

Bylaws of
Western Washington Agricultural Association
(Amended as of Jan 25, 2019)

Article I. Membership

Section 1. Qualifications.

Only individual proprietors, firms, trusts, partnerships, companies, and corporations who are engaged in agricultural production and allied industries, including suppliers, are eligible for voting membership of this Association. Agricultural producers shall pay a minimum of \$2.00 per acre and allied industries shall pay a minimum of \$500 per enterprise in order to be a voting member. Any person who retires as a member of the Association shall be deemed an Associate Member.

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 by 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. Associate members shall not have voting rights.

Section 3. Meetings of Members

The annual Meeting of the members of the Association shall be held not later than the 10th day of February 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 4. Notice of Meetings

Notice of meetings of members and of all matters concerning members shall be deemed to have been duly given by placing them in the mail, postage prepaid, to the member at the members last known address, at least five (5) days prior to such meeting.

Section 5. 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.

Section 6. 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 7. Parliamentary Procedure

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

Article II. 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 ten (10) in number, who shall be elected by the members from the membership in good standing. The term of office shall be three (3) years and until the director's successor is elected and qualified.

The directors shall be elected at the Annual Meeting of the members of the Association, but if any such Annual Meeting is not held or, if the directors be not elected, they may be elected at any Special Meeting of the members held for that purpose.

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. "Allied Industry" shall include persons from firms who provide services or supply equipment or materials to agricultural producers. Up to six (6) of the total number of directors may be chosen from those engaged in horticultural production. At least one (1) director shall be representative of the following classifications: (1) the cattle or dairy industry, (1) fruit or berry production, and (1) agricultural supplier. In selecting directors from specialty 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, or 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 5. 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 6. Compensation of Directors

The directors may be reimbursed for their reasonable expenses paid or incurred for the attendance at any meeting of the Board and may receive a reasonable per diem for such meeting and may be paid for any special work duly authorized by the Board.

Section 7. 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 8. 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 III. Officers

Section 1. Enumeration

The offices of this Association shall consist of president, vice president, secretary, and treasurer. The Board of Directors shall have the right of naming other agents and employees 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.

The secretary may be a member of the Board of Directors or, upon motion of the Board of Directors, may be selected on the basis of a qualification without reference to membership.

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. The treasurer shall be a member of the Board of Directors of the Association. 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 employees shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the Board.

Article IV. 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. A two-thirds (2/3) vote of the Board of Directors is required to amend Bylaws; PROVIDED, that if the total vote upon the proposed amendment shall be less than one half (1/2) of the Board of Directors, such amendment shall not be approved.

Article V. Dues Guidelines

Section 1.

Association members establish minimum annual dues based on the following schedule: These dues shall be payable not later than December 31st 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	\$100

*Minimum Association membership dues should be no less than \$100 annually