BYLAWS

**Partners for Rural America, Inc.**

# As amended

**ARTICLE I**

**Name**

The name of this organization shall be ***Partners for Rural America, Inc***.

**ARTICLE II**

**Purposes**

The purposes for which Partners for Rural America is organized are:

a. To support and assist the goals and work of state rural development councils.

b. To support the goals of the National Rural Development Partnership (NRDP) or a successor entity established by action of the Federal government

c. To educate the general public, news media, and policy makers about rural challenges, impediments, and opportunities through publications, conferences, and other means.

d. To support and help coordinate the philanthropy of corporations, foundations, and others who share the goal of advancing the social and economic opportunities of rural Americans.

e. And to engage in any lawful business purpose to be conducted on a not-for-profit basis by an exempt organization.

**ARTICLE III**

**Members**

**Section 301 - Voting members.**

a. *Organizations eligible for voting membership.* Voting membership in Partners for Rural America shall be open to all state rural development councils. Only one organization from each state shall be the officially designated state rural development council for that state and shall be accepted for voting membership in Partners for Rural America.

b. *Admission of members.*

1. *Existing state rural development councils.* All state rural development councils in existence at the time of the incorporation of Partners for Rural America shall automatically be eligible to become members of Partners for Rural America. - --

2. *Newly established rural development councils.* State rural development councils established after the incorporation of Partners for Rural America in states where there was no state rural development council at the time of the time of the incorporation of Partners for Rural America which desire to become voting members of Partners for Rural America shall submit a request for membership to the Board of Directors. Requests for membership shall include a certification that the applicant is the officially recognized state rural development council in the state where it is organized. Requests for voting membership received from qualified entities shall be approved by the Board of Directors, except for good cause shown.

For the purposes of this Subsection, “officially recognized state rural development council” shall mean an entity which organized and operates consistent with the provisions of applicable federal law related to the National Rural Development Partnership or successor legislation and state rural development councils. In the event that the applicant does not comply with all of the provisions of such applicable law, the Board of Directors may waive this requirement by a two-thirds vote of all of the members of the Board of Directors if it finds that the applicant generally abides by the principles of the National Rural Development Partnership or successor legislation and that it meets all of the other requirements of membership.

c. *Expelling members.* The Board of Directors shall establish a policy by which members may be expelled. Any expelled member may apply for re-admission at any time after it has been expelled.

d. *Change in voting member status.* In order to provide the greatest benefit to the citizens of the states they serve, state rural development councils must operate in a non-political, non-partisan manner. Accordingly, every effort must be made to encourage the federal government and state governments not to take political or partisan actions which might adversely affect any state rural development council. Accordingly, in the event the status of a voting member of Partners for Rural America changes so that it is no longer recognized by the federal government or by the state government in which it is organized as the officially recognized state rural development council for that state, it shall continue to function as the voting member from that state until such time as the Board of Directors shall make a determination by a two-thirds vote of all of the members of the Board of Directors that a alternative organization which may have been designated as the officially recognized state rural development council in that state should be seated as the voting member from that state.

**Section 302 - Powers and rights of voting members.**

Voting members of Partners for Rural America have the power and right:

a. To elect the members of the Board of Directors.

b. To amend the Articles of Incorporation and these Bylaws.

c. To hear and consider reports of the Board of Directors, officers, employees, and committees of Partners for Rural America.

d. To adopt resolutions for the guidance of the Board of Directors.

**Section 303 - Non-liability for debts.**

The property of the members of Partners for Rural America shall be exempt from any debts or liabilities of Partners for Rural America. This section shall not be amended except by the unanimous written consent of all of the members of Partners for Rural America.

**Section 304 - Meetings of the voting members of Partners for Rural America.**

a. *Annual meetings of voting members.* Annual meetings of the voting members of Partners for Rural America shall be held at such locations and times as shall be determined by the Board of Directors. Written notice of annual meetings of the voting members of the Corporation shall be mailed or emailed - - no more than seventy-five days and no fewer than thirty days prior to the annual meeting. The notice of the annual meeting of voting members shall include the date, time and location of the meeting, information related to the election of directors as provided for in Section 402 of these Bylaws, and such materials as the Board of Directors shall deem appropriate.

b. Special meetings of the voting members of Partners for Rural America can be called by the Chairman or a majority of the Board of Directors and shall be called upon the written request of twenty-five (25) percent of the voting members of Partners for Rural America. The purpose of the meeting shall be stated in the notice of the special meeting. At least twenty-one calendar days’ notice shall be given for special meetings of the voting members of the Corporation.

c. Each voting member organization of Partners for Rural America shall designate a voting delegate and an alternate voting delegate to represent it at all meetings of Partners for Rural America and to exercise its powers and rights as a member. The process by which members select their voting delegates and alternate voting delegates shall be determined by members’ governing boards,. Delegate certifications shall be filed with the Secretary at the time dues are paid. Notice of a change in voting delegate may be made to the Secretary up to 24 hours before a vote is taken. Any challenge presented must be resolved by recorded vote of the SRDC governing body.

d. Ten percent of the total number of regular members of Partners for Rural America shall constitute a quorum for all meetings.

e. Meetings of the voting members of the Corporation shall be open to individuals who are members of other organizations within the National Rural Development Partnership and to the public subject, however, to such reasonable limitations as may be determined by the Board of Directors.

**Section 305 - Other members of Partners for Rural America.**

Partners for Rural America recognizes the importance of the contributions of all members - and, as a result, actively encourages participation in the activities of Partners for Rural America by all members of the Partnership, regardless of whether or not they qualify for voting member status in Partners for Rural America. As a result of this recognition, the Board of Directors may, from time to time, create such additional classes of member as it may deem appropriate, provided, however, that such additional classes of members shall enjoy none of the powers and rights delineated in Section 302 of these Bylaws and shall have no authority to participate in the management of the Corporation.

**Section 306 - Dues and fees.**

The Corporation shall assess dues, if any, annually in an amount to be set by the Board of Directors. Payment of dues confers on voting members those rights and privileges as described herein. Failure to pay dues and assessments in a timely manner or to file a binding commitment obligating the member to pay dues and assessments, in a form as shall be prescribed by the Board of Directors, shall deprive a member of the right to participate in the affairs of the Corporation, including the annual meeting of voting members. Nonpayment of dues and assessments by the date of the annual meeting in the year for which the dues and assessments are payable -may result in automatic termination of membership.

**Section 307 - Transfer of membership.**

No membership may be assigned, transferred, or encumbered in any manner whatsoever, either voluntarily, involuntarily or by operation of law. Any purported or attempted assignment, transfer, or encumbrance of membership shall be void and shall be grounds for termination of membership.

**ARTICLE IV**

**Board of Directors**

**Section 401 - Powers of the Board of Directors.**

The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board of Directors.

**Section 402 - Qualification and election of Directors.**

a. Each Director of the Corporation shall be a natural person of at least eighteen years of age. Each Director must be affiliated with a voting member of the Corporation and must reside within the District which includes the state of the voting member he/she represents, except as provided in Subsection (i)(2) of this Section.

b. *Number of directors*. The Board shall consist of –sixteen or seventeen directors. Eight directors shall be individuals who serve in voluntary, non-paid leadership capacities with their councils and eight directors shall be individuals who serve as paid executives or employees of their councils. - - Two directors — ideally one a volunteer leader and the other a paid council executive or employee — shall be elected from each of eight districts. The districts shall be established by resolution by the Board of Directors. Each district shall consist of no fewer than six nor no greater than seven contiguous states and shall be as compact as possible. If the immediate past chair’s district term has expired, he or she shall serve at-large as a seventeenth member of the board.

c. *Term of office.* Each director shall hold office for two years and until his/her successor shall have been elected and qualified, or until his/her earlier death, resignation, or removal. Directors shall be elected in two classes or groups, with each class having -eight members. The terms of office of the classes shall be staggered so that the terms of the members of one class shall expire each year.

d. *Nomination of directors.* Individuals wishing to nominate themselves or others to serve as members of the board of directors - –shall notify the Secretary at least forty-five days prior to the date of the annual meeting. Such -notification shall outline the nominee’s qualifications and their vision for the Corporation. The Secretary shall -transmit a copy of each letter to each member’s certified voting delegate, alternate voting delegate, and chief executive no fewer than thirty days prior to the annual meeting.

e. *Election of directors.*

*General provisions.* Election of directors shall - - occur at the annual meeting, provided that the number of ballots received shall at least equal a quorum as defined herein.

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f. *Resignations.* Any director of the Corporation may resign at any time by giving written notice to the Chairman or Secretary of the Corporation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

g. *Vacancies*. The Board may declare vacant the office of a director if within sixty days of his/her election, he/she does not accept such office either in writing or by attending a meeting of the Board. If a member of the Board of Directors does not attend three meetings of the Board of Directors in any twelve month period, his/her position -may be deemed vacant and the vacancy -may be filled in accordance with the provisions of these Bylaws.

h. *Removal of directors.* The Board of Directors may remove a Director, with or without cause, by a two-thirds vote of the Board. It is the general policy of the Corporation to remove directors who engage in conduct detrimental to the Corporation or who act in any way contradictory to the corporation’s mission and purposes.

i. *Filling vacancies.*

1. *General provisions.* Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled until the next annual meeting of the Corporation by a majority vote of the members of the Board of Directors; provided, however, that for vacancies for which the unexpired term extends past the next annual meeting, an election to fill the balance of the unexpired term shall be conducted pursuant to the provisions of this Section along with the regular elections which shall take place at the annual meeting following the occurrence of the vacancy.

2. *Special circumstances*. The Board, at its discretion, may fill a vacancy with an individual who does not reside in the PRA District for which the vacancy exists, subject to the provisions in Subsection (i)(1), if either of the following situations applies: (i) there are no voting members within the District in which the vacancy exists or (ii) there is no individual or an insufficient number of individuals affiliated with voting members within the District in which the vacancy exists who are willing or able to be nominated to serve as a Director for that District.

**Section 403 - Meetings of the Board of Directors.**

a. *Organization.* At every meeting of the Board of Directors, the Chair- of the Board, or, in the case of a vacancy in the office or absence of the Chair- of the Board, the Vice Chair- of the Board, or a chair- chosen by a majority of the directors present shall preside, and the Secretary, or, in his/her absence, any person appointed by the chairman of the meeting, shall act as secretary.

b. *Number of meetings.* The Board of Directors shall meet at least quarterly via teleconference call or atsuch locations and times as shall be determined by the Board of Directors.

c. *Regular meetings*. Regular meetings of the Board of Directors shall be held via teleconference or at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Written or electronic notice of all regular meetings shall be provided to members of the Board of Directors no more than sixty and no fewer than -seven days before all regular meetings.

d. *Special meetings*. Special meetings of the Board shall be held whenever called by the Chairman or by four or more of the Directors. Notice of each such meeting shall be given to each director by overnight mail, telegram, or electronic means at least five business days before the date on which the meeting is to be held. Every such notice shall state the date, time, place, and purpose of the meeting. Business conducted at such meetings shall be limited to those items set forth in the notice of the meeting.

e. *Quorum, manner of acting, and adjournment*. Except as otherwise provided in Section 402(g) of this Article, a majority of the directors - present at each meeting -shall constitute a quorum for the transaction of business.

Every Director shall be entitled to one vote. Except as otherwise specified in the Articles of Incorporation or these Bylaws or provided by statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a board and the individual directors shall have no power as such. If a quorum is not present at a legally called meeting of the Board of Directors, actions may be considered valid until a future meeting at which a quorum is present rescinds the action taken.

f. *Action without meeting.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action or written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

**Section 404 - Committees of the Board of Directors.**

a. *Enumeration of committees*. The Board of Directors shall have the following standing committees: Executive Committee- -Nominations Committee. The Board may, by resolution adopted by a majority of the Directors in office, establish such other - committees as are deemed necessary for the management of the Corporation.

b. *Appointment of committee members*. With the exception of the Executive Committee, chair-s and members of all committees shall be appointed by and serve at the pleasure of the Chair- of the Board and serve at his/her pleasure. Committees and other subsidiary bodies of the Corporation may include among their membership individuals who are not members of the Board of Directors, but who are affiliated with voting members of the Corporation. The Chairman may appoint as advisory, non-voting members of committees and other subordinate bodies of the Corporation individuals who are not affiliated with voting members of the Corporation; provided that such individuals shall not be counted for the purpose of establishing a quorum at any meeting.

c. *General provisions concerning committees*. No committee of the Board, other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authorities vested by these Bylaws or by statute, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such power and authority.

The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his/her fiduciary duty to the Corporation.

A majority of the individuals designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Directors in office designated to a committee shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings and submit such proceedings to the Board.

d. *Executive Committee.* The Executive Committee shall consist of the Chair- of the Board, the Vice Chair- of the Board, the Secretary, the Treasurer, and the Immediate Past Chair-. If the past chair is unable or unwilling to serve, another director will be elected to fill this position. The Executive Committee shall have and exercise all of the powers and authorities of the Board in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have any power or authority as to the following: the filling of vacancies in the Board; the adoption, amendment, or repeal of the Bylaws; or the amendment or repeal of any resolution of the Board. All actions of the Executive Committee shall be reported to the other members of the Board within seven business days after the action shall have been taken and all actions of the Executive Committee shall be required to be ratified at the next regular or special meeting of the Board. Three members of the Executive Committee shall constitute a quorum.

e. *-Nominations Committee*. The -Nominations Committee shall oversee and manage all elections conducted by the Corporation, including elections of members of the Board of Directors and of officers of the Corporation. The Committee shall: (1) cause all notices and other documents related to elections to be prepared and distributed in a timely fashion; (2) have custody of and count all ballots; (3) investigate all disputes arising from elections and report its recommendations regarding such disputes to the Board of Directors which, by a vote of a majority of currently sitting directors, shall be the final arbiter of such disputes; and (4) if directed by the Board of Directors, serve as a nominating committee to develop a slate of candidates election as officers of the Board of Directors (specifically, the Chair-, Vice Chair-, Secretary, and Treasurer).

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-f. *Task forces, ad hoc committees, and working groups*. The Board of Directors may authorize the establishment of such task forces, ad hoc committees, and working groups as it deems are necessary for Partners for Rural America to accomplish its mandates. Task forces, ad hoc committees, and working groups shall be dissolved after they shall have accomplished the task or tasks which have been assigned to them.

**Section 405 - Interested Directors or officers.**

No person shall be disqualified from holding any office by reason of any financial interest in any concern doing business with the organization. In the absence of fraud, any director or officer having financial interests in any concern in which any such Director or officer has any interest, may be a party to any contract, transition, or other acts and such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact provided that there is compliance with the following procedure:

a. No member or director shall cast a vote on any matter which has a direct bearing on services to be provided by that member, director, or any organization which such member or director represents or with such member or director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such member or director. Further restrictions, including a prohibition of presence and/or discussion by this person, may be imposed, by the Board of Directors.

b. No more than 49 percent of the persons serving on the board may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation. This section shall not apply to funds distributed generally to member organizations.

**Section 406 - Fees and reimbursement of expenses.**

Members of the Board of Directors and committees of the Board of Directors shall serve without compensation. However, the Board may, by resolution, authorize the reimbursement of Board members for reasonable expenses incurred in the attendance of meeting of the Board and its committees.

## ARTICLE V

**Officers and employees**

**Section 501 - Enumeration of officers.**

The officers of the Corporation shall be a Chair- of the Board of Directors, a Vice Chair- of the Board of Directors, a Secretary, a Treasurer, an Immediate Past Chair-, - and such Vice Presidents as shall be deemed necessary. Any number of offices may be held by the same person, except the offices of Chair-and Secretary-.

**Section 502 - Election and term of office.**

The officers of the Corporation, - the Immediate Past Chair-, and those elected by delegated authority pursuant to Section 503 of this Article, shall be elected annually by the Board of Directors at the -annual meeting of the Board - and each such officer shall hold his/her office until the next annual organization meeting of the Board and until his/her successor shall have been elected and qualified, or until his/her earlier death, resignation, or removal. Terms of officers elected at said meetings shall begin upon the adjournment of the meeting at which they were elected. Election or appointment of an officer shall not of itself create contract rights.

**Section 503 - Subordinate officers, committees, and agents.**

Subordinate officers may be, but need not be, Directors of the Corporation. The Board of Directors may, from time to time, elect such other officers and appoint such committees, or other agents as the business of the Corporation may require.

**Section 504 - Resignations.**

Any officer or agent may resign at anytime by giving written notice to the Board of Directors or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 505 - Removal of officers.**

Any officer of the Board of Directors or the –Executive Director may be removed, either for or without cause, by the Board of Directors by a majority vote of all Directors whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. It is the general policy of the Corporation to remove officers who engage in conduct detrimental to the Corporation and who act in any way contradictory to the corporation’s mission and purposes.

**Section 506 - Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors or by the officer or committee to which the power to fill such office has been delegated as the case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

**Section 507 - General Powers.**

All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these Bylaws.

**Section 508 - The Chair- and Vice Chair- of the Board.**

The Chair- of the Board or, in his/her absence, the Vice Chair- of the Board, shall (a) preside at all meetings of the members of Partners for Rural America; (b) preside at all meetings of the members of the Board of Directors; (c) decide on questions related to the application and administration of the Articles of Incorporation, these Bylaws, the corporation’s parliamentary authority, and such policies, rules and regulations as may, from time to time, be approved by the Board of Directors, subject, however, to an appeal from the decision of the chair; (d) make periodic reports to the Board of Directors and members on the activities and progress of Partners for Rural America; (e) see that all orders and resolutions of the Board of Directors are carried into effect; (f) serve as an ex officio member of all standing and ad hoc committees and task forces of Partners for Rural America; and (g) in general, perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors. At such times when the office of President shall be vacant, the Chair- of the Board shall temporarily fill such vacancy and shall exercise the full authority of the office of President.

**Section 509 – Immediate Past Chair-.**

# The Immediate Past Chair shall serve as a voting member of the Executive Committee, so long as his/her term as a member of the Board of Directors shall not have expired. In the event the term of the Immediate Past Chair as a member of the Board of Directors elected from a district has expire, he/she shall continue to serve as an at-large voting member of the Board of Directors and the Executive Committee until such time as he/she ceases to hold the position of Immediate Past Chair-.

**Section 510 - The -Executive Director.**

-An Executive Director may be appointed by the Board of Directors and shall serve at its pleasure. The Board of Directors shall fix the salary, if any, and other compensation related to the position. The Board of Directors shall establish all other terms and conditions of the employment of the -Executive Director. The –Executive Director shall be the chief executive officer of the Corporation. The –Executive Director shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board of Directors and the Chair- of the Board. The President shall: (a) sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation and (b) in general, perform all duties incident to the office of -Executive Director, and such other duties as, from time to time, may be assigned to him/her by the Board of Directors or Chair-.

**Section 511 - Secretary.**

The Secretary shall: (a) attend all meetings of the members of the Corporation and of the Board of Directors and shall record all the votes of the members or the Directors and the minutes of the meetings of the members, Directors, and committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation, these Bylaws, or as required by law; (c) see that reports are properly kept and filed by the Corporation as required by law; (e) keep or cause to be kept a registry of the post office addresses of each member which shall be furnished to the secretary by such members; and (f) in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the Board of Directors or the Chairman. Any or all of these duties may be assigned to staff when available.

**Section 512 - The Treasurer.**

The Treasurer shall serve as the Chief Financial Officer of the Corporation. The Treasurer shall: (a) have or provide for the custody of the funds or other property of the Corporation and shall keep a separate bank account of the same to his/her credit as Treasurer; (b) collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; (c) shall deposit all funds in his/her custody as Treasurer in such banks or other places of deposit as the Board of Directors may, from time to time, designate; (d) whenever so required by the Board of Directors, render an account showing his/her transactions as Treasurer, and the financial condition of the Corporation; (e) ensure that the IRS Form 990, annual report to the state of incorporation, federal contractor registrations and other corporate legal requirements are met, and (f) in general, discharge such other duties as may, from time to time, be assigned to him/her by the Board of Directors or the Chairman.

**Section 513 - Other employees.**

The –Executive Director, or if there is no Executive Director, the Executive Committee shall have sole authority to hire, appoint, supervise, direct, and — if necessary — terminate, the other employees of the Corporation within the limits of the annual budget and work plan, and policies adopted by the Board of Directors.

**Section 514 - Officers’ bonds.**

Officers may be required to provide a surety bond, at a cost to be borne by the Corporation, payable to the Corporation, in such amount as required by the Board of Directors.

**Section 515 –-Reserved.**

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**Article VI**

**Indemnification of directors, officers,**

**and other authorized representatives**

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or another of whom the person is or was the legal representative, is or was a director, officer, employee, or agent of the Corporation shall be indemnified and held harmless to the fullest extent permissible under the law against all expenses, liability, and loss (including attorney’s fees, judgments, fines, and amounts paid or to be paid in settlement reasonably incurred or suffered by the person in connection therewith), so long as such person acted in good faith and in a manner he or she reasonably believed to be within the scope of his or her authority and for a purpose that person reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such right of indemnification shall not be exclusive of any other right which such directors, officers, employees, or agents may have or thereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provision of law, or otherwise, as well as their rights under this Article. The Corporation shall be entitled to purchase insurance for such indemnification to the fullest extent as determined from time to time by the Board of Directors.

**ARTICLE VII**

**Miscellaneous provisions**

**Section 701 - Partners for Rural America positions on pending legislation and partisan elections.**

a. Partners for Rural America may make topical recommendations on specific issues, but neither Partners for Rural America nor the Board of Directors shall endorse or oppose specific bills or amendments before the United State Congress or any state legislature or any federal or state regulatory or administrative body not directly related to the National Rural Development Partnership and state rural development councils. Partners for Rural America shall, however, seek to make itself a sounding board for federal and state legislative and executive branch initiatives affecting rural America and shall communicate and advocate for its findings.

b. Neither Partners for Rural America nor the Board of Directors shall endorse or oppose specific candidates for public office at any level. -

**Section 702 - Spokespersons for Partners for Rural America.**

The –Chair and Executive Committee shall act as the official spokespersons for Partners for Rural America. - Other officers may be authorized by the Board of Directors to represent Partners for Rural America on a given issue or at a particular forum.

**Section 703 - Voting.**

a. *Proxy voting*. Voting by proxy shall not be permitted at any meeting of the members of Partners for Rural America, the Board of Directors, or any other committee, task force, or working group of Partners for Rural America.

b. *Cumulative voting.* Cumulative voting shall not be permitted in the election of Board of Directors members or officers.

On all other matters to which the vote of the members is sought, the Board of Directors shall determine whether to conduct a vote of the members by mail, email, Internet or telecommunication.

**Section 704 - Fiscal year.**

The fiscal year of Partners for Rural America shall be established by resolution by the Board of Directors.

**Section 705 - Notice, waivers, and meetings.**

a. *Notice, what constitutes*. Whenever written notice is required to be given to any person under the provisions of the Articles of Incorporation, these Bylaws, or statute, it may be given to such person, either personally or by sending a copy thereof by first class mail, - - or by electronic means to his/her address supplied by him/her to the Corporation of the purpose of notice. If the notice is sent by mail- it shall be deemed to have been given to the persons entitled thereto when deposited in the United States mail, with a telegraph office for transmission, or to the office or receiving point for the express or courier service for delivery to such person. If the notice is sent by electronic means, it shall be deemed to have been given to the persons entitled thereto when posted to the electronic mail address provided by such persons for such purpose. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these Bylaws. The failure of any member to receive notice of any meeting of Partners for Rural America shall not invalidate any action which may be taken by the members at any such meeting.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

b. *Waivers of notice*. Whenever any written notice is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or statute, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by Section 304(a), 304(b) and Section 403(d) of these Bylaws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

c. *Modification of proposal contained in notice*. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendment as do not enlarge its original purpose.

d*. Physical presence at meetings*. Members of the Board of Directors and of committees, task forces, and working groups of Partners for Rural America may participate in a meeting of such body by means of a conference telephone, video conference equipment, or similar telecommunications technology by means of which all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.

**Section 706 - Parliamentary authority.**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern Partners for Rural America in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

**Section 707 - -Reserved.**

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**Section 708 - Checks.**

All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the Board of Directors may, from time to time, designate.

**Section 709 - Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by one or more officers or employees as the Board of Directors shall from time to time determine.

**Section 710 - Annual report of the Board of Directors.**

The Board of Directors shall direct the - Treasurer to present at the annual meeting of the members of the Corporation a report showing in appropriate detail the following:

a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

b. The principal changes in the assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.

c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board of Directors shall be distributed in printed form to the voting members of the Corporation with the notice of the annual meeting of the voting members and shall be filed with the minutes of the annual meeting of the voting members of the Corporation.

**Section 711 - Inspection of corporate records.**

The records, books of account, and minutes of the proceedings of the Board of Directors and committees shall be kept at the principal office of the Corporation and shall be open to inspection upon written demand of any voting member, director, or officer of the Corporation at such reasonable time and for any purpose related to its or his/her interest(s). Such inspection may be made by a member’s, director’s, or officer’s attorney and shall include the right to make copies or extracts of documents, subject to the requirement that a reasonable fee may be paid to cover the cost of reproduction. Demand for inspection shall be made in writing and shall be addressed to the Chair- of the Board of Directors at the corporation’s principal office or, if the Corporation shall not maintain an office at a physical location, to the Chair- of the Board of Directors care of the corporation’s registered agent.

**Section 712 - Severability.**

If any provision of these Bylaws is held invalid for any reason, it shall not affect the validity of any other provision hereof, and to this end, the provisions shall all be deemed severable.

**ARTICLE VIII**

**Amendments**

These Bylaws may be amended or repealed, or any new Bylaws may be adopted, at any regular or special meeting of the voting members of the Corporation or by a mail-in ballot by a two-thirds majority of the votes cast. Such proposed amendment, repeal, or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special, or in the notice that accompanies the mail-in ballot, or by alternative process approved by the Board.

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