

NATIONAL AGRI-MARKETING ASSOCIATION
BADGER CHAPTER

BYLAWS

First Major Revision
Amended March 25, 1976

ARTICLE I - NAME.

This organization shall be known as the BADGER CHAPTER OF THE NATIONAL AGRI-MARKETING ASSOCIATION.

ARTICLE II - PURPOSE.

The purpose of this Association will be:

- a. To foster and promote the highest standards of professional excellence in agri-marketing.
- b. To offer an open forum to agri-marketing executives for exchanging views and ideas.
- c. To promote better public understanding of agriculture's role in our economy.
- d. To encourage young people to pursue agricultural marketing careers.

ARTICLE III - MEMBERSHIP.

Section 1. This Chapter shall consist of: (a) Active Members, (b) Student Members, (c) Honorary Members, and (d) Life Members.

Section 2. ACTIVE MEMBERS: Any persons engaged in marketing, advertising or who otherwise communicates to and with agriculture and agri-business on behalf of a marketer, advertiser, governmental body, advertising and/or public relations agency, or a communications medium or organization, and who subscribes to the purposes of this Chapter, shall be eligible to be Active Members. To become a new member,

the candidate should submit an application on the Official Form, accompanied by the established dues. The Secretary will submit such name, or names, at the next Board of Directors' Meeting, and the new candidate(s) will be accepted as member(s) by a majority vote of the Board at the meeting.

Section 3. STUDENT MEMBERS: Any person engaged in the study of agriculture and agri-business, and who subscribes to the purposes of this Chapter, shall be eligible for a student membership. To become a new Student Member, the candidate should submit an application on the official form, accompanied by the established dues. The Secretary will submit such name, or names, at the next Board of Directors' Meeting, and the new candidate(s) will be presented membership by a simple majority vote of the Board. The Student Member may participate at all Chapter meetings and functions, but will not have voting privileges.

Section 4. HONORARY MEMBERS: The Board of Directors may nominate any distinguished person for a one-year Honorary Membership. Such nomination must be ratified by a simple majority vote of the Board of Directors. Honorary Members do not pay dues, and do not have voting privileges.

Section 5. LIFE MEMBERS: The Board of Directors, by a two-thirds vote, may elect members to this classification for extra and outstanding service to the Chapter. Life Members do not pay dues, but do have voting privileges.

Section 6. MEMBERSHIP IS INDIVIDUAL ~~AND NONTRANSFERABLE~~: *but are transferable by t*
All memberships are on a personal basis and not on a *Company* company or organizational basis. *pays the*

Section 7. RESIGNATION: Any member in good standing may resign from the Chapter at any time.

Section 8. EXPULSION FROM MEMBERSHIP: A member may be expelled from the Chapter by a two-thirds vote of the Board of Directors, for due cause.

Section 9. TERMINATION OF MEMBERSHIP: A membership shall be considered to have terminated upon the expiration of membership dues, resignation, expulsion or death of a member.

ARTICLE IV - DUES.

Section 1. Membership dues for Active and Student Members shall be set annually by the Board of Directors at or near the

beginning of each new fiscal year; and shall remain effective through that fiscal year unless the Board of Directors deems it urgent to adjust or otherwise revise them for just and appropriate reasons.

Section 2. Reduced fees, established by the Board of Directors, will be in effect for new Active Members only, joining on or after the 10th month of the fiscal year.

ARTICLE V - ADMINISTRATION

Section 1. OFFICERS. The Officers of the Chapter shall be in order of their administrative and executive authority and rank: (1) President, (2) First Vice-President, (3) Second Vice-President, (4) Secretary, and (5) Treasurer.

All Officers are elected to serve one year following their election and until their successors are elected and qualified.

Section 2. BOARD OF DIRECTORS: The Board of Directors shall consist of the five officers specified in Section 1 above, five members called Directors, and the retiring President, who automatically assumes a Directorship for one year. All must be paid Active Members of the Chapter at election and during their term of office.

Section 3. ELECTION OF OFFICERS AND DIRECTORS: All officers, except the President and First Vice-President, are to be elected annually. This includes the Second Vice-President, Secretary, Treasurer, and open Directorships. This automatic succession may be changed through recommendation of the Nominating Committee, ratified by a simple majority of those present at the next Chapter meeting. The First Vice-President shall be President-Elect. The Second Vice-President shall be First Vice-President-Elect. The President-Elect shall be empowered to appoint, prior to becoming President (normally these appointments to be just prior to the National Seminar), committees and/or Committee Chairpersons who will serve during his term as President.

Officers shall be elected to serve for one year. The Nominating Committee may renominate any officers for an additional one-year term, not to exceed six years total.

Section 4. EXECUTIVE COMMITTEE. The Executive Committee shall consist of President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Section 5. OFFICIAL NEWSLETTER: The BADGER CHAPTER NEWS shall be the official communications organ for the Chapter and shall be used to notify all members of regular and/or special Chapter meetings and associated Chapter activities conducted by the President, other Officers and the Board of Directors. Editorship shall be an annual discretionary appointment of the President with approval of the Board of Directors.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD MEMBERS

Section 1. PRESIDENT: The President shall preside at meetings of the Chapter and of the Board of Directors, shall sign all official documents, appoint all committees except as otherwise provided herein, and perform such other duties as are usually required by this office. The President shall be an ex-officio member of all committees, either standing or special, except the Nomination Committee. With approval of the Board of Directors, the President may make interim appointments to vacancies in offices or among the elective Directors for the unexpired term of such offices.

Section 2. FIRST VICE-PRESIDENT: In the absence of the President, or in the case of disability or departure from office, the First Vice-President shall perform the duties of the President. The First Vice-President will be responsible for the programs of the Chapter and such responsibilities as assigned by the President.

Section 3. SECOND VICE-PRESIDENT: In the absence of the First Vice-President, or in the case of disability or departure from office, the Second Vice-President shall perform the duties of the First Vice-President. The Second Vice-President will be responsible for the membership campaign for the Chapter and such responsibilities as assigned by the President.

Section 4. SECRETARY: The Secretary shall record official Chapter proceedings and conduct any official correspondence as the office and duties may require and shall keep a roll of members.

Section 5. TREASURER: The Treasurer shall collect all dues, receive and take charge of all Chapter monies and assets and their safekeeping, sign all checks and make financial reports as requested.

Section 6. BOARD OF DIRECTORS: The Board of Directors shall have general supervision of all Chapter business; shall pass upon and authorize the annual budget-controlling expenditures; shall pass upon, authorize and audit any expense not previously included or any expense incurred in excess of the approved annual budget; pass upon eligibility of applicants for membership; pass upon the expulsion of members; fill all vacancies; approve all appointments; heal all grievances; consider and dispose of all matters referred to it by the Chapter or the Executive Committee. Any duties not specifically mentioned which tend to better the welfare of the Chapter shall automatically fall upon the Board of Directors for their completion.

Section 7. EXECUTIVE COMMITTEE: The Executive Committee is empowered to vote on official business of the Association for the Board of Directors. Its vote on all matters shall be unanimous. A written report will be circulated to all members of the Board of Directors within ten days of official Executive Committee action. Additional duties shall include development of proposed programs for consideration of the Board and execution of approved plans, expenditure control, the promotion, growth and development, along with the administration and operation of the affairs of the Chapter.

ARTICLE VII - COMMITTEES

Section 1. STANDING COMMITTEES: The Standing Committees of this Chapter shall be as follows: Program, Membership, Finance, Nominating, Communications, Social, or any other committees that may be so designated by action of the Board of Directors. The President shall appoint all Standing Committees, as well as such other committees as may be deemed necessary.

Section 2. PROGRAM COMMITTEE: The Program Committee shall consist of the First Vice-President as Chairperson, together with such other members as the First Vice-President may appoint. It shall be the duty of this committee to provide the programs and make all other arrangements for all regular meetings of the Chapter.

Section 3. MEMBERSHIP COMMITTEE: The Membership Committee shall consist of the Second Vice-President as Chairperson, and at least two other members. It shall be the duty of this Committee to solicit applications for membership and to promulgate Chapter activities that will help increase the membership. Its members shall act as official greeters and hosts at all Chapter gatherings. It shall also be responsible for promoting attendance at Chapter meetings.

Section 4. FINANCE COMMITTEE: The Finance Committee shall consist of the Treasurer as Chairperson, together with two other members. It shall be the duty of the Finance Committee to recommend broad fiscal policy to the Board of Directors; prepare the budget for the fiscal year, and submit it to the Board of Directors for approval at its first fiscal year meeting; analyze the Treasurer's reports and, at all times, be familiar with and guard the financial substance of the Chapter.

Section 5. NOMINATING COMMITTEE: The Nominating Committee shall consist of a Chairperson and four other members; one a member of the Board of Directors (except the President as outlined in ARTICLE VI, Section 1). This Committee shall select and present to the annual meeting, nominees for each of the Officer and Board positions becoming vacant.

Section 6. COMMUNICATIONS COMMITTEE: The Communications Committee shall consist of a member of the Board of Directors as Chairperson, plus other members as the Chairperson may appoint, plus subcommittees of Publicity, Newsletter, Chapter Recognition and Historian. Each subcommittee will consist of a Chairperson and two other members as the subcommittee Chairperson may appoint. This committee and its subcommittees shall be responsible for the total communications of the Chapter.

Section 7. SOCIAL COMMITTEE: The Social Committee shall consist of a member of the Board of Directors as Chairperson and other members as the Chairperson may appoint, plus subcommittees of Hospitality, Golf Outing, Christmas Party and Awards. The subcommittees should consist of a Chairperson and other members as the subcommittee Chairperson may appoint. Their duties shall include responsibility for the total social activities of the Chapter.

ARTICLE VIII - FISCAL YEAR

The fiscal year of this Chapter shall be May 1 to April 30.

ARTICLE IX - ELECTIONS

The Nominating Committee shall, at the last regular meeting of the Chapter's current fiscal year, present nominees for all offices to be filled. Additional nominations may be made from the floor. Election at this meeting, shall be by ballot or acclamation. Only Active Members present at

the meeting are permitted to vote. The candidate receiving the highest number of votes cast for each office shall be declared elected and shall take office on May 1 next.

ARTICLE X - MEETINGS

Section 1. REGULAR MEETINGS: There shall be a regular meeting of the Chapter at least once per month, except during July and August, unless otherwise determined by the Board of Directors.

Section 2. SPECIAL MEETINGS: Special meetings of the Chapter may be called at any time by the Board of Directors, or by the President, or on request of any ten members of the Chapter, provided, however, proper notice, stating the object of such meeting shall be given to each member of the Chapter at least five days prior to such meeting.

Section 3. BOARD OF DIRECTORS' MEETINGS: The Board of Directors shall meet as often as may be necessary for the proper conduct of the business of the Chapter. Special meetings of the Board of Directors may be called at any time at the direction of the President, or upon request of any three members of the Board of Directors.

Section 4. EXECUTIVE COMMITTEE MEETINGS: The Executive Committee shall meet as often as may be necessary for the proper conduct of the business of the Chapter.

Section 5. RULES OF ORDER. Robert's Rules of Order shall govern all meetings, but will not preempt these Bylaws.

ARTICLE XI - QUORUMS

Twenty percent (20%) or more voting members shall constitute a quorum at any regular or special Chapter meeting. Six Directors shall constitute a quorum at any Board of Directors' meeting. Four Executive Committee members shall constitute a quorum at any Executive Committee meeting.

ARTICLE XII - AMENDMENTS

The Bylaws may be altered, amended, revised or repealed by a two-thirds vote of the Active Members present and voting at any regular meeting, or at any special meeting called

for that purpose -- provided a notice designating the Section or Sections it is proposed to alter, amend, revise or repeal has been mailed to each member of the Chapter at least one meeting previous to the date of the meeting where the change will be voted.