

# **COLUMBIA BASIN SEED ASSOCIATION BY-LAWS**

## **ARTICLE I**

### **NAME**

Section 1. Name: The name of this organization shall be the Columbia Basin Seed Association.

## **ARTICLE II**

### **OBJECTIVES**

Section 1. Objectives: The principle objectives of this association shall be to increase and disseminate seed knowledge in the Columbia Basin; to promote and support seed research; to promote interests of the seed industry through public and political awareness; to provide interaction among related seed interests, including commercial growers, supporting industries, Washington State University and various government agencies; and to cooperate with related regional, national and international organizations.

## **ARTICLE III**

### **MEMBERSHIP**

Section 1. Producer and Processor Memberships (voting) – Individuals, partnerships, or corporations actively engaged in the production, processing, or sale of seed crops for profit. Each individual, partnership, or corporation is entitled to one membership. Each membership is entitled to one vote.

- a. Producer Membership – Annual dues shall be \$100.00. Non-payment of annual dues disqualifies membership.
- b. Processor Membership – Annual dues shall be \$500.00. Non-payment of annual dues disqualifies membership.

Section 2. Associate Membership (non-voting) – Representatives of companies who sell or provide services and/or products used by commercial seed producers.

- a. Associate Membership – Annual dues shall be \$250.00

Section 3. Honorary Membership (non-voting) – Individuals who, in the interest of the Columbia Basin seed industry, bring special talents or skills to serve the industry and are deemed worthy of this honor may be elected to honorary membership by a majority vote of the Board of Directors.

- a. Honorary Membership – Annual dues shall be waived by the Board of Directors.

Section 4. Membership in this association shall not be based upon race, religion, creed, color, sex, age, national origin, or income level.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. Authority and Responsibility – The governing body of the association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the association, its committees, and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, delegate certain of its authority and responsibility.

Section 2. Board Members – Shall consist of not less than 9 members of which 2 shall represent the commercial processors of seed grown in the Columbia Basin. The remaining 7 board members shall be producer-members with diverse seed interests:

Section 3. Term of Office – Directors shall serve a term of three years. Only in the first election, directors, selected by lot, will be elected for one, two and three-year terms to stagger board replacements.

Section 4. Meeting of the Board of Directors – The Board of Directors shall meet during the annual meeting and at such time and place as determined by the Board.

Section 5. Compensation – Directors shall not receive any compensation for their services. However, this does not preclude reimbursement of expenses incurred in connection with association duties. Such reimbursement is at the discretion of the Board of Directors.

Section 6. Vacancies and Removal – In the case of the death or incapacitation of any director, the vacancy may be filled by an alternate director elected by an affirmative vote of two thirds of the Board. The Board at its discretion by affirmative vote of two thirds of the board members may remove any director from office for reasons they feel are warranted.

Section 7. Quorum – A quorum of 5 members must be present to transact business.

Section 8. The Grant – Adams Area Extension Agent with vegetable seed responsibility shall serve as advisor to the Board of Directors.

## **ARTICLE V**

### **OFFICERS**

Section 1. Officers shall consist of a President, Vice-President, Secretary and Treasurer. The President, Vice-President and Treasurer shall be elected by and from the Board of Directors by a majority vote. The Secretary may be appointed.

Section 2. Term of Office – Each elected officer shall take office on the day of the last board meeting held during the annual meeting and shall serve for a term of two years or until a successor is duly elected and qualified unless sooner removed by the Board of Directors or by resignation.

Section 3. Compensation – None of the elected officers of this association shall receive compensation for their services. However, such does not preclude reimbursement for expenses incurred in connection with duties of the association. Such reimbursement is at the discretion of the Board of Directors.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

Section 1. Board President – The President shall preside at all association meetings. He or she shall appoint such committees as may be deemed advisable by the Board of Directors.

Section 2. Vice-President – Assume the duties of the president in his or her absence and otherwise assist with the duties of that office.

Section 3. Secretary – Under the direction and control of the Board of Directors shall keep the minutes of all meetings of the association. He or she shall be the custodian of all records, reports and correspondence and papers of the association. He or she shall perform all duties as delegated by the Board of Directors.

Section 4. Treasurer – Shall receive and keep account of all monies belonging to the association and shall disburse at appropriate times and at the instruction of the Board of Directors. He or she shall be the recipient of any funds of the association and work in the collection of membership dues. He or she shall be responsible for all bank records and financial statements.

## **ARTICLE VII**

### **MEETINGS OF THE ASSOCIATION**

Section 1. Annual Meeting – Time and place for annual meetings of the association shall be determined either by the Board of Directors or members present. The meeting shall be devoted primarily to the presentation of research results and other topics as deemed by the Board of Directors. At the annual meeting the order of business shall be as follows:

- 1<sup>st</sup> - Reading minutes of previous meeting
- 2<sup>nd</sup> - Report of Board of Directors
- 3<sup>rd</sup> - Election of Board Members
- 4<sup>th</sup> - New business

Section 2. Special Meetings – Special meetings of the association shall be called whenever the Board of Directors shall deem it necessary or when 10 voting members of the association in good standing, shall make a written request to the President for the same, specifying the object of the

meeting. Notices of a special meeting shall be mailed by the secretary to each voting member not less than 10 days prior to such meeting. Such notice shall specify the time, place, and purpose of the meeting.

Section 3. Quorum – 25% of the voting members of the association shall constitute a quorum to transact business at the annual meeting or at any special meeting.

## **ARTICLE VIII COMMITTEES**

Section 1. Committees shall be appointed by the Board of Directors as deemed necessary.

Section 2. Nominating Committee – Prior to the annual business meeting of the association this committee will prepare and submit nominations for Board of Director vacancies. Such nominations shall not preclude other nominations for such offices by voting members of the association at the annual business meeting. This committee shall be composed of members appointed by the Board of Directors.

## **ARTICLE IX DISPERSEMENT OF FUNDS**

Section 1. Funds collected shall be held and disbursed at the discretion of the Board of Directors in accordance with the objectives of the association.

## **ARTICLE X BY-LAWS**

Section 1. The By-Laws of the association may be amended at any regular meeting by two-thirds vote of a quorum, which is 25% of the voting membership, providing all members have been given a copy of the proposed amendment at least one day prior to the meeting.

## **ARTICLE XI DISSOLUTION**

Section 1. The association may be dissolved by a vote of two-thirds of the members, at any regular meeting or at any special meeting called for that purpose, after notice of the proposed dissolution has been given to all members entitled to vote. Members may vote upon the proposed dissolution in person, or by written proxy, or by mailed ballot.

Section 2. In the event of dissolution of the association, net assets will be distributed to tax-exempt nonprofit organizations to be selected by the Board of Directors.

- The CBVSA By-laws were first adopted on June 20, 1989 – Moses Lake, WA
- Amended by the CBVSA BOD and approved by a vote of the membership at the CBVSA Annual Meeting on January 13, 2020 – Moses Lake, WA.
- Amended by the CBVSA BOD on December 5, 2023 – Moses Lake, WA. (Pending approval by the CBVSA membership).

PROPOSED