teachers and the North Dakota FFA Alumni promote activities that will benefit FFA members.
8. to provide an annual report.

## Article III

**POWERS** - The powers of this Corporation shall be all the powers granted by Chapter 10-33, North Dakota Century Code, including the power to acquire by gift, grant, bequest and otherwise, funds and property, both real and personal, to convey the same; to receive, hold, administer gifts and requests in trust; to do everything necessary or convenient to accomplish the purpose of this corporation.

The activities of this organization shall be limited to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

a. by a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) or

b. by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## Article IV

**MEMBERS** – The membership shall be for a twenty-four-month period as designated by the Board of Directors and shall be composed of those who contribute financially to the interests of the FFA in North Dakota and have been admitted to membership by a two-thirds vote of the Board of Directors of the corporation.

## Article V

### MEETINGS –

Sec. 1-Three meetings annually shall be held within the State of North Dakota at such time and place as the Board of Directors shall determine, with such designation made in writing, by the secretary, to the members at least ten days prior to the date of the meeting. Special meetings may be called by the President or by petition to the President from any six directors, or any sixteen members.

Sec. 2-An annual report of the activities of the Corporation shall be prepared and submitted to the members at the annual meeting.

Sec. 3-The fiscal year shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

Sec. 4-The annual meeting shall elect a president, vice-president, secretary, and treasurer; and members to the Board of Directors to succeed those whose terms of office have expired. All officers shall be members of the Board of Directors.

Sec. 5-The annual meeting shall consider and act upon the report of the officers, auditors, and special committees.

Sec. 6-A quorum (a majority of officers and directors) at any regular or special meeting shall consist of the legal members present at the meeting. Official business cannot be held without quorum at any regular or special meeting.

## Article VI

**BOARD OF DIRECTORS** – The affairs of the Corporation shall be managed by a board of sixteen directors chosen by the members of the Corporation at their annual meeting; two of whom shall be FFA members (current state officer and pre-ceding state officer), nine donors or business and/or industry representatives, two actively teaching agricultural education instructors, one alumni member, the head of teacher education at North Dakota State University, one ND FFA Association representative. All members except the teacher educator and the State FFA representative shall be elected for two-year terms. FFA members may serve one two year term, all other terms shall be for no longer than three consecutive two-year terms, except when filling the unexpired term of a member who could not complete a full two-year term. Membership is outlined in the table below.

<b>Quantity</b>	<b>Member Role</b>
1	ND FFA Association Representation
2	Teacher Representation
1	ND State FFA Alumni Representation
1	NDSU Teacher Educator, Agriculture Education
1	Current State Officer
1	Pre-ceding State Officer
9	Industry/Donor Representation
<b>16</b>	<b>Total</b>

Board members must attend a minimum of two board meetings per year. If a director fails to meet this minimum, his or her office will become vacant for the remainder of the term or be filled by a nomination and simple majority vote at any regular board meeting. At the discretion of the chairperson, imposition of this attendance rule may be waived due to extenuating circumstances.

## Article VII

### DUTIES OF THE OFFICERS -

**President** - The President shall preside at all meetings, perform such other duties as usually pertain to the office, as well as such duties as may be delegated by the Board of Directors.

**Vice-President** - The Vice-President shall preside at all meetings if the president is absent and shall perform such other duties as usually pertain to the office, as well as such duties as may be delegated by the Board of Directors.

**Secretary** - The Secretary of the Corporation shall record the minutes of all meetings of the Corporation and shall distribute the minutes to the executive director within 30 days of the meeting.

**Treasurer** – The Treasurer of the Corporation shall attend meetings of the Corporation. To avoid conflict of interest, the treasurer position shall not be held by a member of the ND FFA Association (State FFA Advisor or Executive Secretary). The Treasurer will review funds on a quarterly basis, consulting with the Executive Director and/or Fiscal Manager of the Corporation. The Treasurer shall work with the Executive Director and/or Fiscal Manager to present necessary financial reports to the Board of Directors.

## Article VIII

**STANDING COMMITTEES** - The following Standing Committees of the ND FFA Foundation, Inc. will meet as necessary but at least once annually and shall provide a report to the board of directors at the annual meeting (or as needed) of the ND FFA Foundation.

**Finance & Investments Committee**- Members shall annually evaluate the investment portfolio and budget of the ND FFA Foundation and work with the Executive Director to communicate suggestions to the board of directors. One member of this committee shall serve on the annual audit.

**Policy/By-laws & Employee Review Committee**- Members shall annually review the Policy Manual and By-laws of the ND FFA Foundation, Inc. for updates and edits. Members will work with the Executive Director to present changes to the board of directors for approval. Members shall also conduct an annual performance review of the Executive Director and review and adjust salary and benefits for the Executive Director as necessary.

<u>Sections to be revised</u>	<u>Year revision should take place</u>
Title page and Articles I-V	2022
Articles VI-VIII	2023
Articles IX-XI	2024
Repeat from beginning	2025

**Strategic Planning Committee-** Members shall annually review the current, four-year strategic plan of the ND FFA Foundation. The intent of this review is to work with the Executive Director to measure and report to the board of directors on the efficacy of the plan and suggest changes as deemed necessary. The Strategic Plan of the ND FFA Foundation is on a four-year cycle.

**Bakk Farm Committee-** Members shall meet annually, or as needed, to address concerns or suggest improvements for the Bakk Farm property with the goal of maintaining long term stewardship and preservation of this legacy farmland and providing a fair market rate of return.

**Awards Committee-** Members shall work with the Executive Director to annually review all applications and processes utilized for ND FFA Foundation awards, scholarships, and grants. This committee will work closely with the Strategic Planning Committee to ensure continuity and relevance of the programming offered and funded by the ND FFA Foundation.

**Events Committee-** Members shall meet annually, or as needed and work with the Executive Director to plan, implement and evaluate fundraising events for ND FFA Foundation. This committee will evaluate events held by the ND FFA Foundation to make sure they are in alignment with our missions and goals. This committee will make recommendations to the ND FFA Foundation board.

## Article IX

**PERSONAL LIABILITY** - The members of the Corporation shall have no personal liability for corporate obligations.

## Article X

**AMENDMENTS** - These By-laws may be amended by the Board of Directors or members at any called meeting by a two-thirds vote of those present. All matters regarding changes to policy require a majority vote.

**NOTICE OF AMENDMENTS & ADOPTION** - All proposed amendments to the bylaws and policy manual require a 30-day written notification to board members and employees and can only be approved at a regular meeting of the ND FFA Foundation, Inc.

## Article XI

**DISSOLUTION** - Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.