

BY-LAWS
OF
THE TENNESSEE FUTURE FARMERS OF AMERICA FOUNDATION, INC.

ARTICLE I. PURPOSES

The purposes of this corporation are as set forth in section 6 of its Amended and Restated Charter dated June 5, 2002, December 4, 2006, and July 16, 2008.

ARTICLE II. OFFICES

The principal office of the corporation shall be at 715 Quadrangle Drive, Room 105, South Hall, Tennessee Technological University, Cookeville, Tennessee 38505-0001, Putnam County. The corporation may have such other offices as the Board of Directors may from time to time determine.

ARTICLE III. BOARD OF DIRECTORS

1. Composition. The affairs of the corporation shall be managed by a Board of Directors consisting of seventeen (17) members selected as follows:

- a. There shall be seven (7) ex-officio members as follows:
 - i. The three (3) regional vice-presidents of the Tennessee Association of Agricultural Educators.
 - ii. The president of the Tennessee Association of Future Farmers of America.
 - iii. The president of the Tennessee Future Farmers of America Alumni Association.

- iv. The Tennessee State FFA Advisor.
 - v. The Commissioner of Agriculture for the state of Tennessee or his designated representative.
- b. There shall be nine (9) additional board members that shall be elected by the board at its annual meeting.
 - c. Kenneth K. Mitchell shall serve for the duration of his natural life or until these by-laws are amended and shall hold the title of chairman emeritus.

2. Term. Each director mentioned in Section b above shall serve for three (3) years and until his successor shall be elected and qualified. Ex-officio directors shall serve so long as they continue to hold the office by virtue of which they are directors. The initial terms of the directors described in Section b above shall be as follows: Three (3) shall be elected for a term of one (1) year, three (3) shall be elected for two (2) years and three (3) shall be elected for three (3) years. At the expiration of the terms for the directors serving a single year term their successors shall be appointed for a term of three (3) years and at the expiration of the terms for the directors serving two (2) their successors shall be appointed for a term of three (3) years so that there are three (3) vacancies on the Board of Directors each year. The directors mentioned in Section 1(b) above may succeed themselves. Ex-officio members may be elected to fill a vacancy of one of the directors mentioned in Section b above if they no longer hold the office by virtue of which they are directors.

3. Vacancies. Vacancies on the Board of Directors shall be filled at the next regular or called meeting of the Board of Directors.

4. Voting. All members of the Board of Directors, ex-officio and elected members shall be voting members.

5. Compensation. No director shall receive any salary or compensation for his services as a director. Directors may, however, be reimbursed by the corporation for reasonable expenses in the performance of their duties in accordance with policies established by the Board of Directors.

ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS

1. Location. Meetings of the Board of Directors, whether regular or special, may be held at such place, either within or without the State of Tennessee as may be specified in the notice of the meeting.

2. Annual meetings. An annual meeting of the Board of Directors shall be held at such time and place as the Board may from time to time determine.

3. Other meetings. At least one other meeting of the Board of Directors shall be held at such times and places as the board may from time to time determine, at the call of the chairman, or upon the written request of any four (4) directors.

4. Notice of Meetings. At least two (2) weeks notice of all meetings shall be given personally or by mail to each director. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting, except as otherwise provided in the charter or the by-laws.

5. Quorum. A simple Majority of the members of the Board of Directors shall constitute a quorum. The Board may conduct business by a simple majority of the quorum.

ARTICLE V. NOTICES

1. Sufficiency. Whenever, under the provisions of law or of the charter or of these by-laws, notice is required to be given to any director, it shall not be construed to mean personal notice, but may be given in writing, by mail addressed to the director at his last known address as it appears on the records of the corporation. Such notice shall be considered to be given at the time when it is deposited in the United States mail, first class postage prepaid.

2. Waiver. Whenever a notice is required to be given under the provisions of law or of the charter or of these by-laws a waiver thereof in writing before or after the time stated, therein shall be deemed equivalent to the giving of such notice.

ARTICLE VI. OFFICERS

1. The officers of the corporation shall be a president (who shall also serve as chairman), a vice-chairman as determined by the Board of Directors, a secretary, and a treasurer. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the board.

All officers must be members of the board. All officers shall be elected for a term of one year. Any officer may serve for an indefinite number of terms. Any two or more offices may be held by the same person except the office of chairman.

2. Duties. The chairman shall preside over the meetings of the Board of Directors. He shall make such reports to the board as he may deem necessary or as may be properly required of him by the board. He shall perform such other duties and exercise such other powers as may be given to him from time to time by the board and shall perform such other duties as are normally expected of a chairman.

The vice-chairman shall perform the duties and exercise the powers of the chairman in the absence of the chairman. He shall have such other duties and powers as shall be given to him from time to time by the board and shall perform such other duties as are normally expected of a vice-chairman.

The secretary shall prepare under the direction of the chairman and the Board of Directors agenda for meetings and various reports. He shall keep the minutes of all meetings and a record of attendance, membership and expiration of membership and shall perform such duties as are normally expected of a secretary.

The treasurer or his designee shall have custody of all funds of the corporation and shall receive all funds and gifts and hold them in trust or deposit them in such depositories as the Board of Directors shall designate. Expenditures must be authorized by the Board of Directors and shall be paid by check signed by the treasurer or his designee. The treasurer and any designee shall be bonded in the amount approved by the Board of Directors. His accounts shall be audited annually at the end of each fiscal year by an auditor or auditors not connected with the corporation but selected by the Board of Directors. The cost of bonding and of auditing shall be borne by the corporation.

3. Vacancies. When a vacancy occurs in any office the duties of that office shall be fulfilled by the vice-chairman until the next regular or special meeting of the board at which time the board will fill the vacancy by election.

ARTICLE VII. EXECUTIVE COMMITTEE

There shall be an executive committee appointed by the chairman, with the approval of the Board of Directors, composed of at least three (3) officers or members of the board. During

intervals between meetings of the Board of Directors the executive committee shall exercise all powers conferred on it by the Board of Directors in the management and direction of the business and the conduct of the affairs of the corporation. The executive committee shall keep a record of its proceedings and report the same to the board at each next succeeding meeting. The executive committee shall meet at least once during the year in addition to the annual meeting of the Board of Directors.

ARTICLE VIII. PROXY VOTING

There shall be no proxy voting.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall be determined by the Board of Directors. Until altered, the fiscal year shall be July 1 through June 30.

ARTICLE X. AMENDMENTS

These by-laws may be amended at any official meeting of the Board of Directors by an affirmative vote of the majority of all members of the board, provided that a written notice of the proposed amendment has been given to each member at least thirty (30) days prior to the meeting.

ARTICLE XI. SPONSORING COMMITTEE

The chairman, with the approval of the Board of Directors, shall appoint a sponsoring committee to identify, contact and solicit contributors. This committee shall have such powers and responsibilities as determined by the Board of Directors.

ARTICLE XII. EXECUTIVE DIRECTOR

The chairman, with the approval of the Board of Directors, may employ an executive director to perform such duties as determined by the board and directed by the chairman and the executive committee. The executive director may be compensated for his services and reimbursed for reasonable expenses as determined by the board.

Amended July 5, 2002

Amended December 4, 2006

Amended July 16, 2008