

BY – LAWS
OF
THE MISSISSIPPI FUTURE FARMERS OF AMERICA FOUNDATION, INC.

(As ratified February 18, 1977)

➤ *Amended June 6, 2007*

ARTICLE I. PURPOSES

The purposes of this corporation are as set forth in the Articles of Incorporation,
as amended.

ARTICLE II. OFFICES

The principle office of the corporation shall be in Hinds County,
Mississippi. The corporation may have such other offices as deemed
necessary by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Composition. The affairs of the corporation shall be managed by a
Board of Directors, known as a Board of Trustees, consisting of
members selected as follows:

- a) Twelve persons chosen by the Sponsoring Committee of the corporation established in Article X of these By-Laws. The Board of Directors shall further include those persons listed below within this article who are ex-officio, with vote.

Therefore, the total number of persons serving on the Board
of Directors shall be twenty-six.

- b) Three persons shall be teachers of Agribusiness and/or Natural Resources Education. These three persons shall be chosen at the annual state meeting of the Mississippi Association of Vocational Agricultural Teachers, one from each state district to be elected to a three year term.
- c) Two persons shall be University teacher educators in agriculture; one from Mississippi State University and one from Alcorn State University.
- d) One person shall be the director of the Mississippi Agribusiness Council, an ex-officio with vote.
- e) One person shall be the State FFA Advisor, an ex-officio, with vote.
- f) One Person shall be the State President of the FFA, an ex-officio, with vote.
- g) One person shall be the Executive Secretary of the FFA, an ex-officio, with vote.
- h) One person shall be the Executive Director of the Mississippi FFA Foundation, an ex-officio, with vote.
- i) One person shall be a representative of the Mississippi FFA Alumni appointed by the officers of the Mississippi FFA Alumni, an ex-officio, with vote.
- j) One person shall be the M.A.V.A.T. President, an ex-officio, with vote.

➤ *(This person shall also serve as a member of the Executive Committee. Amended June 2007)*

- k) One person shall be a representative of the State Department of Agriculture, appointed by the Commissioner of Agriculture, and ex-officio, with vote.

Term. Each director (other than ex-officio Directors) shall serve for three (3) years and until his successor shall be elected and qualified. Ex-officio Directors shall serve so long as they continue to hold office by virtue of which they are Directors.

- a) The Directors, as listed in Section 1 (b), shall be elected to three (3) year terms by the Mississippi Association of Vocational Agricultural Teachers, and shall be one director from each of the three districts.
- b) The Directors, as listed in Section 1 (c), shall serve a three (3) year term and may be re-elected by a vote of the agriculture teacher educators of their respective university.

Vacancies. Vacancies on the Board of Directors may be filled by vote of remaining Directors from the same group represented by the person causing the vacancy, the person so chosen to serve until the next annual meeting of the Board, and until his successor is elected and qualified.

Compensation. No Director shall receive any salary or compensation for his services as a Director. Directors may, however, be reimbursed by the corporation for reasonable

expenses incurred in the performance of their duties in accordance with policies established by the Board of Directors.

ARTICLE IV. MEETINGS OF BOARD OF DIRECTORS

Location. Meetings of the Board of Directors, whether regular or special, may be held in such place, either within or without the State of Mississippi, as may be specified in the notice of said meeting.

Annual Meetings. An annual meeting of the Board of Directors shall be held during the month of February, unless otherwise arranged by the Board, at such time and place as the Board may from time to time determine.

Other Meetings. Other meetings of the Board shall be held at such times and places as the Board may from time to time determine. Special meetings may be held at the call of the President, or upon the written request of any four (4) Directors.

Notice of Meetings . At least one (1) week notice of all meetings shall be given personally or by mail to each Director. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting, except as otherwise provided in Article IX of the Articles of Incorporation, and Article XI of these By-Laws.

Quorum . A majority of the voting Directors then in office shall constitute a quorum. A Director can appoint by written proxy another Director to act in his stead on either specific or general matters voted upon at any meeting.

ARTICLE V. NOTICES

Sufficiency. Whenever, under the provisions of law or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but may be given in writing, by mail addressed to the Director at his last known address as it appears on the records of the corporation. Such notice shall be considered to be given at the time when it is deposited in the United States mail, first class postage prepaid.

Waiver. Whenever any notice is required to be given under the provisions of law or of the Articles of Incorporation or of these By-Laws, a waiver thereof in writing before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI. OFFICERS

Officers . The officers of the corporation shall be a President, a Vice – President, a Secretary and a Treasurer. The Board of Directors may appoint such other officers and agents as it may from time to time deem necessary, who shall hold their offices for such terms and shall have such responsibilities as the Board shall determine. Any two or more offices may be held by the same person, except the offices of President and Vice – President.

Selection . The President, Vice – President, and Treasurer shall be elected annually from those currently serving as members of the Board of Directors of the Mississippi FFA Foundation. The Secretary shall be the Executive Director of the Mississippi FFA Foundation.

Vice – President . The Vice – President shall perform the duties and exercise the powers of the President during the absence or incapacity of the President. He shall have such other duties as may be imposed upon him from time to time by the Board of Directors.

Secretary. The Secretary, under the direction of the President, shall prepare dockets of business and shall take and keep true and accurate minutes of all meetings of the corporation and shall discharge such duties as shall be assigned by the Board of Directors.

Treasurer . It shall be the duty of the Treasurer to have the care and custody of all funds and property of the corporation and to deposit funds and documents in banks, trust companies or depositories as the Board of Directors or the Executive Committee shall designate. He shall, under the direction of the Executive Committee, disburse all monies by check. The Treasurer's accounts shall be audited at the request of the Board of Directors.

ARTICLE VII. EXECUTIVE COMMITTEE

Composition . There shall be an Executive Committee consisting of the President, Vice – President, Secretary, Treasurer, Past President, State FFA Advisor, MAVAT President, and one at – large member from the Board of Directors chosen by the Board of Directors.

Responsibilities . During intervals between meetings of the Board, the Executive Committee shall exercise all powers conferred upon it by the Board of Directors in the management and direction of the business and conduct for the affairs of the corporation. It shall keep a record of its proceedings and report the same to the Board of Directors at each meeting.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall be July 1 through June 30 of each year.

ARTICLE IX. ADVISORY COMMITTEES

There may be Advisory Committees designated by the Board of Directors. These committees shall be composed of persons whose advice and counsel may be beneficial in determining policy as well as formulating and completing specific programs or tasks.

ARTICLE X. SPONSORING COMMITTEE

Composition . There shall be a Sponsoring Committee whose members shall consist of contributors of at least \$100.00 annually to the Foundation. Each membership shall be for a period beginning with the date the contribution is received and continuing until the end of the calendar year following the year in which the contribution was received. The Sponsoring Committee shall have such powers as are reasonably necessary to undertake its functions and responsibilities, which shall be as follows:

- a) To solicit and receive on behalf of the Foundation bequests, devises, gifts or other donations of any property, in any form and in any amount or value, for any purpose of the the Foundation.
- b) To transmit to the Foundation Treasurer promptly after its receipt all such property received by the Sponsoring Committee.
- c) To make determinations concerning sources of need in light of the particular purposes of the Foundation, and based on such determinations, to make recommendations to the Board of Directors of the Foundation regarding distributions and awards of the Foundation regarding distributions and awards of the FFA Foundation's funds or property.

ARTICLE XI. AMENDMENTS

These By – Laws may be amended at any meeting by a majority vote provided that at least two (2) weeks notice has been given to all members of the Board of Directors of the character of the proposed amendment, or amendments, to be voted upon.

ARTICLE XII. GOLD STAR MEMBERS

Those individuals or corporations that were previously bestowed a life membership in the Mississippi FFA Foundation by virtue of their becoming a Gold Star member under the original By – Laws of this Foundation will continue to be members under the Sponsoring Committee for the remainder of their life, regardless of whether they make an annual contribution or not. Gold Star members will be entitled to the privileges of voting, invitations to the annual legislative breakfast and Foundation meeting, and any newsletters or periodicals published by the Foundation and distributed to its members.