

**Amended and Restated Articles of
PHILADELPHIA SOCIETY FOR PROMOTING AGRICULTURE
January 1997, March 2000, September 2013**

1. The name of the Corporation is Philadelphia Society for Promoting Agriculture.
2. The purposes for which the Corporation is formed are the promotion of knowledge, understanding and appreciation of agriculture, both historical and current.

Said Corporation is organized exclusively for charitable, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)(the “Code”).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the foregoing paragraph. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Code.

Upon the dissolution of the Corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations, as Court shall determine, which are organized and operated exclusively for such purposes.

3. The term for which the Corporation is to exist is perpetual.
4. The Corporation is organized on a non-stock basis.
5. The Corporation shall have members as described in its By-Laws.

PHILADELPHIA SOCIETY FOR PROMOTING AGRICULTURE BY-LAWS
January 1997, March 2000, September 2013

ARTICLE I

Name

1. The Society shall be called “The Philadelphia Society for Promoting Agriculture” (PSPA).

ARTICLE II

Objective

1. The objective of the Society shall be to promote agriculture by helping members and the general public develop well-informed opinions concerning technological developments, economic health, public policies and future needs of the industry.

ARTICLE III

Officers

1. The officers of the Society shall be a President, President-Elect, three (3) Vice Presidents, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.
2. The officers shall be elected at the annual meeting, held usually in April, by the majority of the members present. The President-Elect becomes President along with the other elected officers at the conclusion of the last meeting in June. Any vacancy that occurs during a term of office shall be filled by holding a new election at a stated meeting of the Society. The newly elected officer shall serve the balance of the unexpired term.
3. Past Presidents shall serve as non-voting ex officio members of the Executive Committee. They may serve on committees and as a voting member of the Executive Committee when chair of a committee.
4. The President and Secretary shall serve as ex officio members on all committees.

ARTICLE IV

Elections

1. The President shall, at least sixty (60) days before the Annual Meeting, appoint a Nominating Committee of three (3) members, the immediate past President as chair, two members of the Executive Committee and two other active members. The Nominating Committee shall nominate a President-Elect, three (3) Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer for one year terms of office. Officers can be nominated and elected to serve multiple terms. The names of nominees shall be included in the notice of the Annual Meeting sent to all members of the Society by the Secretary.

ARTICLE V

Duties of the Officers

1. The **President** shall preside at all meetings of the Society and shall have power to call special meetings of the Society. It shall be the duty of the President to appoint committees authorized by the By-Laws and any other committees deemed necessary. The President shall serve as Chair of the current Activities Committee responsible for executing plans made by this Committee when he/she was President-Elect. The President shall serve as an ex officio member of all other Committees. The President may designate the President-Elect or one of the Vice Presidents to preside at meetings of the Society. The designated President-Elect or Vice President shall perform all duties of the President during the absence or disability of the President.

2. The **President Elect** shall work with the President when requested and serve as Chair of the next Activities Committee responsible for planning and executing meetings to be held during the term he/she is President. The President Elect is responsible for appointing all committee chairs and committee members for a one-year term to serve during his/her term as President.
3. In the event that the officer (President Elect or Vice President) designated by the President to preside at a Society meeting in the absence of the President, cannot serve this function, one of the remaining Vice Presidents shall preside. In the absence of the President Elect and all Vice Presidents, a Chair may be chosen from among those present providing a quorum is present.
4. The **Secretary** shall record and maintain minutes of Executive Committee meetings and shall report minutes of these meetings when requested. The Secretary shall (a) notify new members of their election, (b) conduct the general correspondence of the Society, (c) send members notices for each Society meeting and (d) serve as custodian of the Seal, Certificate of Incorporation and all records of the Society not specifically belonging to other officers or Committee Chairs. Along with the President, the Secretary shall certify all acts of the Society. The Secretary shall (a) maintain a list of all members as well as the names of all persons whose membership applications are under consideration, (b) record and report the names of members who have died, resigned or have been withdrawn for non-payment of dues, (c) promptly advise the Treasurer of the names of all persons elected to membership and (d) perform such other duties as the Society Officers may direct. On behalf of the President and Executive Committee, the Secretary can electronically have discussions, handle discussions, handle motions and conduct voting.
5. The **Assistant Secretary** shall perform duties as assigned by the Secretary or by the Executive Committee.
6. The **Treasurer** shall (a) collect and keep the funds of the Society in bank accounts and/or invested in securities recommended by the Finance Committee and authorized by the officers of the Society, (b) pay from these funds only such sums as are authorized by the Society, (c) give such security for the faithful discharge of the duties of the office as may be required by the Society, (d) keep an account of the Society's receipts and payments and (e) complete all required tax and other government forms and f) present a report of these transactions at the Executive Committee meetings and annual meeting, or whenever requested by the Executive Committee. The Treasurer's accounts shall be audited by the Audit and Budget Committee or by a person or an organization approved by this Committee.
7. The **Assistant Treasurer** shall perform duties as assigned by the Treasurer or by the Executive Committee.

ARTICLE VI

Members

1. The membership of the Society shall consist of Active, Honorary, Life & Student members.
2. **Active members** shall be entitled to all of the privileges of the Society upon payment of an initiation fee and the annual dues established by the Society and shall have the right to vote and hold office.
3. **Honorary members** must be proposed by the Membership Committee for approval by the Executive Committee and then by members of the Society at a regular or special meeting. Honorary members shall be entitled to all of the privileges of the Society without payment of an initiation fee or annual dues. Honorary members may serve on committees, including committee chair.
4. **Life members** shall be considered by the Executive Committee if the person is willing to pay the equivalent of ten years of dues in advance. Life members are responsible for paying other costs.
5. **Student members** shall be considered by the Executive Committee as long as the person has a university/ college or high school student ID. The dues are defined in the SOP document.

ARTICLE VII
Initiation Fee and Dues

1. The initiation fees and annual dues shall be determined by the Executive Committee.
2. The Society's fiscal year shall extend from April 1 to March 31 of the following year.
3. An individual is not received as a new member until the initiation fees and annual dues are received. Members elected after October 1 shall pay only one-half of the current year's dues.

ARTICLE VIII
Members in Default

1. At least once each year the Treasurer shall advise the Executive Committee the names of members whose dues have not been paid for more than one year. If approved by the Executive Committee, such members shall be advised by the Treasurer that membership in the Society will be terminated if accumulated dues are not paid within sixty (60) days. Members that have not paid their dues within the 60 day period shall be considered as withdrawn from membership in the Society.

ARTICLE IX
Executive Committee

1. There shall be an Executive Committee which shall have the power to act on behalf of the membership and to administer the affairs of the Society except as noted in Article XV.
2. The Executive Committee shall consist of the Officers of the Society, the immediate Past President, and Chairs of permanent committees such as Membership, Activities, Education, Historical & Library, Religious, Finance/Audit & Budget, Communications and Awards.
3. The President shall act as Chair of the Executive Committee. In the absence of the President, the President-Elect shall preside. The Executive Committee shall meet at the discretion of the President.
4. All monthly Executive Committee meetings are open for members to attend. Only Executive Committee members (Officers & Committee Chairs) are eligible to vote. The President can call closed Executive committee meetings.
5. Specific duties of the officers and committee chairs are described in the Standard Operating Procedure Document (SOP). The SOP can be changed by majority vote of the Executive Committee.

ARTICLE X
Membership Committee

1. There shall be a Membership Committee which shall have the responsibility of recruiting investigating and recommending persons for election to membership in the Society.
2. The Committee shall consist of at least three (3) members whose terms of office shall be one (1) year. The President shall appoint the Chair and other members of Committee. The Committee shall meet at the discretion of the Chair. Committee members may serve more than one term.
3. Nomination for Society membership shall consist of a completed application that is supported by at least two members of the Society and addressed to both the Chair of the Membership Committee and Secretary. The application for membership shall include a brief biographical memorandum and the initiation fee. After a candidate has been approved by the Membership Committee and by the Executive Committee and notice given to the members, the Chair of the Membership Committee shall be authorized to present the nomination at a Society meeting where it shall be voted on by members of the Society. If election to membership is approved, notice of the election shall be sent to the nominee and to all members of the Society by the Secretary.

ARTICLE XI

Activities Committee (two)

1. There shall be an Activities Committee which shall arrange the time and place of the Society's meetings, determine the character of the meetings, select speakers, plan field trips and otherwise arrange for the Society's scheduled activities. The Committee shall prepare an announcement of scheduled meetings for distribution to members by the Secretary.
2. The Activities Committee shall consist of at least three (3) members appointed by the President Elect for a term of two (2) years. The Chair or member of the Communications Committee and the web master shall be ex officio members of the Activities Committee. The President Elect shall be Chair of the Committee during the term he/she is President Elect and continue as Chair of this Committee during the term he/she is President. Thus there will always be two Activities Committees. One Committee, chaired by the President Elect, shall be responsible for planning meetings to be held the following year, while the second Committee, chaired by the President, shall be responsible for executing meeting plans formulated under his supervision as President Elect during the previous year. The two Activities Committees shall meet at the discretion of their Chairs.

ARTICLE XII

Education Committee

1. There shall be an Education Committee which shall be responsible for the policies, scholarships and activities related to the educational objectives of the Society.
2. The Education Committee shall consist of at least three (3) members whose terms of office shall be one (1) year. The President shall appoint the Chair and other members of the Committee. Committee members may serve more than one term. The Committee shall meet at the discretion of the Chair.
3. The Education Committee may appoint a subcommittee to assist in the selection, awarding and monitoring of scholarship programs.

ARTICLE XIII

Historical and Library Committee

1. There shall be a Historical and Library Committee which shall be responsible for the policies and activities related to the library and other historical assets of the Society.
2. The Historical and Library Committee shall consist of at least three (3) members whose terms of office shall be one (1) year. The President shall appoint the Chair and other members of the Committee. Committee members may serve more than one term. The Committee shall meet at the discretion of the Chair.

ARTICLE XIV

Religious Committee

1. There shall be a Religious Committee which shall be responsible for the invocations at meetings, and announcements at meetings concerning certain anniversaries and obituaries of deceased members.
2. The Religious Committee shall consist of at least three (3) members whose terms of office shall be one (1) year. The President shall appoint the Chair and other members of the Committee. Committee members may serve more than one term. The Committee shall meet at the discretion of the Chair.

ARTICLE XV

Finance/Audit & Budget Committee

1. There shall be a Finance/Audit & Budget Committee which shall be responsible for management of the Society's Funds such as William Beverly Murphy Memorial Fund, the Mark Allam Library Fund, Fred Winter Scholarship Fund and other funds that may be created. Management of the funds shall consist of (a) soliciting and acknowledging gifts for the funds, (b) recommending how resources of the funds shall be invested by the Treasurer and (c) maintenance of appropriate records. The investment recommendations of the Finance Committee shall be subject to the approval of the Executive Committee.
2. The Finance Committee shall be responsible for a.) an annual budget of the accounts of the Treasurer; b.) preparation of the Society budget for the fiscal year in coordination with the Treasurer; c.) preparation for filing by the Treasurer such material as may be required to maintain the Society's tax-exempt status. The Finance Committee will be responsible for the audit and budget activities.
3. The Finance Committee shall consist of at least three (3) members whose terms of office shall be one (1) year. The President shall appoint the Chair and other members of the Committee. Committee members may serve more than one term. The Committee shall meet at the discretion of the Chair.

ARTICLE XVI

Communications Committee

1. There shall be a Communications Committee which shall be responsible for the policies and procedures related to the website, including publication and distribution of the Society's Proceedings.
2. The Communications Committee shall consist of at least three (3) members. The President shall appoint the Chair and other members of the Committee. Committee members may serve more than one term. The Committee shall meet at the discretion of the Chair.

ARTICLE XVII

Awards

1. From time to time the Society may present the Medal of the Society or a Certificate of Merit to a person, persons or entities who have promoted the objectives of the Society in a manner warranting special recognition.
2. The Committee shall consist of at least three (3) members. The President shall appoint the Chair and other members of the Committee. Committee members may serve more than one term. The Committee shall meet at the discretion of the Chair.
3. Nominations for awards must be proposed to the Executive Committee for consideration. Award recipients must be approved by a majority vote of the Executive Committee.

ARTICLE XVIII

Meetings

1. The regular luncheon meetings of the Society are usually held on the first Thursday of each month from September to June at 12:15 P.M. in the Union League of Philadelphia or at such other time or place as determined by the Executive Committee.
2. The Annual Meeting of the Society, for the election of officers and other business, shall be held on the first Thursday in April or first scheduled meeting thereafter at a location determined by the Executive Committee.
3. The Society may meet for field trips each year in the Spring and Fall. Field trips shall be arranged by the Activities Committee and relate to some topic of importance to agriculture.

ARTICLE XIX

Funds

1. The Society may establish funds whose principal and/or earnings are dedicated to meet the cost of long-term objectives and administration of the Society.

There are currently three funds:

a.) **Library Fund** (Renamed **Mark Allam Library Fund** in 1990) was created for the maintenance and accessibility of books, manuscripts and portraits in the Society's library and the acquisition of material when possible. Society members and philanthropic organizations have contributed to the Library Funds. The principal and earnings of the Library Fund shall be spent as determined by the Historical and Library Committee and approved by the Executive Committee.

b.) **William Beverly Murphy Memorial Fund**, initiated by William Beverly Murphy in 1986, and augmented by many other Society members, provides funds to subsidize the Society's administrative operations, speakers' expenses, and expenses associated with meetings, publications and Society website. The principal and earnings of the Fund shall be spent as determined by the Finance & Budget Committee and approved by the Executive Committee.

c.) **Fred Winter Memorial Scholarship Fund**, initiated by Barbara Winter in 2013 and augmented by other Society members, provides funds for an outstanding student majoring in Horticulture and pursuing a career and/or furthering their education in horticulture.

The principal and earnings of the Fund shall be spent as determined by the Education Committee and approved by the Executive Committee.

ARTICLE XX

By-Law Amendments

1. These By-Laws, if approved by the Executive Committee, may be amended at any stated meeting of the Society. Notice must be sent to members ten (10) days before the meeting at which action is to be taken. The proposed amendment changes may be mailed and/or electronically distributed to members along with a notice providing the details for voting.

2. Suspension of By-Laws - The By -Laws may be suspended at any meeting by unanimous consent of all active members present and voting.

ARTICLE XXI

Quorum

1. A 'quorum' of the Executive Committee shall consist of one half (50%) plus one of all the Executive Committee members qualified to vote as provided by these bylaws, as amended from time to time.

2. A 'quorum' of the Society Membership shall consist of one half (50%) plus one of the average attendance of members at the monthly meeting of the Society for the previous six meetings.

ARTICLE XXII

Good Governance

1. The Society shall require its Officers, Committee members and employees to subscribe such matters of good governance as required by the Internal Revenue Service to maintain its non-profit status, such as Conflict of Interest and Whistle Blower policies and other such policies as may be required from time to time.

Revision Approved by Membership September 5, 2013