

THE OHIO NO TILL COUNCIL

CONSTITUTION AND BY-LAWS

ARTICLE I: NAME

The name of the organization shall be "THE OHIO NO-TILL COUNCIL".

ARTICLE II: VISION, MISSION, OBJECTIVES

Vision: Using no-till systems, including cover crops, will lead to healthier soils and more sustainable income.

Mission: To promote the successful application of no till and soil health building practices through shared ideas, experiences, education and new technology.

Objectives:

1. Bring together agricultural people who have common interests.
2. Promote soil health practices in Ohio.
- 2a. Our use of the term “no-till” includes: no soil disturbance except for planting and fertilizer injection; cover crops; 4 R’s of fertilizer application; and other soil health building practices, as appropriate.
3. Work with researchers to promote on-farm academic research of soil health farming practices.
4. Promote aggressive research on practices to rapidly improve soil health and increase net income.
5. Organize programs, field days and other events to help educate farmers, landowners, agency personnel and others about no-till systems.
6. Cooperate with agencies such as Extension, USDA, ODNR, SWCDs, and others in their educational efforts and activities, and support our common goals.
7. Share ideas, equipment innovations, and field proven technology among the membership and with individuals or groups throughout Ohio.
8. Preserve the history of and promote the progress in no-till farming practices.
9. Increase public awareness of the value of no-till systems and their benefits for the farmer, the community and the global population.
10. Continually strive to secure and utilize the best no-till information available and encourage others to do the same.
11. Represent a collective voice for issues affecting no-till systems.

ARTICLE III: CLASSES OF MEMBERSHIP

Section 1.

Membership in "The Ohio No-Till Council" is open to the following who support the mission and objectives of the organization:

1. Any county or area conservation tillage clubs or agricultural organizations.
2. Any business concern, trade association, or professional society.
3. Youth organizations (FFA, University Student Organizations, etc.).
4. Anyone who registers for an Ohio No-Till Council event, including field days and conferences.

Section 2. Eligibility

1. Individual members shall consist of any individual interested in the objectives of the council. Individuals are entitled to one vote each.

2. A member in good standing may hold office, serve on the Board of Directors, be a member of one or more committees, attend and vote at the annual business meetings. A person may represent each county/area organization, business, trade association, or professional society. These persons will have the same privileges as individual members.

ARTICLE IV: DUES

Section 1.

Currently, no dues are being collected. However, the Council has the authority to collect from its membership annual dues for the purposes of financing the activities of the Council. A schedule of such dues shall be set by the Board of Directors. Any changes in the annual dues schedule shall be announced by the Board of Directors at least four (4) months prior to the start of the fiscal year in which they are to become effective.

ARTICLE V. ORGANIZATION

Section 1. Officers, Election and Terms of Office.

The officers shall consist of President, Vice-President, Secretary, Treasurer, and Past-President. The officers shall be elected by the Board of Directors each year during the first meeting of the new Board of Directors and shall take office at that time. The term of office will be one (1) year.

Section 2. Board of Directors, Elections and Terms of Office.

1. The Board of Directors shall consist of fifteen (15) elected members. The Directors shall be elected by the general membership of the Council during its annual meeting. The Nominating Committee shall select the nominees for Board of Director; however, nominations will be accepted from the floor during the elections.
2. The terms of office shall be three (3) years after the initial election. The initial election will have staggered terms.

3. In case of retirement, death or resignation of any Officer or Director, the vacancy shall be filled by appointment by the remaining Directors.

4. At least ten (10) Directors shall be elected from among the farmers, farm owners, or farm workers. A nominating committee shall seek representation from throughout the state. It will be desirable to have the Board include at least: one educator, active or retired (extension, university or other); one ag agency person, active or retired (USDA or state agency); and one in agribusiness or trade association.

Section 3. Board of Director Meetings.

1. The board of Directors shall meet at the call of the President, or upon petition of two-thirds (2/3) of the elected Directors.

2. A quorum for a Board of Directors meeting shall consist of eight (8) directors. A thirty (30) day notice is required for a meeting.

Section 4. Standing Committees

The Chairman and members of each standing committee shall be appointed annually by the President. The standing committees shall be responsible for the following fields of activity:

1. Public Relations and Publications.
2. Educational Activities and Meetings.
3. Awards
4. Nominations.

Additional committees may be appointed by the President for special purposes.

Section 5. Executive Director

A person, possibly a Board member, may be compensated for work: organizing field days, conferences and other educational events; writing communications (including currently, in 2016, the Ohio No-Till News page in Ohio's Country Journal, social media, direct member communications); and other duties assigned by the Board.

ARTICLE VI: DUTIES OF THE OFFICIALS OF THE COUNCIL

Section 1. President

The president of The Ohio No-Till Council shall preside at meetings and be responsible for executive actions in carrying out the policies designated by the Board: The president may delegate such responsibilities, within such limits established by the Board, to other officers, to standing committees, or to others.

Section 2. Vice-President

The Vice-President shall preside at all meetings in the absence of the President. The Vice-President shall facilitate all activities of the standing committees. The Vice-President shall perform other such duties as may be assigned by the President.

Section 3. Secretary

The Secretary shall keep all records of the Council and perform all secretarial duties concerned with the activities of the Council as a whole. The secretary shall be authorized to employ clerical assistance and to expend funds as needed to operate the office of the Secretary.

Section 4. Treasurer

The Treasurer shall collect and account for all funds collected and expended by the Council, report at each meeting of the Board, and arrange for an audit annually.

Section 5. Board of Directors

The Board of Directors shall be responsible for formulating all policies of the Ohio No-Till Council in accordance with the stated objectives, mission, vision, and for such other directions as will best serve the interests of no-till crop production.

The Board of Directors, by a two thirds (2/3) vote, may recommend by-law changes to the membership.

Section 6. Standing Committees

Each standing committee shall be responsible for the field of activity designated by its name, and each shall formulate a program consistent with the objectives of the Council. An annual written report shall be required of the chairman of each standing committee, and this report shall be incorporated in the minutes of the business meeting of the Council and made available to all members present at the annual meeting.

1. Public Relations and Publications: The Public Relations and Publications Committee shall work with the Executive Director to promote events and provide articles and news releases to news media and for the website and social media platforms to expand interest in activities of the Council.

2. Education Activities and Meetings: The Education and Meetings committee will work with the Executive Director to plan all activities.

3. Awards: The Awards committee shall identify no-till farmers, agribusinesses, and educators who demonstrate outstanding support to no-till crop production in Ohio.

4. Nominations: The committee shall be responsible to identify and secure nominees for the Board of Directors and officers of the Ohio No-Till Council.

ARTICLE VII. MEETINGS

1. There shall be one annual business meeting per year, and such other meetings as determined by the officers. The annual business meeting will include reports by its officers, standing committees, and the election of the Board of Directors. All members will be authorized to attend and vote at such meetings. The annual business meeting will be held in conjunction with the annual conference.

2. The order of business at each meeting will be determined by: a) These bylaws, b) the latest edition of Robert's Rules of Order, c) by the President. The President's rulings may be appealed to the floor of the meeting and reversed by a vote of two-thirds (2/3) of those present.

ARTICLE VIII. QUORUM

The majority of any committee or sub-committee shall constitute a quorum for the transaction of committee business. At annual business meetings of the Council and other meetings called by the officers, after due notice, business may be transacted by those eligible voters present.

ARTICLE IX. VOTING

All farmers and landowners attending the annual meeting are eligible to vote on new Board members. Actions of the annual business meeting and other meetings shall be determined by simple majority of eligible voters present. Voting rights are described in Article III - Membership, Section 2 - Eligibility.

ARTICLE X. AMENDMENT OF BY-LAWS

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members present at the annual business meeting or special meeting of such members, provided prior notice of the proposed amendment, alteration, change, addition, or repeal be contained in a notice to members at least fifteen (15) days prior to the meeting.

ARTICLE XI. AUDITS

At the close of each fiscal year (December 31) or at such time as the Board of Directors shall determine, the books and accounts of the Council should be carefully examined by either a qualified auditor or committee named by the Board of Directors who shall make a written report thereof.

ARTICLE XII. ORGANIZATIONAL PURPOSES

The Ohio No Till Council is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE XIII. USE OF EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the organization shall be for carrying out propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by a corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XIV. DISSOLUTION

Upon dissolution of this Council, payment shall first be made of all debits in full or on a pro-rata basis without priority and then all certificates of indebtedness shall be retired in full or on a pro-rata basis without priority. Any remaining assets of the Council shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, the assets of this organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Adopted by the members of the Ohio No Till Council at the annual meeting on December 7, 2016.

President

Secretary