



Annual Meeting and Educational Sessions

February 27, 2016

Holiday Inn 265 Lakeside Ave, Marlborough, MA 01752

9:00-9:45am Registration check in (complimentary coffee)

Advanced registration can be made on-line (credit card) at massagcom.org for \$35 per person or by submitting the attached form and payment with a mailing date prior to 2/19/16. The form can be found at the bottom of this document.

On-site walk in registration or registrations made after 2/19/16 are \$40 per person.

Ticket price includes a bountiful hot Italian style buffet with options for food allergies and vegetarians. Your advanced registration can help us in accommodating your needs.

Each MAAC member Ag Com has one vote per Ag Com. Voting Ag Com members please read pending Bylaw changes and other material prior to the MAAC business meeting at noon.

9:45-11:45am Session A - Existing MA Animal Regulations, Processes and Oversight, verses Pending Bills and Ballot Questions

Animal Inspector George Moore (Groton Ag Com), Lisa Colby of Colby Farms Newbury MA (a pork producer, former member of the National Pork Board) and Frank DiLuna of Murtha Cullina Law.

A panel discussion of existing animal regulations and inspection process with respect to MDAR, HB 713 "An Act to Promote the Care and wellbeing of livestock" and the possible outcome with the HSUS Supported Ballot Question. Also, an update on the Avian Influenza

Session B - Food Safety Modernization Act (FSMA) and Commonwealth Quality Program (CQP) for MA Farmers

Michael Botelho, Commonwealth Quality Program Coordinator, Agricultural Markets, MDAR

There are some big changes to our food system –FSMA gives the FDA broad new powers to prevent food safety problems and has a regulatory component to it. The Commonwealth Quality Program maybe an option to some of the FSMA issues. Michael Botelho, to present the latest information on FSMA and CQP for both farmers and the understanding of Ag Coms.

12-1:30pm Buffet Lunch, Legislative Overview of Agricultural Issues, MAAC Annual Meeting

Note: The business meeting will include proposed bylaw changes. See below for changes.

Note: Each MAAC member Ag Com has one vote per Ag Com. Please help us to expedite the Annual Meeting process by reading your members package prior to business session and seeking out an MAAC Board member if you need assistance.

1:45-3:45pm Session C - Pesticide Session for Beginning to Experienced Farmers with BMP's for Neonicotinoids and a Discussion on Worker Safety Protocols for - 2 Pesticide credits

Taryn LaScola, Pesticide Inspector, Crop & Pest Services, MDAR

Chief Pesticide Inspector Taryn LaScola to present this session for those wanting to learn about the Pesticide Program, exemptions, pre-emption, documentation and with updates in Neonicotinoid practices. Also, worker safety measures for both conventional and organic pesticides.

Session D - What are GMO's?

Kimberly O'Brien, Director of Government Affairs, Monsanto and Moderator Frank Di Luna of Murtha Cullina Law

With growing populations, increasing incomes and new health recommendations, the demand for a wider variety of high-quality vegetables will continue to increase, causing an immediate need to harvest more quality, nutritious food from each unit of land, water and energy. Kimberly O'Brien will present the process of genetic modification, updates in this technology, testing procedures, product safety and innovations.

Special Thanks to our Supporters and Sponsors

A&B Insurance – Richard Bourgault, www.abinsgroup.com

MDAR - www.mass.gov/eea/agencies/agr/

Monsanto – Kimberly O'Brien, www.monsanto.com

Murtha Cullina Law – Frank DiLuna, www.murthalaw.com/our_people/francis-di-luna

Northeast Nursery – www.northeastnursery.com



MAAC Proposed Bylaw changes 27 February, 2016

Legend: ~~Deleted Text~~

Added Text as approved by Board of Directors 11 January, 2016

ARTICLE I: NAME

(no changes)

ARTICLE II: PURPOSE

(no changes)

NOTE: if you want to see the unchanged text

the current bylaw can be found at

<http://massagcom.org/Documents/MAACBylaws.pdf>

ARTICLE III: MEMBERSHIP

(no changes)

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

Section 1: Annual Business Meeting. The Annual Business Meeting of the MAAC membership shall be held between January 1 and March 31 for the purpose of election of Directors and non-Board members of the Nominating Committee; to hear and vote whether to accept the report of the Treasurer for filing; and to transact such other business as may properly be brought before the MAAC membership. Written notice of the meeting shall be sent to all members no less than thirty (30) days prior to the meeting. The Officers of MAAC shall be elected by the Board of Directors at the first Board business meeting ~~following to be held immediately after~~ the Annual Business Meeting ~~has adjourned~~.

Section 2: Special Meeting. (no changes)

Section 3: Quorum. ~~A majority of Commissions whose membership is in good standing shall constitute a quorum for the conduct of business at any meeting of the MAAC membership.~~ **When the members of MAAC have been duly notified of the Annual Business Meeting; 20% of the current MAAC membership will constitute a quorum of MAAC to legally transact the business of the organization. Provided there are at least two (2) Agricultural Commissions from each of the four (4) Regions as defined in Article 6, Section 1, Clause B are attending.**

ARTICLE V: BOARD OF DIRECTORS

Section 1: Composition. The Board of Directors shall consist of twenty-four (24) Directors and Officers.

The composition of the Board of Directors shall be voting members of MAAC (see Article III – 1) with

- **One** Commission member from each of the fourteen (14) counties of the Commonwealth, or a Former Officer or Director or a Farmer nominated by the Board of Directors to represent their county if an agricultural commission does not exist or a second Director from an active county **to be designated as County Directors.**
- All **County Directors** ~~who are~~ **shall be** eligible to be elected officers.
- **A** maximum of six (6) **Officers** and the immediate past President, **(see Article IV -1, Clause A)**

The composition of the Board of Directors of non-voting members who are not eligible to be officers are:

- The Commissioner of the Massachusetts Department of Agricultural Resources or its designee,
- The President of the Massachusetts Farm Bureau Federation or its designee and
- The **Director** of the Stockbridge School of Agriculture at the University of Massachusetts or its designee who are not eligible to be officers.

~~A Director may become eligible for re-election after having been off the Board for one full year.~~

Section 2: (no changes)

Section 3: Board of Directors Duties. The Board of Directors shall acquire, hold and manage the fiscal, personal, and real property of MAAC, exercising all the powers not expressly reserved to the MAAC membership by law, the Articles of Organization, or these Bylaws. The Board of Directors shall approve an operating budget before the commencement of each fiscal year, and amend that budget from time to time as circumstances warrant.

The Board of Directors may engage an Executive Director to be responsible for engaging and supervising additional employees and consultants, if any, and fixing the compensation thereof subject to the approval of the Executive Committee and the operating budget approved by the Board of Directors. The Board of Directors shall prepare and revise, as needed, a strategic plan for MAAC, and shall prepare and adopt an annual operating plan.

The Board of Directors may establish additional committees beyond those provided for in these Bylaws, as it deems necessary or appropriate to carry out the objectives and purposes of MAAC. The Board of Directors may from time to time delegate to the Executive Committee such of its powers as it deems appropriate.

(new section)

Section 4: County Director Duties: County Directors shall represent, communicate, assist and support agriculture and Agricultural Commissions needs within the County they represent in accordance with MAAC's Purpose stated in Article II and to communicate to the Board of Directors with periodic updates, as needed, may work to promote new Agricultural Commissions within their County; shall assist MAAC in maintaining contact information for farmers and Agricultural Commissions within their County; shall be voting delegates for the Annual Meeting, promote MAAC membership and attendance to the MAAC Annual Meeting and for said County; and perform other duties as directed by the Board of Directors or the Executive Committee.

(Article V sections renumbered below)

Section 5: Meetings. The Board of Directors shall meet at least quarterly on call of the President or any five Directors with thirty (30) days' written notice. Special meetings may be called on ~~seven (7) days~~ **48 hours** written notice. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The business of the Board of Directors may be transacted by mail or electronic communication.

Section 6: Vacancies. The Board of Directors shall fill all vacancies of Directors and Officers other than that of President.

Section 7: Executive Committee of the Board of Directors. The MAAC Officers shall jointly constitute an Executive Committee of the Board of Directors. The Executive Committee shall provide leadership and direction to the Board of Directors in its deliberations and decision-making. The Executive Committee shall exercise any and all additional powers delegated to it by the Board of Directors.

The Executive Committee shall meet at such times as the President may direct. A majority of the members of the Executive Committee shall constitute a quorum. All decisions shall require a majority vote of Committee members. The business of the Executive Committee may be transacted by mail or electronic communication. All actions and recommendations shall be reported to the Board of Directors in a timely fashion.

ARTICLE VI: OFFICERS

Section 1: General Provisions

Clause A: Composition. (no changes)

Clause B: Regional Representation of Officers (no changes)

Clause C: Election: The Officers of MAAC shall be elected by the Board of Directors at the first Board business meeting ~~following~~ **to be held immediately after** the Annual Business Meeting **has adjourned.**

Clause D: Qualifications. (no changes)

Clause E: Terms. Each Officer shall be elected at the first Board Business Meeting ~~following~~ **to be held immediately after** the Annual Business Meeting **has adjourned** to serve for a two-year term. The term of each Officer commences at the conclusion of the first Board Business Meeting and continues until such time as a successor is qualified. No officer, except for the Secretary and Treasurer, may serve more than two consecutive two-year terms.

Clause F: Duties. (no changes)

Clause G: Vacancies. (no changes)

Section 2: President

Clause A: Qualifications. Subject to review by the Board of Directors the President shall preferably have served ~~as First Vice President or President immediately~~ **on the Executive Committee** prior to being elected to serve as President.

Clause B: Terms. (no changes)

Clause C: Duties. (no changes)

Clause D: Vacancies. (no changes)

Section 3: First Vice President (no changes)

Section 4: Vice President for Advocacy

Clause A: Terms. (no changes)

Clause B: Duties. The Vice President for Advocacy shall serve as Chair of the Advocacy Committee, shall appoint the chairs and members of subcommittees, shall coordinate the activities of the committee and its subcommittees, and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, and the President. **The Vice President for Advocacy shall publish to the membership upcoming legislative and regulatory issues.**

Section 5: Vice President for Education (no changes)

Section 6: Secretary (no changes)

Section 7: Treasurer

Clause A: Terms. (no changes)

Clause B: Duties

The Treasurer shall submit to the ~~President~~ **Board of Directors** an accounting of all debits and credits on a monthly basis.

The Treasurer shall present to the Board of Directors all contributions and donations to and from MAAC for approval.

After MAAC completes its first year of activity the Treasurer must file **or cause to be filed** annually the Form PC along with the appropriate IRS Form 990, the correct filing fee and any required audit or review.

If MAAC has a total gross revenue of at least Two Hundred Thousand Dollars (\$200,000.00) but less than Five Hundred Thousand Dollars (\$500,000.00) for a given fiscal year, the Treasurer must file **or cause to be filed** either audited or reviewed financial statements for that year.

If MAAC has gross revenue of Five Hundred Thousand Dollars (\$500,000.00) or more, the Treasurer must file **or cause to be filed** an audited financial statement.

Reviewed financial statements and audited financial statements must be completed by an independent certified public accountant (CPA) using generally accepted accounting principles (GAAP). The CPA must be approved by the Board of Directors.

Reviewed or audited financial statements shall be presented to the Executive Committee and the Board of Directors within one hundred eighty (180) days from MAAC's fiscal year-end.

MAAC is to conduct an ongoing internal financial review by financially proficient member(s) of the Finance and Development Committee if MAAC's total gross revenue is less than 200,000 in a fiscal year. The ~~Financial~~ **Finance and Development** Committee shall present results of the review to the Executive Committee and Board of Directors prior to the Annual Business Meeting. The purpose of the internal financial review is to:

- (1) Identify significant risks and take steps to minimize and mitigate those risks.
- (2) Assess the effectiveness of MAAC's internal controls and report findings to the full board of directors.
- (3) Verify financial records.
- (4) Identify, address, and recommend additional monitoring or changes to MAAC's system of internal controls.
- (5) Assist with increasing efficiency and effectiveness of operations.

The Treasurer shall also serve as Chair of the Finance and Development Committee, shall appoint the chairs and members of its subcommittees, shall coordinate the activities of the committee and its subcommittees, and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, or the President.

ARTICLE VII: COUNTY DIRECTORS

Section 1: Composition. There shall be fourteen (14) **County** Directors, seven (7) of whom shall be elected every two years.

Section 2: Qualifications. Each **County** Director shall be a full voting member in good standing and either a current Commission Member or unless otherwise designated pursuant to Article V, - 1

Section 3: Terms. **County** Directors shall be elected for two-year terms. All terms commence at the conclusion of the Annual Business Meeting and continue until such time as a successor is qualified.
~~No Director shall serve more than three (3) consecutive terms.~~

Section 4: Duties. The **County** Directors shall advance the mission of MAAC through attendance at all meetings of the Board of Directors and active participation in the work of the standing and special committees to which they are appointed. Participation in at least one of MAAC'S major committees is a required minimum. **County Directors shall represent, communicate, assist and support agriculture and Agricultural Commissions needs within the County they represent in accordance with MAAC's Purpose stated in Article II and to communicate to the Board of Directors with periodic updates, as needed, may work to promote new Agricultural Commissions within their County; shall assist MAAC in maintaining contact information for farmers and Agricultural Commissions within their County; shall be voting delegates for the Annual Meeting, promote MAAC membership and attendance to the MAAC Annual Meeting and for said County; and perform other duties as directed by the Board of Directors or the Executive Committee.**

Section 5: Vacancies. (no changes)

ARTICLE VIII: COMMITTEES

Section 1: Composition. In addition to the Executive Committee there shall be at least four standing committees. These include: the Advocacy Committee, the Education Committee, the Finance and Development Committee, the Nominating Committee - and such other standing and special committees as are authorized by the members or the Board of Directors. Service on standing and special committees shall not be limited to Officers and Directors. The President **or Chair** may designate subcommittees thereof.

Section 2: Meetings. (no changes)

Section 3: Advocacy Committee. (no changes)

Section 4: Education Committee. (no changes)

Section 5: Finance and Development Committee. The Finance and Development Committee shall be composed of the Treasurer, as Chair, and at least two (2) additional members appointed by the Board of Directors and Executive Committee. The Finance and Development Committee shall recommend a budget to the Board of Directors, and develop strategies to acquire funds to carry out the Board of Directors' objectives. The Chair shall make all appointments to the Finance and Development Committee subcommittees, and designate their chairs, with the advice and consent of at least two (2) individuals.

Treasurer must file **or cause to be filed** annually the Form PC along with the appropriate IRS Form 990, the correct filing fee and any required audit or review.

If MAAC has a total gross revenue of at least \$200,000 but less than \$500,000 for a given fiscal year, the Treasurer must file **or cause to be filed** either audited or reviewed financial statements for that year.

If MAAC has gross revenue of \$500,000 or more, the Treasurer must file **or cause to be filed** an audited financial statement.

Reviewed financial statements and audited financial statements must be completed by an independent Certified Public Accountant (CPA) using Generally Accepted Accounting Principles (GAAP). The CPA must be approved by the Board of Directors.

Reviewed or audited financial statements shall be presented to the Executive Committee and the Board of Directors within one hundred eighty (180) days from MAAC's fiscal year-end.

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- (1) Identify significant risks and take steps to minimize and mitigate those risks.
- (2) Assess the effectiveness of MAAC's internal controls and report findings to the full board of directors.

- (3) Verify financial records.
- (4) Identify, address, and recommend additional monitoring or changes to MAAC's system of internal controls.
- (5) Assist with increasing efficiency and effectiveness of operations.

Section 6: Nominating Committee. (no changes)

ARTICLE IX: PARLIAMENTARY AUTHORITY

(no changes)

ARTICLE X: AMENDMENTS TO THE BYLAWS

(no changes)

ARTICLE XI: DISSOLUTION

(no changes)

ARTICLE XII: OFFICER AND DIRECTOR LIABILITY

(no changes)

ARTICLE XIII: CONFLICT OF INTEREST

(no changes)

ARTICLE XIV: CHANGE OF BY-LAWS

(no changes)



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February 27, 2016

Holiday Inn 265 Lakeside Ave, Marlborough, MA 01752

Mail in Registration Form

Name: _____

Address: _____

Email: _____ Phone: _____

(Payments will be confirmed by email and we will notify you of upcoming MAAC events)

Are you on your Ag Com? If so please list it and name your position:

Ag Com Name: _____ Ag Com Position: _____

Are you in process of forming an Ag Com and if so give us some detail: _____

An Italian buffet meal is included with vegetarian options. If you have a food allergy please tell us what it is so that we can accommodate you:

Food Allergy: _____

please provide the above information for each attendee.

Make Checks Payable to: Massachusetts of Association of Agricultural Commissions

Mail Checks to: Laura Sapienza-Grabski, 2 Brookview Rd, Boxford, MA 01921

Checks need to be post marked February 19, 2016 for the early registration price of \$35 per person or \$40 per person postmarked after February 19, 2016, and call Laura 781-248-4576 so that she can include you in the event count and watch for your check. Onsite registration price is \$40 per person with a completed registration form.

Links to an on-line credit card option is available at www.massagcom.org.

MAAC's new email is massagcoms.maac@gmail.com which connects you directly to our President.

Event check in time starts at 9 am with complimentary coffee and sessions begin at 9:45 am.