

BY-LAWS

Article I: Name

The name of this organization shall be the "Agricultural Foundation for Tennessee Tech, Inc." It is hereinafter referred to as the "Agricultural Foundation."

Article II: Purposes

The purposes of the Agricultural Foundation shall be as follows:

1. To promote and advance education, research and development in agriculture in the State of Tennessee; to receive, hold and administer gifts and grants of capital funds, bequests and property for the support and enhancement of the School of Agriculture of the Tennessee Technological University with the primary object of serving purposes other than those for which the State of Tennessee makes sufficient appropriations; and to aid the Tennessee Technological University in its development as a leading educational institution.
2. The Agricultural Foundation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes. It shall have no capital stock and no part of its income shall inure to the benefit of or be distributed to any of its members, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable expenses and/or compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set out herein.

3. No part of the activity of the Agricultural Foundation shall consist of propaganda or otherwise attempting to influence legislation; nor shall the corporation in any manner or to any extent participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. The entire management and control of the corporation and all the powers and authority of the corporation including the power to amend its charter shall be vested in a board of directors to be known as the Board of Directors of the Agricultural Foundation for Tennessee Tech.
5. To do any and all proper and necessary things and acts for the purpose of carrying out and performing the foregoing purposes.

Article III: Fiscal Year

The Fiscal Year of the Agricultural Foundation shall be the same as the Fiscal Year of the Tennessee Technological University (July 1 to June 30 of the following calenday year).

Article IV: Membership

There shall be three classes of members, Alumni, Sustaining, and Honorary, as defined below:

Section 1. Alumni Members

The Alumni membership shall be composed of those individuals who have attended the Tennessee Technological University (or its predecessor, the Tennessee Polytechnic Institute) for one or more quarters and who was enrolled as a major in its School of Agriculture (preceeding

1970-71 known as the Department of Agriculture and/or the Division of Agriculture). Each Alumni Member shall be eligible to vote upon any business before a membership meeting, to serve as a Director or hold any office in the corporation.

Section 2. Sustaining Members

Sustaining Membership shall be composed of those individuals who have actively supported the purposes of this Agricultural Foundation, either through financial contributions and/or promotional activities of this corporation, and have been duly elected to Membership by a vote of the Board of Directors. Sustaining Members shall be eligible to vote upon any business before a membership meeting, to serve as a Director or hold any office in the corporation.

Section 3. Honorary Members

Honorary Members shall be eligible to attend any membership or Directors meeting and serve in an advisory capacity to the corporation, but shall not be eligible to vote or serve as a Director or officer of the Agricultural Foundation. Honorary members may be elected by the Board of Directors. The Business Manager for Tennessee Technological University and the Director of Institutional Research shall serve as Honorary Members.

Article V: Membership Dues

There shall be no membership dues in this corporation.

Article VI: Board of Directors

The incorporators of this Agricultural Foundation shall serve as a Temporary Board of Directors, with the Dean of the School of Agri-

culture serving as its Chairman, until the first membership meeting of this corporation; at the first membership meeting, a Board of Directors consisting of the Dean of the School of Agriculture (as an Ex-Officio Director) and fifteen elected Directors shall be named as provided below:

Section 1. Ex-Officio Director

The Dean of the School of Agriculture shall serve continuously as Ex-Officio Director during his tenure as Dean and shall be eligible to vote and hold any office.

Section 2. Elected Directors

Fifteen (15) Directors shall be elected as follows: five (5) for a term of one year, five for a term of two years and five for a term of three years; at the termination of the elected terms, the successor for each shall be elected for a term of three years. Any Director shall be eligible for re-election by the membership.

Section 3. Powers and Duties of Directors

The Board of Directors shall elect officers, fill all vacancies except as hereinafter provided, develop programs and policies of this Corporation, and conduct all the general business of the Agricultural Foundation except that which shall be delegated to specific officers or committees. The Board of Directors may engage personnel to aid in carrying out the objectives and business of the Foundation and shall determine their rates of pay and period of employment.

Section 4. Quorum

Seven members of the Board of Directors shall constitute a quorum for the transaction of business.

Article VII: Officers and Committees

The Board of Directors at their first meeting of each year shall elect the following officers for terms of one year:

Section 1. President

The President shall preside at all meetings of membership, Directors and Executive Committee and shall appoint all committees except the Executive Committee, and perform other functions normally implied as duties of this office.

Section 2. Vice-President

The Vice-President shall perform the duties of the President in case the President is absent and shall assume the office of President in case death or resignation of the President vacates that office and he shall serve the remainder of the current term.

Section 3. Treasurer

The Treasurer shall be responsible for receiving and dispersing all funds of the foundation on authority of the Board of Directors. He shall be bonded in such amount as the Board of Directors may determine.

Section 4. Executive Director and Secretary

The Executive Director shall be the executive officer of the Agricultural Foundation; he shall be appointed by and function under the authority from the Board of Directors. He shall issue notices of meetings, keep records and make reports at meetings of the Board of Directors and the membership, and perform other duties as authorized by the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors.

Section 5. Financial Committee

The Financial Committee shall be appointed by the Board of Directors and be responsible to the Board of Directors for the management of all funds and properties of the Foundation.

Section 6. Executive Committee

The Executive Committee shall be composed of the President, the Vice-President, the Treasurer, the Executive Director and the Dean of the School of Agriculture, and shall be responsible for the conduct of business of the Agricultural Foundation between Directors Meetings.

Article VIII: Official Address

The official address of the Agricultural Foundation shall be the School of Agriculture, Tennessee Technological University, Cookeville, Tennessee 38501.

Article IX: Meetings

Section 1. Membership Meetings

The membership of this organization may be called to meet annually at a place and time designated by the Executive Committee.

Section 2. Directors Meetings

The Board of Directors shall meet semi-annually or upon call of the President at a time and place designated by the President.

Section 3. Executive Committee Meetings

The Executive Committee shall meet at a time and place designated by the President.

Article X: Amendments

These By-Laws may be amended when a proposal by the Board of Directors is approved by a two-thirds vote of members attending any annual membership meeting. The amendment shall, unless otherwise provided herein, be effective immediately upon its adoption.

Article XI: Dissolution

If this corporation shall fail to hold a membership and/or a directors meeting for a period of five consecutive years, any officer is hereby authorized to call a meeting, providing written notices are mailed to the last known address of members at least thirty days before the meeting date, for the purpose of dissolving the corporation. If a majority of the members present vote to dissolve the Agricultural Foundation, the Charter shall be returned to the State of Tennessee and any assets of the corporation shall be disposed of in the following manner:

Any assets above and beyond the amount required to meet the obligations of the corporation will be disposed of by the Directors to a non-profit organization(s) or institution(s) with objectives in agreement with those of the Agricultural Foundation for Tennessee Tech. In no event will any officer, Director, or member benefit from such assets. Expenses incurred by an officer, Director, or member in conducting business of the corporation and authorized by the Board of Directors shall be paid.

Approved October 5, 1971