

Bylaws – June 30, 2011 - Western Agricultural Economics Association

ARTICLE I. NAME

The name of this corporation, hereinafter referred to as the Association, shall be the Western Agricultural Economics Association. The Association is incorporated under the laws of the State of Wisconsin and will maintain a registered agent in Wisconsin.

ARTICLE II. PURPOSE

The purposes of the Western Agricultural Economics Association shall be to foster the study and understanding of agricultural economics and its application to problems in the western United States and Canada; to promote unity and effectiveness of effort among all concerned with those problems; to promote improvement in the professional competence and standards of all members; to cooperate with other organizations and institutions engaged in similar or related activities; and to increase the contribution of agricultural economics to human welfare.

ARTICLE III. DISPOSITION OF FUNDS

Section 1. Liquidation, dissolution, or winding-up. In the event of liquidation, dissolution, or winding-up of the Association, whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the corporation shall be such as is calculated by the executive board exclusively to carry out the education purposes for which the corporation is formed.

Section 2. Net earnings. No part of the net earnings of the Association may inure to the benefit of members thereof, and the corporation shall be operated as a nonprofit organization.

ARTICLE IV. MEMBERSHIP

Section 1. Qualifications. Any person having a professional interest in agricultural economics shall be eligible for membership in the Association and may become a member thereof by making proper application to the office and by paying dues as prescribed.

Section 2. Classes of members. The executive board may establish various classes of membership in the Association, each having such rights and privileges as shall be prescribed in the operating policies manual.

Section 3. Resignation of members. Any member may at any time file his or her resignation in writing to the President of the Association, which resignation shall become effective as of the date received by the office. No dues will be refunded.

Section 4. Termination of membership. The executive board may terminate the membership of any member for nonpayment of dues. Dues are considered delinquent if not paid by February 1.

Section 5. Cessation of property interest. All right, title, and interest, both legal and equitable, of any member in and to the property of the Association shall cease and determine in the event of termination of membership or resignation.

ARTICLE V. DUES

Dues are established by the Executive Board. Changes in the amounts of dues for each class of membership are approved by the vote of the general membership, based on recommendations of the Executive Board.

ARTICLE VI. EXECUTIVE BOARD

Section 1. How constituted. There shall be an executive board of the Association. The executive board shall consist of the president, president-elect, the most immediate past-president available, and six directors, all of whom shall be members in good standing of the Association and who shall be selected as hereinafter provided.

Section 2. Selection of members. The president and president-elect shall be selected as hereinafter provided for election to the respective offices. Directors shall be elected by the members of the Association having voting rights.

No members of the Association shall be eligible for election as a director after having served one full term as a director.

Director positions shall be divided into three classes of two positions each. The term of the members of each such class shall be for a period of three years or until their successors shall have been chosen and qualify. The terms shall be so arranged that one class of two members is elected each year. The term of office for directors shall commence immediately following the annual meeting in the year in which elected.

Section 3. Vacancies. If any vacancy shall occur on the executive board for a member serving on such board as an officer of the Association, such vacancy shall be filled as hereinafter provided for filling officer vacancies. For vacancies of director positions existing by reason of resignation, death, inability to serve, election as an officer of the Association, or otherwise, the executive board shall appoint a member of the Association in good standing to serve until an election may be held in connection with the next regularly scheduled election at which time the unexpired term, if any, shall be filled by election of the members of the Association. The executive board shall determine when vacancies exist on such board and shall take appropriate action to fill such vacancies as herein provided.

Section 4. Meetings. The executive board shall meet at least once annually with one meeting held in conjunction with the regular annual meeting of the Association. Special meetings shall be called by the President upon the request of four or more members of the executive board, or may be held at the call of the president of the Association.

Section 5. Power of the executive board. Subject in all respects to the authority and discretion of the general membership of the Association, and except as otherwise provided, the executive board shall be the administrative body of the Association and shall have the power and authority to do and perform all acts and functions necessary for operation of the Association including adopting, amending or rescinding WAEA Operating Policies by majority vote during an executive board meeting at which a quorum is present.

Section 6. Compensation. Executive Board members of the Association shall serve without compensation but may be reimbursed for expenses according to the WAEA reimbursement policy as established by the Executive Board.

Section 7. Voting. At any meeting of the executive board, a majority of the members thereof having voting rights shall constitute a quorum. The act of a majority of the executive board present at a duly called meeting at which a quorum is present shall be the act of the executive board. Any action required or permitted to be taken by the executive board at a meeting or by resolution may be taken without a meeting if unanimous consent in writing or electronically, setting forth the action so taken, is obtained from all voting members of the executive board then in office.

ARTICLE VII. OFFICERS

Section 1. Elected officers. The elected officers of the Association shall consist of a president, president-elect, the most immediate past-president, and six directors.

Section 2. Selection of officers. The president-elect shall be elected by a vote of the members of the Association having voting rights and shall serve for the year beginning with the adjournment of the annual meeting at which his/her election is announced and ending with his/her accession to the presidency at the adjournment of the next annual meeting. After serving a full term as president-elect no member shall thereafter be eligible to again serve in that office. The president shall serve for a term of one year commencing with the adjournment of the annual meeting following the period of service as president-elect and ending with the adjournment of the next annual meeting. The directors shall serve a three year term beginning with the adjournment of the annual meeting at which his/her election is announced and end with the adjournment of the annual meeting at the conclusion of their three-year term.

Section 3. Vacancies and succession. In the event of death, incapacity, or inability of the president to serve, as determined by the executive board, the president-elect shall become acting president and shall succeed to the office of president upon completion of the remainder of the term as acting president. If the president-elect is unable to become acting president because of death, incapacity, or inability to serve, as determined by the executive board, the executive board shall select from among the directors an acting president who shall serve in that capacity for the unexpired term.

In the event of death, incapacity, or inability of the secretary to serve, as determined by the executive board, the executive board will select a new secretary.

Section 4. Duties. The officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by action of the executive board. In addition, the president of the Association shall preside at all meetings of the general membership and of the executive board and is the financial officer of the Association. The president-elect acts in place of the president when the president is not available, and the secretary shall compile the minutes of all executive board meetings and the annual business meeting of the association.

ARTICLE VIII. NOMINATION TO ELECTIVE OFFICE

Section 1. Nominating committee. The president, with the executive board concurring, shall appoint a nominating committee each year. This committee is to consist of the most immediate past-president available as chair and not less than three other members of the Association. The names of the committee members shall be published in the next issue of an official publication of the Association immediately following their appointment, together with an invitation to the general membership that suggestions of nominees for the various elective offices be sent to the chair of the committee. The nominating committee should take cognizance of the need for geographical, functional, and organizational representation on the executive board.

Section 2. Nominees. The nominating committee for each year shall be instructed to present to the president the names of two nominees for each elective office to be filled including the president-elect and each director position. Candidates shall run at large.

ARTICLE IX. ANNUAL BUSINESS MEETING

Section 1. Scheduling and notice. There shall be held an annual business meeting of the general membership of the Association at a time and place established by the executive board and such other meetings as the executive board may determine. Notice of each meeting shall be provided to each member at least four weeks in advance of said meeting as directed by the executive board.

Section 2. Voting and quorum requirements. Twenty members of the Association at any duly called and convened business meeting of the Association shall constitute a quorum. Each member of the Association having voting power shall have one vote; voting by proxy shall not be permitted. A majority of the votes cast at any business meeting of the Association at which a quorum is present shall be determinative of the issue or resolution except as otherwise specifically provided herein.

Section 3. Parliamentary authority. The rules contained in Robert's' Rules of Order Newly Revised shall govern annual meetings of this association in all cases in which they are applicable and in which they are not inconsistent with the bylaws, the Articles of Incorporation, applicable law, and IRS letter of determination if granted.

ARTICLE X. RESOLUTIONS BY MAIL OR ELECTRONIC BALLOT

Section 1. Authorization and Purpose. A simple majority vote of the Executive Board, or a simple majority vote of members present and voting at an annual business meeting of the Association at which a quorum is present, is required, and shall be sufficient, for sending a resolution to members for mail or electronic balloting. Each member of the Association having voting power shall have one vote; voting by proxy shall not be permitted. A majority of the votes cast by mail or electronic ballot shall be determinative of the resolution except as otherwise specifically provided herein.

Section 2. All resolutions authorized for mail or electronic ballot shall be provided to members no later than the next regular ballot for election of Association officers.

Section 3. Statements Pro and Con. Any mail or electronic ballot containing a resolution shall be accompanied by: (1) a statement of support from the resolution's sponsor(s), and (2) a contrasting view by an individual or group selected by the president. If the resolution sponsor is not the Executive Board, a third statement shall be included containing the Executive Board's views and possible recommendation for or against passage.

ARTICLE XI. COMMITTEES

The executive board may provide for the creation of standing committees and special committees in accordance with the needs of the Association.

ARTICLE XII. AMENDMENT OF BYLAWS

The bylaws may be amended by the affirmative vote of two-thirds of the members having voting rights present, or by voting at any annual business meeting of the Association at which a quorum is present, or by majority vote of members of the Association returning ballots by mail and/or electronic means.

ARTICLE XIII. RATIFICATION

The bylaws shall be effective upon ratification either by two-thirds vote of members of the Association present, or by voting at any annual business meeting of the Association at which a quorum as defined herein is present, or by majority vote of members returning ballots by mail and/or electronic means. Ratification of the bylaws shall serve to repeal all prior Constitutions and Bylaws of this Association or predecessor organizations, except as otherwise provided for a transitional period.

ARTICLE XIV. AUTHORITY

Everything in this document is subject to the WAEA Articles of Incorporation and the Code of the State of Wisconsin.