

INTERNATIONAL FLYING FARMERS, INC.
BY-LAWS
As revised at the 2017 convention in Bloomington, MN

STATEMENT OF PURPOSE & HISTORY

An organization of families with a mutual interest in the promotion and use of airplanes in agriculture. The organization consists of state and provincial chapters throughout North America. Founded in 1944, the IFF has had as many as 11,000 members. While originally founded by farmers and ranchers who owned aircraft, the membership now consists of individuals from all walks of life, from storeowners and factory workers to bankers and lawyers. Direct involvement in agriculture or aviation is not, in and of itself, a requirement for membership.

The purpose of the organization is:

To create and maintain a compact representative and centralized organization with a spirit of cooperation and mutual helpfulness among its members to explore and emphasize the importance of flying and the use of the airplane in agricultural production, including the breeding, raising and feeding of livestock and to engage in research and extension service, including publishing magazines or other periodicals to disseminate among its members information pertaining to the purposes of the organization.

Specific objectives are:

- To promote the practical use of the airplane in the Agriculture Industry.
- To sponsor education and research in agriculture and aviation.
- To encourage the conservation of our soil and water.
- To promote safe flying through continued education and upgrading.
- To develop public acceptance of light aircraft.
- To afford youth the opportunity to participate in worthwhile projects and to stimulate positive social activities under adult guidance.
- To encourage close-in landing strips for towns and cities.
- To express the ideas and opinions of farm families at a national level.
- To insist that aviation gasoline taxes, where collected, be used for the development of aviation.
- To help reduce unnecessary regulations for general aviation.
- To cooperate with other aviation organizations for the furtherance of general aviation through responsible aviation legislation.

ARTICLE I

NAME

This Corporation shall be known as **International Flying Farmers**.

ARTICLE II

RESIDENCE

The principal place of business of this Corporation shall be at P.O. Box 309 (301 S. McKinley), Mansfield, Illinois 61854.

ARTICLE III-A

Board

MEMBERSHIP

1. The Board shall be comprised of the President, Vice President, Treasurer, Secretary, immediate Past President, Regional Directors, and ex officio Queen and Duchess.

PROPERTY & BUSINESS

2. The Board shall have control of the property and business of the Corporation.

QUORUM

3. A majority of the members of the Board must be present to constitute a quorum; the votes of a majority of those present shall constitute a binding act of the Corporation.

MEETINGS

4. Two (2) meetings of the Board may be held annually, one at the annual convention and one at the annual workshop.

REMOVAL OF POWER

5. The Board shall have the power to remove any member of the Board by a two-thirds (2/3) vote of the members present at any duly convened meeting.

EXPENSES

6. The Board and Committee, as such, shall not receive any salary for their services, but, by resolution of the Board, said members may be allowed a fixed sum plus expenses on a scale prescribed by the Board for their attendance at each regular or special meeting.

OFFICE MANAGER

7. The Board may create the position of Office Manager, who will be hired by and work under the supervision of the Executive Committee.

ADDITIONAL POWERS

8. In addition to the powers expressly conferred upon them by these By-laws, the Board may exercise all powers and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation.

ARTICLE III-B
EXECUTIVE COMMITTEE

MEMBERSHIP

1. The Executive Committee shall be comprised of the President, Vice President, Treasurer, Secretary, and immediate Past President.

POWERS

2. The executive and administrative power shall be vested in the Executive Committee, to be exercised only at duly called meetings of which accurate reports and records shall be kept. A decision on all matters not within the province of a particular officer of said committees, and not merely routine in nature, shall require a majority vote of all members of the Executive Committee.

ADDITIONAL POWERS

3. In addition to the powers expressly conferred upon them by these By-laws, the Executive Committee may exercise all such powers and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation. However, the Executive Committee shall not exercise any legislative authority, which authority is vested solely in the Board and cannot be delegated.

ARTICLE III-C
OFFICERS, DIRECTORS, QUEEN & DUCHESS

OFFICERS ELECTED

1. The President, Vice President, Treasurer and Secretary shall be elected annually by the delegates to the annual convention.

REGIONAL DIRECTORS

2. The regional directors shall be elected by the delegates to the annual international convention from their respective regions for a term of two years.

QUEEN AND DUCHESS

3. The Queen and Duchess shall be duly chosen at the annual convention, and shall be ex officio members of the Board. There shall be at least two candidates willing to serve as International Royalty. If only one is willing to serve, she shall be designated as Queen. A past IFF Queen or Duchess who is a current Chapter Queen may be considered again for one of these offices five years after the end of her reign.

ARTICLE III-D
INDEMNIFICATION

1. Each person, who at any time has served or serves as director or elected officer, employee or agent of the Corporation, shall be indemnified by the Corporation against liabilities incurred as a result of, and expenses (including attorney's fees) reasonably sustained in the defense or in the compromise or settlement, of any civil, criminal or other action, suit or proceeding, in which he may become involved as a party or with which he may be threatened, by reason of his being or having been a director, officer, employee or agent of the Corporation; provided, however, that such indemnification shall not apply to any claim, action, suit or other proceeding in which the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of duty, or in which he shall have entered a plea of guilty or nolo contendere unless the Corporation shall receive a written opinion of independent legal counsel that (a) the conduct of that person in connection with such matter was in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation, and in any criminal action, in addition that such person has no reasonable cause to believe that his conduct was unlawful, and (b) that indemnification pursuant to the provisions of this section may be legally and validly made.

ARTICLE IV
PRESIDENT

CHIEF EXECUTIVE OFFICER

1. The President shall be the Chief Executive officer of the Corporation. He shall preside at all the meetings of the Board and the Executive Committee and may preside at all meetings of the members. However, he may designate any members of the Board to preside at any meeting of the members. In his absence, should he have failed to make such designation, the presiding officer of any such meeting shall be the Vice President, Treasurer or Secretary in that order. The President shall be responsible for the general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall appoint the members of all committees at least thirty (30) days prior to the annual meeting.

MORTGAGES AND CONTRACTS

2. The President shall execute bonds, mortgages and other contracts requiring a seal under the name of the Corporation.

EX OFFICIO

3. Except as herein set out, the President shall be an ex officio member of all committees, and shall have general powers and duties of supervision and management usually vested in the office of President of a Corporation.

ARTICLE V VICE PRESIDENT

1. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

ARTICLE VI TREASURER

RESPONSIBILITY

1. The Treasurer shall be responsible for the corporate funds and securities; keep a full and accurate account of receipts and disbursements in the books belonging to the Corporation; and deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall be authorized to delegate some of the duties, but shall not delegate the responsibility of the Treasurer.

DISBURSEMENTS & RECORDS

2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board at regular meetings of the Board, and otherwise whenever required, and account for all transactions as Treasurer and of the financial condition of the Corporation.

BOND

3. The Treasurer shall give the Corporation a bond at the expense of the Corporation in a sum and with one or more sureties satisfactory of the Board for the faithful performance of the duties of the office, and for the restoration of the Corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

ARTICLE VII SECRETARY

DUTIES

1. The Secretary shall be present at all meetings of the Board and the Executive Committee, taking and keeping minutes thereof, and shall have charge of all records of the Corporation, together with the seal and charter. The Secretary, or someone designated by the Secretary shall cause notice to be given of all meetings herein provided, shall attest all bonds, mortgages, shall attest or authorize the attestation of contracts executed by the Corporation, and shall perform such other duties as may be determined by the Board.

COMBINED

1. The offices of Secretary and Treasurer may be combined at the discretion of the Executive Committee.

ARTICLE VIII IMMEDIATE PAST PRESIDENT

1. The immediate Past President shall be a member of the Executive Committee and the Board with the same voting privileges and compensation.
2. The immediate Past President shall chair the Nominating Committee.

ARTICLE IX OFFICER TERM

1. No officer shall hold the same office for more than one (1) year; however, such officer shall hold said office until a successor is duly qualified and elected.

ARTICLE X
REPORTS OF OFFICERS

1. All officers shall submit to the annual convention written and detailed reports of the business transacted by them.

ARTICLE XI
VACANCIES AND NOMINATIONS

VACANCIES

1. If the office of any officer, agent or regional director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board, by a majority vote of the members present at any duly-convened meeting, may elect a person to fill such vacancy; and such person shall hold said office until the duly-elected delegates elect a successor for the unexpired term thereof.
2. If such vacancies shall be that of a Regional Director the person elected shall be nominated by that respective chapter and/or region.

NONINATING COMMITTEE

2. The President shall appoint a nominating committee of seven members to be chaired by the immediate Past President. In the event this person is unable to fulfill that responsibility, the President shall appoint a chairman. The names of the chairman and the members of the committee shall be printed in the IFF magazine published prior to April 1.
3. Any member desiring to nominate another member for an international office should submit that name in writing to the nominating committee not later than 30 days prior to the annual meeting.

NOMINATIONS FROM THE FLOOR

4. Members may nominate other members for international offices at the annual meeting provided twenty-four (24) hours advance notice of any such nominations is distributed to the nominating committee and to the international officers.

ARTICLE XII
LEGISLATIVE COMMITTEE & REPRESENTATIVE

This article was repealed on August 2, 2017 by vote of the membership at Bloomington, Minnesota

ARTICLE XIII
MEMBERSHIP

MEMBERSHIP

1. The membership of the Corporation shall consist of regular or family members in which teens and juniors are included.

REGULAR MEMBERS

2. The regular members of the Corporation shall consist of persons twenty years of age or more who have an interest in agriculture and in aviation and who are members of a chapter association.

QUALIFICATIONS FOR INTERNATIONAL OFFICE

3. To qualify to hold the office of International President, Vice President, Treasurer, or Secretary one must:
 - a. be a regular member
 - b. hold or have held, or have a spouse who has or has held, a pilot's license.

ARTICLE XIV
VOTING

AT ANNUAL MEETING

1. The voting privilege at the annual meeting of IFF members for each affiliated chapter association shall be one (1) vote for each twenty-five (25) IFF adult members or parts thereof. Voting proxies will not be recognized at the annual meeting.

DELEGATE & ALTERNATE

1. Each chapter association shall select a delegate or delegates and alternates to be its voting representative or representatives at the international convention. Such a representative shall be known as the international delegate. Each delegate shall represent the chapter association at the annual meeting of the International Flying Farmers.

CREDENTIALS & NO SUBSTITUTION

2. Each chapter organization will notify the chairman of the Credentials Committee who they have selected to be their delegate(s) and alternate(s). Once selected, a delegate shall serve without substitution throughout that particular business session.

ARTICLE XV
MEETINGS

AT ANNUAL MEETING

1. The annual meeting of the Corporation shall be held between January 1-December 31 of each year in such place as shall be designated by the Board of the Corporation. Notice of said meeting shall be published in the International Flying Farmer magazine at least sixty (60) days prior to the date of the meeting.

ARTICLE XVI BY-LAWS

BY-LAWS – 24-HOUR NOTICE

1. Any member or committee desiring to present a by-laws change to the By-laws Committee must do so to the Committee meeting.

BY-LAW CHANGES

2. The By-laws Committee shall distribute copies of the proposed changes to officers and delegates as quickly as may be practical.

ASSISTANCE IN DRAFTING

3. The By-laws Committee shall assist members in drafting proposed changes; however the final decision as to the wording of any by-law change shall remain with the member proposing the change.

RECOGNITION OF MEMBERS

4. Subject to time being available, members may be recognized to be heard on the proposed by-law changes and to ask questions. However, only the delegates may vote.

ARTICLE XVII AMENDMENT

TWO-THIRDS VOTE

1. These by-laws may be amended by a two-thirds (2/3) vote of the delegates at any annual meeting of the Corporation.

PROCEDURE

2. Any person proposing an amendment to the by-laws of this organization shall present the proposed amendment to the delegates at any meeting where two-thirds (2/3) of the delegates are attending. Such proposed amendments shall be voted upon by the delegates.

ARTICLE XVIII PARLIAMENTARIAN

1. The President may appoint a parliamentarian to assist himself in conducting the meetings.

ARTICLE XIX GRANT OF CHARTER

MEMBERSHIP MINIMUM

1. No organization or association shall be granted a charter in the International Flying Farmers unless it shall have a minimum of twenty-five (25) members. The minimum qualifications for membership in such organizations shall be an interest in agriculture and aviation. It is hereby declared to be the intent of this section that, where one spouse in a household possess such qualifications, then the other spouse shall be admitted to membership, regardless of whether he possesses such minimum qualifications. The ownership of an airplane shall not be necessary for membership insofar as the requirements of this Corporation are concerned.

BOARD ACTION

2. Charters shall be granted at the discretion of the Board to such groups that make proper application and comply with the terms and conditions set forth above or which may hereafter be adopted by the Board.

FEES & DUES

3. Charter fees and annual dues shall be fixed by the Board.

CHARTER

4. The word "Charter" as used in this section is defined to be the instrument which will be issued by the International Flying Farmers evidencing the affiliation of the various chapter associations, and does not mean a corporate charter.

ARTICLE XX MERGING OF CHAPTERS

NOTIFICATION

If the Officers and Board members approve the merging of their respective Chapters, the proposal shall be published in their newsletters or through a special notice.

VOTING AND REGION DESIGNATION

Within 30 days after notification, all affected members will be sent a ballot; they must be returned to the Chapter's Secretary within 30 days of receipt. If the Chapters approve the merger, it will take effect at the next IFF Convention. If the merging Chapters belong to different Regions, Region designation will be made by the IFF Board of Directors at their next Board meeting.

ARTICLE XXI
DISBANDING OF CHAPTERS

NOTIFICATION

If a Chapter's Officers and/or Board members feel they should disband, the question shall be printed in the next newsletter or by special notice along with a ballot to all members within 30 days of the Officers' decision.

VOTING

Within 30 days after notification, the ballots shall be returned to the Chapter President. If the vote is to disband, it will take effect at the next IFF Convention.

DISPOSABLE ASSETS

Any money left in the treasury of the Chapter shall revert to the International Flying Farmers. All other assets shall be disposed of as the Chapter designates.

CHARTER

If a Chapter votes to disband, its Charter is automatically revoked.

ARTICLE XXII
GENDER

1. Any reference of the masculine term in these by-laws does not necessarily denote gender.