

Bylaws of  
Western Washington Agricultural Association  
(Amended as of, 2022)

**Article I. Membership**

Section 1. Qualifications.

Only individual proprietors, land owners with Schedule F income of \$5,000 or more, firms, trusts, partnerships, companies, and corporations who are engaged in agricultural production and allied industries (“Allied Industry” shall include persons from firms who provide services or supply equipment or materials to agricultural producers) are eligible for voting membership of this Association. Any person who retires as a member of the Association shall be deemed an Associate Member. Membership is subject to Board approval.

Section 2. Membership Rights.

- a.) The right to vote at all meetings of members, directly or by proxy, shall be restricted to members who have paid their dues and are in good standing with the Association. Each member shall have one vote, including a trust partnership, company, or corporation having more than one representative. Members who are not a natural person may vote via any individual officer, or member duly authorized in writing.
- b.) Associate membership shall include retired members, each with the right to attend membership meetings and have access to all publications of the Association, including budget information.

**ARTICLE II. Meetings**

Section 1. Meetings of Members

The annual Meeting of the members of the Association shall be held not later than the last day of the first quarter of each year, the date, time, and place to be designated by the Board of Directors. At the Annual Meeting or any adjournment of that meeting the members shall elect by ballot the directors and officers hereinafter provided, and the members shall transact such other business as may properly come before them. Special meetings of the members may be called at any time by the President, or a two-thirds (2/3) vote of the Board of Directors or shall be called by the President upon written request signed by a majority of the members of the Association.

Section 2. Meetings of the Board

Meetings of the Board shall be held not less than each quarter and at dates, times, and places as designated by the Board of Directors. Special meetings of the Board may be called at any time by the President, or a two-thirds (2/3) vote of the Board of Directors or shall be called by the President upon written request signed by a majority of the members of the Board.

Section 3. Notice of Meetings

Notice of meetings of members or the Board shall be deemed to have been duly given if sent by

email or by placing them in the mail, postage prepaid, to the member at the members last known address. Said notice must be emailed or mailed at least five (5) days prior to such meeting.

#### Section 4. Proxy

Any member who is unable to attend a meeting of the Association may complete a proxy in a form furnished by the Association to any member desiring to vote. Proxies are not allowed for Board meetings.

#### Section 5. Quorum

A Board of Director quorum in attendance at meeting(s) of members, with notice of meeting (no less than 5 days prior) provided to members, shall constitute a quorum for the transaction of business.

#### Section 6. Parliamentary Procedure

Standard parliamentary procedure under *Robert's Rules of Order Revised* shall be applied by the chair of the meetings.

### **Article III. Board of Directors**

#### Section 1. Number of, Election, and Term of Office

The affairs of the Association shall be managed by a Board of Directors, not to exceed eleven (11) in number, who shall be elected by the members from the membership in good standing. The term of office shall be three (3) years or until the director's successor is elected and qualified, should the director resign prior to the end of their term. Each director may serve up to two consecutive terms. After serving two consecutive terms, a director may not run for election again for at least one year.

The directors shall be elected at the Annual Meeting of the members of the Association.

#### Section 2. Classification

The Board of Directors shall be drawn from a cross section of the members by virtue of the director's engagement in agricultural production or allied industry. At least six (6) of the total number of directors may be chosen from those engaged in horticultural production. In selecting directors from production categories, consideration shall be given to representation of a broad range of agricultural producers.

#### Section 3. Vacancies

Vacancies in the Board of Directors by reason of death, resignation, disqualification as a member, violation of the Board Member Agreement, or for other causes shall be filled by the remaining directors by a majority vote. Such successor shall serve until the next Annual Meeting of the members of the Association, when they will stand for election by the members to any unexpired terms.

#### Section 4. Powers of Directors

The Board of Directors shall have the general management and control of the business and

affairs of the Association and shall have all the powers that may be exercised or performed by the Association under the statutes, Certificate of Incorporation, and Bylaws.

Section 5. Accounting Period

The Board of Directors shall determine the accounting period and shall obtain the services of a certified public accountant to audit the books of the Association at the close of business each year.

Section 6. Standing and Special Committees

The president, with the advice, consent, and approval of the Board of Directors, shall appoint committees necessary and usual in the conduct and operation of the business of the Association.

The president shall, prior to the Annual Meeting, appoint a Nominating Committee to consist of three (3) or more members giving consideration to the classifications with respect to their right of representation on the Board who shall, prior to or at the Annual Meeting, nominate and submit to the members a list of nominees for the Board of Directors. Nominations may also be made for directors of the Association at the Annual Meeting.

**Article IV. Officers**

Section 1. Enumeration

The offices of this Association shall consist of president, vice president, secretary, and treasurer. All officers shall be selected from board members who are engaged in horticulture production. The Board of Directors shall have the right to name the Executive Director and other agents of the Association.

Section 2. President

The president shall preside at all meetings of the directors and members and shall have general charge of the affairs of the Association, subject to the action of the Board of Directors.

Section 3. Vice President

The vice president shall perform such duties as may be assigned to him by the Board of Directors. In case of death, disability, disqualification, or absence of the president, he shall perform and be vested with all the duties and powers of the president.

Section 4. Secretary

The secretary shall keep a record of the minutes of the proceedings of meetings of members and directors and shall give notice as required by the Bylaws of all such meetings. He shall have custody of all books, records, and papers of the Association, except the funds of the Association.

Section 5. Treasurer

The treasurer shall keep all accounts and moneys of the Association received or disbursed and shall deposit all moneys and valuable in the name of and to the credit of the Association in such banks or depositories as the Board of Directors shall designate. All checks of the Association shall be countersigned by the treasurer or other officer designated by the Board. The treasurer shall furnish such surety bond as may be required by the Board of Directors.

Section 6. Compensation

The compensation of all officers and the Executive Director shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the Board.

**Article V. Amendments**

The Bylaws of this Association may be amended at any regular Board of Directors meeting, PROVIDED, the vote is on the Board of Directors meeting agenda, and captured in the meeting minutes. At least two-thirds (2/3) of the directors must be present to vote on amendment of Bylaws. The amendment of the Bylaws must pass by a majority vote of the directors who are voting.

**Article VI. Dues Guidelines**

Section 1.

Association members establish minimum annual dues based on the following schedule: These dues shall be payable not later than December 31<sup>st</sup> of the preceding year in which membership is extended and can be paid semi-annually or annually.

Producer:	\$5/farmed acre
Allied Industry	\$500
Associate	\$250

\*Minimum Association membership dues should be no less than \$250 annually for Associate members and \$500 annually for horticultural production members.