

## **ARTICLES OF INCORPORATION**

In accordance with the provisions of the Revised Statutes of the State of Maine for 1944, Chapter 31 as replaced by Chapter 294 of the Public Laws of 1945, we, the undersigned, engaged in agriculture as bonafide producers of agricultural products, whose residences are stated opposite our respective signatures, hereby associate ourselves together by these written articles of incorporation for the purpose of forming a corporation under the laws of Maine, to wit, the aforesaid Chapter 294 of the Public Laws 1945, and state:

**Amended 12-18-15**

- I. The name of the Corporation is MAINE FARM BUREAU ASSOCIATION.
- II. The purpose and object for which this corporation is formed is to be an agricultural organization or society, organized to promote agriculture and instituted for the purpose of mutual help, composed of persons engaged in the production of agricultural products as farmers and more particularly to carry on any one or more of the following activities, to wit:
  - (a) To conduct research and inquiry into the fields of agriculture, industry, commerce, transportation and economic and political conditions, subjects, enterprises and relations; and to disseminate information in respect thereto; and to aid the public generally in understanding the industrial, agricultural and political conditions, principles, processes and tendencies; and to make public from time to time the results of its investigations, and provide for the publication of its reports;
  - (b) To subscribe to, become a member of and cooperate with any other association or educational institution whose objects are altogether, or in part, similar to those of this corporation;
  - (c) To make a thorough study of proposed and pending matters of federal and state legislation affecting agriculture and to disclose the results of such studies to its members;
  - (d) To encourage and foster cooperative producing, handling and marketing organization among farmers, through associated or subsidiary corporations or through persons with which it is under contract, carry on and conduct cooperatively the activities and operations connected with the producing handling and marketing of agricultural products;

- (e) To encourage and foster cooperative buying or purchasing organizations organized for the purpose of handling cooperative basic farm supplies needed in the production of agricultural commodities or marketing for the mutual benefit of its members through associated or subsidiary corporations or through persons with which it is under contract, carry on and conduct cooperatively the activities and operations connected with the buying and handling of basic agricultural supplies;
- (f) To own, control, operate, and maintain associated or subsidiary corporations in so far as same can lawfully be done for the purpose of furnishing mutual or cooperative auditing, insurance, or other service for its members and subscribe for capital stock in, make advances of money to, or in other ways assist in financing same;
- (g) To cooperate with any Department, Bureau, Board, Division, or Agency of the United States Government, or State Government, or any agency of a political subdivision thereof;
- (h) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the objects or purposes, or the attainment of any one or more of the subjects herein enumerated, conducive to or expedient for the interest or benefits of members of this corporation, and to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which this corporation is organized or to the activities in which it is engaged.

III. The duration is perpetual.

IV. The location and post office address of its registered office is the office of McLean, Southard & Hunt, 242 Water Street, Augusta, Maine.

V. The names and post office addresses of the incorporators are:

<u>Names</u>	<u>Post Office Address</u>
Clifford G. McIntire	Perham, Maine
C. Wilder Smith	Cutler, Maine
Rockwood N. Berry	PO Box 17, North Livermore, Maine
Norris C. Clements	Winterport, Maine
Frank W. Hussey	Presque Isle, Maine

VI. The directors, who shall be elected for such term as shall be prescribed in the By-Laws, shall be not less than five nor more than twenty-five in number, their number to be fixed at incorporation and at each annual meeting thereafter. The first board shall consist of eight members. Their names and post office addresses are:

NamesPost Office Address

Clifford G. McIntire	Perham, Maine
C. Wilder Smith	Cutler, Maine
Rockwood N. Berry	PO Box 17, North Livermore, Maine
Norris C. Clements	Winterport, Maine
Frank W. Hussey	Presque Isle, Maine
Robert D. Hastings	Bethel, Maine
Fred J. Nutter	Corinna, Maine
Clarence Parker	Sebec Station, Maine

VII. The organization is without capital stock, a membership corporation and not for profit.

VIII. The property rights and interests of each member shall be equal so that in the event of liquidation or dissolution, distribution of assets shall be on a per capita basis.

Dated this twelfth day of July, 1951.

/S/ Clifford G. McIntire

/S/ C. Wilder Smith

/S/ Rockwood N. Berry

/S/ Norris C. Clements

/S/ Frank W. Hussey

STATE OF MAINE

KENNEBEC, SS

July 12, 1951

Personally appeared Clifford G. McIntire, C. Wilder Smith and Rockwood N. Berry, three of the signers of the above Articles of Incorporation, and acknowledged the same before me, an officer authorized to take acknowledgements.

/S/ Ernest L. McLean (SEAL)

Notary Public

## BY-LAWS OF MAINE FARM BUREAU ASSOCIATION

### ARTICLE I

#### Members and Associate Members

Section 1. Members. Only persons and partnerships, unincorporated associations and corporations organized by agricultural purposes actively engaged in and obtaining a substantial portion of earned income from the production of agricultural products (including individual owners of woodland), including lessees and tenants of land used for the production of such products, lessors and landlords who receive as rent – either in kind or cash – all or part of the crop or the crops raised on the leased or rented premises, are eligible for membership in this Association. Any such person, partnership, unincorporated association or corporation may make application to become a member of this Association and, if accepted, shall, upon execution of the membership agreement and assumption of all obligations attached thereto be entitled to the rights and privileges of membership, as hereinafter set forth. Provided no person, partnership, unincorporated association or corporation shall be accepted for membership in this Association from a county whose County Farm Bureau Association accepts members jointly with this Association, unless such person, partnership, unincorporated association or corporation is accepted as a member in such County Farm Bureau Association.

**Amended 4-28-1970**

Section 2. Associate Members. Other persons, partnerships, unincorporated associations and corporations interested in agriculture may make application to become an associate member of this Association and, if accepted shall upon execution of the Membership Agreement and assumption of all obligations attached thereto, be entitled to the rights and privileges of associate membership, as hereinafter set forth. Provided, no person, partnership, unincorporated association or corporation shall be accepted for associate membership in this Association from a county whose County Farm Bureau Association accepts members jointly with this Association, unless such person, partnership, unincorporated association or corporation is accepted as an associate member in such County Farm Bureau Association.

Section 3. Membership Rights. The membership rights of members and associate members are as follows:

(a) The right to vote on any and all matters at regular or special meetings of members, directly or through Delegates, shall be restricted to named persons, partnerships, unincorporated associations and corporations who are members of this Association in good standing. Each membership shall have one vote. The voting rights of any partnership, unincorporated association or corporation member shall be exercised by any representative thereof duly authorized in writing. Associate members shall have no voting rights.

(b) Rights and privileges of membership in the case of partnerships, unincorporated associations and corporations shall accrue and belong only to such named partnerships, unincorporated associations or corporations and not to any individual who is a member, shareholder, officer, employee, or agent thereof.

(c) Any partnership or incorporated association not named member of this Association shall be entitled to the rights and privileges of membership, except the right to vote, if all of the individual members of such partnership or unincorporated association are members or associate members of this Association in good standing in their individual capacities.

(d) The dependent member of the family household of a natural person, member or associate member of this Association, as “dependent members” of the family may be defined from time to time by the Board of Directors of this Association, shall be entitled to the rights and privileges of membership except that they shall not be entitled to the vote, to hold office or to hold membership shares of capital stock in an affiliate or associate corporation where such right to hold such membership shares is based upon membership in this Association in good standing.

**Amended 12-18-15**

Such dependent members shall, however, be entitled to the benefits and privileges of the cooperative marketing and cooperative purchasing services of any affiliated or associated corporation when the transactions are conducted in the name of the member upon whom they are dependent and shall be entitled to the benefits and privileges of any affiliated or associated insurance company service except such as may be expressly limited to named members of this Association in good standing.

**Amended 11-14-1978**

Section 4. Joint Membership. Two or more persons, partnerships, unincorporated associations or corporations or any combination thereof, shall not be accepted as members of this Association upon a single membership agreement.

Section 5. Dues. The joint dues in the County Farm Bureau Association, in the Maine Farm Bureau Association and the American Farm Bureau Federation shall be:

2007	2008	2009	2016	2017
\$55	\$65	\$75	\$79	\$89

Dues shall be payable per year in advance for the amount of said County Farm Bureau Association and the Maine Farm Bureau Association and the American Farm Bureau Federation. Distribution of the joint dues in these organizations shall be eighty-five percent (85%) to the Maine Farm Bureau Association and fifteen per cent (15%) to the County Farm Bureau Association for the membership year 1980 and subsequent membership years. The dues in the American Farm Bureau Federation shall be paid to

the American Farm Bureau Federation from the distributive share of dues paid to this Association.

<b>Amended 11-20-1956</b>	<b>Amended 4-15-2005</b>
<b>Amended 4-28-1970</b>	<b>Amended 11-13-2006</b>
<b>Amended 11-15-1972</b>	<b>Amended 12-18-2015</b>
<b>Amended 11-13-1975</b>	<b>Amended 11-19-17</b>
<b>Amended 8-15-1979</b>	
<b>Amended 4-11-1988</b>	

Section 6. Meetings. The annual meeting of members shall be held during the month of November of each year, the date and place to be selected by the Board of Directors. Regular and special meetings of members may be called by the President or by two-thirds (2/3) vote of the duly elected Board of Directors and shall be called by the President upon written request signed by a majority of the members or by Voting Delegates representing a majority of the members.

Section 7. Notice. Notice of meetings of members and of all matters concerning this Association shall be deemed to have been duly given by placing in the mail, postage prepaid, to the last known post office address of the member, at least twenty (20) days previous to such meeting, notice thereof in writing or as appearing printed in an official publication circulated among its members in good standing.

Section 8. Quorum. A majority of all members in good standing represented individually or by duly elected delegates shall constitute a quorum.

**Amended 11-14-1973**  
**Amended 11-14-1978**

Section 9. Presiding Officer. The President, if present shall preside at all meetings of members of this Association. In his absence the next officer in due order who may be present, shall preside. For the purpose of these By-Laws, the order of officers shall be as follows: President, Vice-President, Treasurer and Secretary.

Section 10. Election of Directors. At the annual meeting of each county Farm Bureau or established unit of representation, the membership shall elect a person to serve as director of Maine Farm Bureau Association, who shall serve in accordance to terms of Article II, Section 1 of these By-Laws. The term will begin immediately following the state annual meeting.

**Amended 11-13-1984**

Section 11. District Representation. The Voting Delegate body shall have the right to establish or re-establish units of representation in the state of Maine for organizational purposes. The units so established shall be by county or multi-county lines for representation.

**Amended 11-13-1984**

Section 12. Voting Delegates. The members of this Association in each county shall be represented in all meetings of this Association by Voting Delegates. The Voting Delegates from each county shall consist of the President of the County Farm Bureau

Association in such county and one other Voting Delegate, together with one additional Voting Delegate for each four hundred (400) members in the county in good standing, or major fraction thereof. Voting Delegates, other than the President of the County Farm Bureau Association, shall be elected from and by the members in good standing in such county in connection with the annual meeting of the County Farm Bureau Association, except that the members present in such meeting may provide that such Delegates shall be elected by the Board of Directors of the County Farm Bureau Association. Due notice of such election shall be given. The Vice-President of the County Farm Bureau Association shall serve as an alternate for the President of the County Farm Bureau Association and alternates for other Voting Delegates may be selected by the members or in such manner as the members may authorize. An officer of the County Farm Bureau Association shall furnish proper credentials to the Voting Delegates. The President of the County Farm Bureau Association shall serve as a Voting Delegate during his incumbency of such office and other Voting Delegates shall serve until the election and acceptance of their duly qualified successors.

**Amended 11-14-1973**

**Amended 11-14-1978**

**Amended 8-15-1979**

Section 13. Qualification. All Voting Delegates must be members who are in good standing. In no event shall any salaried or paid employee of this Association, or of any County Farm Bureau Association or paid employee or agent, in regular and continuing employment, of its associated or subsidiary companies, be qualified to serve in such capacity.

Section 14. Voting by Delegates. The Voting Delegates from each county shall represent the members of this Association within such county and shall vote on all matters before the annual meeting or any special meeting of this Association including the election of directors and officers as herein provided. The Delegates of any county shall be entitled to cast as many votes, jointly or divided, equally between them, on any proposition including the election of directors and officers, as there are members in good standing in the County Farm Bureau Association.

**Amended 11-14-1978**

Section 15. Expense of Voting Delegates. All necessary expenses of subsistence and travel incurred by delegates in attending regular or special meetings of members of this Association shall be paid from its funds.

**Amended 11-14-1973**

Section 16. Privilege of the Floor. Members of this Association in good standing shall be entitled to the privilege of the floor, subject to the rules governing the meeting.

## ARTICLE II

### Board of Directors

Section 1. Number and Authority. Subject to such policies as may be duly adopted by the Voting Delegates assembled in regular or special sessions, the business and property of this Association shall be managed and controlled by the Board of Directors of not less than five (5) nor more than twenty-five (25) in number. Until further change in this by-law, the Board shall be limited to two (2) directors elected from each of the organized county farm bureaus, the chairman of the Young Farmer's Committee, who shall be elected by the State Young Farmer's Committee. At the time of incorporation the number shall be eight (8) but shall be increased to nine (9) at the earliest possible date thereafter, and the members of the Board of Directors in their respective capacities as director shall serve for two (2) years until due election and acceptances of their qualified successors.

**Amended 11-20-1956**

**Amended 11-12-1990**

**Amended 11-14-1973**

**Amended 11-11-2002**

**Amended 11-14-1978**

**Amended 11-14-2005**

**Amended 11-14-1984**

**Amended 11-11-2013**

Section 2. Election in Alternate Years. Five (5) of the members of the first Board of Directors shall be elected for two-year terms and four (4) for one-year terms. This shall be determined by lot. Thereafter each Board of Directors shall be elected for a two-year term. As, if and when the State shall be districted for organization membership purposes this plan of electing approximately one-half of the Directors for one (1) year and the remaining number for the next succeeding year shall be followed.

Section 3. Qualification. The members of the Board of Directors must be members of this Association, in good standing, and whose principal occupation and interest is farming. No Director may be regularly paid or salaried employee of this Association, or a paid or salaried employee or agent, in regular and continuing employment of an associated or subsidiary company. No member of the Board of Directors shall be qualified to hold more than three (3) successive terms of two (2) years each. After any two (2) year interval any person formerly a member of the Board of Directors will be qualified for three (3) additional successive terms.

**Amended 11-16-1962**

Section 4. Meetings. The Board of Directors shall meet for the transaction of business as soon as practicable after the annual meeting of this Association and as often thereafter as may be necessary to conduct the business of this Association. Special meetings of the Board of Directors shall be held at such times and on such notice as the Board may from time to time determine.

Section 5. Quorum. A majority of the duly elected Board of Directors shall constitute a quorum and a majority of the members in attendance, including those attending electronically, at any meeting, shall in the presence of a quorum, decide its



action. A minority of the Board present at any meeting may, in the absence of a quorum, adjourn to a later date, but may not transact any business.

**Amended 12-18-15**

Section 6. Vacancy. In case of any vacancy in the Board of Directors or Officers, through death, resignation, disqualification or otherwise, the Board of Directors may elect a successor to fill such vacancy and qualified to hold office until the next succeeding annual meeting of the Association, provided that in the selection of a Director, the provision for district representation shall be adhered to and preference given to informal nomination solicited from Voting Delegates representing members in the organization or membership district affected.

Section 7. Compensation. The Directors may be paid a per diem of \$15.00 and shall be reimbursed for necessary expense of subsistence and travel while attending meetings of the Board of Directors or doing special work duly authorized by the Board of Directors or by the President.

Section 8. Standing and Special Committees. The President, with the advice and approval of the Board of Directors shall appoint all standing and special committees, and shall be a member ex officio of all such committees. Members of special and standing committees shall be members in good standing of this Association. No standing or special committee shall have authority to take final action on any matter without approval and due concurrence of the Board of Directors.

Executive Committee. The Board of Directors may appoint from its members an Executive Committee of four (4) members, the members so appointed to serve upon such committee for one year or until the appointment of, and acceptance of such appointment by their duly qualified successors. The President and the Secretary of the Association shall be members, ex officio, of the committee. Any member of the Executive Committee may at any time be removed by the Board of Directors by a majority vote and by a like vote the Board of Directors may fill all vacancies in the Executive Committee. The Executive Committee shall exercise such powers as may be delegated to it by the Board of Directors in the interval between meetings of the Board of Directors and shall report their actions at each meeting of the Board. Full minutes of all meetings of the Executive Committee shall be kept and submitted to the Board of Directors.

Section 9. Cooperative Relations. The Board of Directors shall have authority and may establish and maintain by suitable arrangement and agreement duly entered into, cooperative relations with any department, bureau, board, division or agency of the United States Government or of the State Government, or agency of a political subdivision thereof, with other agricultural organizations and with others.

## ARTICLE III

### Officers

Section 1. Officers. The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be deemed necessary. Any additional officers deemed necessary shall be created by resolution of the Board of Directors. The President and Vice-President must be members of this Association in good standing whose principal occupation and interest is farming.

Section 2. Election: President, Vice-President, Treasurer. The President, Vice-President, and Treasurer shall be nominated from among the Board of Directors and shall be elected by a simple majority of the Board of Directors in the first meeting of the Board of Directors after the annual meeting and shall serve until the election and acceptance of their respective and qualified successors.

**Amended 11-14-1984**

The compensation of the President shall be determined from time to time by the Board of Directors. The Vice-President, when performing the duties of the President, shall receive the same compensation as determined by the Board for the President. In addition thereto, the President and Vice-President shall be reimbursed for the necessary expense of subsistence and travel in connection with services performed for and on behalf of the Association.

**Amended 11-14-1984**

Section 3. Election: Executive Secretary and Assistant Treasurer. The Secretary and Assistant Treasurer shall be elected annually by the Board of Directors and shall serve until the election and acceptance of his respective qualified successor. Provided, the Secretary and Assistant Treasurer of the Association may be removed at any time by two thirds (2/3) vote of the duly elected Board of Directors. The compensation of the Secretary and Assistant Treasurer shall be determined and fixed by resolution of the Board of Directors. The Board of Directors shall have the power and may designate the Secretary as Executive Secretary with powers and obligations usual and incident to such office.

**Amended 11-14-1984**

Section 3.1 Election – Assistant Treasurer: The board may elect an assistant Treasurer under the same condition, qualifications and limitations set forth in Section 3 of this Article.

**Amended 11-14-1984**

Section 4. Duties – President: The President shall be chief executive officer of the Association. He shall preside at all meetings of its members; and at all meetings of the

Board of Directors. Subject to the control of the Board of Directors, the President shall have general supervision of the business of the Association.

Section 5. Duties – Vice-President: The Vice-President shall in the absence of the President, exercise the powers and perform the duties of the President; otherwise he shall have such powers and perform such duties as may be assigned to him by the President of the Board of Directors.

Section 6. Duties – Secretary: The Secretary shall keep minutes of the meetings of members and of the Board of Directors, and record all actions of the Association and the Board of Directors in a book or books to be kept for that purpose; he shall attend to the giving of all notices required to be given. He shall have charge of and keep a seal of the Association and shall affix the seal, attested by his signature, to such instruments as may be required. He shall, in addition, perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors.

Section 7. Duties – Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

**Amended 11-10-1997**

The Treasurer shall be required by the Board of Directors to give bond for the faithful discharge of his duties in such sum and with such surety or sureties as shall be determined by the Board of Directors. The premium on any corporate fidelity bond so required and given shall be paid out of the funds of the Association.

Section 8. Duties of the Assistant Treasurer: The Assistant Treasurer shall act in the absence of the Treasurer and shall perform such duties as may be delegated to him by the Treasurer. He shall be bonded in the same way for the same amount as the Treasurer and the premium for said bond shall be paid by the Association. He shall receive and give moneys due and payable to the Association from any source whatsoever; shall deposit all such moneys in the name of the Association in such banks, trusts, companies, or other depositories as may be designated by the Board of Directors.

**Amender as 7.1**

**11-10-1997**

## **ARTICLE IV**

### **Finance**

Section 1. Investment of Surplus Funds. Investment of surplus funds of the Association, over and above its cash requirements in its operations, may be made by the Treasurer of the Association, on its behalf and in its name, in United States and Treasury Bonds and United States Treasury Certificates and Notes. Other investments of surplus corporate funds, within the limitations of law, may be authorized from time to time by the Board of Directors.

Section 2. Books of Account-Audits. The Association shall keep accurate and complete books and records of accounts. Such books and records shall be reviewed annually by a Certified Public Accountant to be selected by the Board of Directors. A complete statement or report upon the finances of the Association shall be presented before each annual meeting.

**Amended 11-10-2008**

Section 3. Distribution of Assets. No distribution of the property of this Association shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, and as otherwise provided by law; nor shall any distribution be made except by a vote of a majority of the members. But this prohibition shall not operate to prevent the Association while acting in the capacity of agent, from receiving or distributing or disbursing any fund or funds.

## ARTICLE V

### Cooperative Business Service

Section 1. Cooperative Business Services. Wherever the Association shall exercise the power to perform cooperative service, either as a corporate agency or through agencies controlled by it, there shall not be paid under such cooperative service, dividends on stock or membership capital in excess of eight percent (8%) per annum. And any net income in excess of reasonable additions to reserves as established, shall be distributed to the patron members, as producers or consumers, on the basis of patronage. In the conduct of any one of such activities, this Association, in such capacity or capacities, shall not deal in the products of, nor handle supplies for, non-members, to an amount greater in value than such as are handled by it for members, during any fiscal year.

Section 2. Membership Interest. Each member in good standing in this Association and a County Farm Bureau Association cooperating with this Association automatically shall be entitled, upon compliance with any other membership requirements, to membership in and to the services, privileges and benefits of each affiliate or subsidiary of this Association or of such County Farm Bureau Association, which requires membership in good standing in this Association or such County Farm Bureau Association as a prerequisite to membership therein. In case the membership in the Association and such County Farm Bureau Association shall be terminated for any cause, thereupon the right to membership and the membership in each such affiliate or subsidiary shall terminate and the benefits, privileges and membership interest of such member in such affiliate, or subsidiary other than the unimpaired portion of any membership fee or membership payment, shall automatically revert to and vest in this Association or the County Farm Bureau Association in which the membership was held. As between this Association and such County Farm Bureau Association, such benefits,

privileges and interest shall revert to and vest in the organization with which such affiliate or subsidiary was associated.

## ARTICLE VI

### Sundry Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of October and terminate on the 30<sup>th</sup> day of September each year.

Section 2. Order of Business. The order of business at all meetings, as far as possible, shall be as follows:

Call to Order  
 Roll Call  
 Reading of the Minutes  
 Report of the Secretary  
 Report of the Treasurer  
 Report of the Committees  
 Other Reports  
 Unfinished Business  
 New Business  
 Election and Appointments  
 Adjournment

Section 3. Corporate Seal. The Corporate Seal of this Association shall consist of two concentric circles, between which shall be the name of the Association and in the center shall be inscribed "Corporate Seal", and such seal, as impressed on the margin thereof, is hereby adopted as the Corporate Seal of the Association.

Section 4. Representation in Meetings of American Farm Bureau Federation. While and during such period as this Association shall be a member in American Farm Bureau Federation, the Association, by due action of its Board of Directors, conforming to the By-Laws of American Farm Bureau Federation, shall annually elect a Voting Delegate, or Voting Delegates, to represent this Association at regular and special meetings of the American Farm Bureau Federation, which representative or representatives shall serve until a qualified successor, or successors, is elected. Only a member in good standing of this Association shall be eligible for selection as a voting delegate to the American Farm Bureau Federation. The Executive Secretary or any salaried employee of this Association shall not be qualified to become a Voting Delegate of the American Farm Bureau Federation.

Section 5. Disqualification. The holder of a federal or a state legislative office or a full time public office, which office carries with it salaried compensation to the holder

thereof, shall not be eligible as a candidate and shall not be qualified as an officer or director of this Association, or Delegate. And in the event that any officer or director of this Association, or Delegate, becomes a candidate for such legislative or public office, he shall be deemed thereby immediately disqualified and his term of office shall immediately and automatically terminate.

Failure to Attend Meetings. Continued failure on the part of a member of the Board of Directors to attend either regular or special meetings of the Board may in itself be deemed sufficient cause, at the discretion of the Board, remove any such member from office and declare a vacancy but such action shall be by the vote of three-fourth (3/4) of the entire number of the duly elected members of the Board of Directors.

## ARTICLE VII

### Amendments to Constitution and By-Laws

Section 1. Constitution. The Constitution may be amended, or altered, in whole or in part, at any regular meeting of members of this Association, by two-thirds (2/3) affirmative vote of members in good standing engaged in production of agricultural products, represented in the meeting by qualified Delegates present, or by like vote at any special meeting, due notice thereof having been given, and provided, always, that a quorum shall be present at such meeting.

Any Amendment which results in amending the Certificate of Incorporation shall be filed with the Secretary of the State of Maine.

Section 2. By-Laws. These By-Laws may be amended, repealed or altered in whole or in part, at any regular meeting of this Association, by a two-thirds (2/3) affirmative vote of members in good standing and represented in the meeting by qualified Voting Delegates present, or by like vote at any special meeting, due notice thereof having been given, and provided always, that a quorum shall be present at such meeting. Provided, further, that such amendment shall be in the hands of the Secretary at least twenty (20) days previous to such meeting of this Association, and that the Secretary shall have placed in the mail, at least ten (10) days previous to such meeting of the Association, a copy thereof, to last known post office address of each member of the Board of Directors, and to each County Farm Bureau Association having in force contractual relations with this Association.

The foregoing was adopted at a meeting of the Incorporators of this Corporation held on July 12, 1951 and is considered to be a part of the minutes of the meeting thereof.

**Amended 10-12-1979**