

**BYLAWS  
OF  
NATIONAL ASSOCIATION OF PLANT BREEDERS, INC.**

**Article I: Name, Incorporation, and Offices**

Section 1. **Name.** The name of this corporation is the National Association of Plant Breeders, Inc. (hereinafter referred to as NAPB).

Section 2. **Incorporation.** Initially, NAPB shall be incorporated under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

Section 3. **Offices.** As long as NAPB is incorporated in the State of Wisconsin, NAPB shall have a registered office at all times in the State of Wisconsin as required by the Wisconsin Nonstock Corporation Law. Initially, the registered office of NAPB shall be c/o Alliance of Crop, Soil and Environmental Science Societies, Inc., 5585 Guilford Road, Madison, Wisconsin 53711. Initially, the registered agent shall be Ellen Bergfeld at that address. The initial principal office of NAPB shall be at the same address. The board of directors may from time to time change the registered agent, the registered office, or the principal office.

**Article II: Purposes and PBCC**

Section 1: **Purposes of NAPB.** The purposes of NAPB shall be generally those of a charitable, educational, or scientific organization as described in Internal Revenue Code section 501(c)(3). To the extent consistent with those general purposes, NAPB shall strengthen national capacities for plant breeding research, technology, education, and public awareness to meet needs for plants on which the world relies for food, fiber, fuels, environmental stewardship, aesthetics, recreation, and human health. To this end, NAPB shall (1) promote effective research, (2) facilitate dissemination of scientific information, (3) sponsor an annual meeting of plant breeders, (4) foster high standards of education, (5) strive for high standards of professional ethics among members, (6) promote advancements in the profession of plant breeding, and (7) cooperate with other organizations having similar objectives.

Section 2: **Relationship to PBCC.** NAPB shall work closely with the Plant Breeding Coordinating Committee (PBCC). The PBCC is an unincorporated association of institutions that engage in plant breeding. The PBCC was established as a multistate research coordinating committee administered by the Southern Association of Agricultural Experimental Station Directors. The PBCC provides plant breeders with opportunities to work cooperatively and coordinate activities to solve problems of common interest and concern.

### **Article III: Composition of NAPB**

Section 1. **Members.** NAPB shall have members as described below.

Section 2. **Directors and Officers.** NAPB shall have a board of directors as described below, consisting of the officers described below.

### **Article IV: Membership**

NAPB shall have five classes of members: (1) active, (2) corporate, (3) graduate student, (4) undergraduate student, and (5) subscriber.

Section 1. **Active Members.** Active members are individuals who have an active interest in the objectives of NAPB and who pay dues as determined by the board. Active members may vote, hold office, attend all NAPB meetings, present and participate in all paper sessions, and publish in NAPB publications, subject to the editorial policies and practices of the publications. Active members may subscribe to NAPB publications at rates designated by the board of directors.

Section 2. **Corporate Members.** Corporate members are corporations or businesses that pay dues as determined by the board. Corporate members have only such privileges as are authorized by the board of directors. An individual designated by a corporate member firm as its representative shall be accorded all the privileges of an active member, except that he or she may not, by virtue of the corporate membership, vote or hold an NAPB office.

Section 3. **Graduate Student Members.** Graduate student members are individuals who are graduate students in plant breeding, horticulture, crops, agronomy, agriculture, soils, or another closely related science and who pay dues as determined by the board. Graduate student members have the same privileges as active members, except that they may not hold an NAPB office. The term of a graduate student membership is limited to seven years and shall cease on completion or termination of graduate study, whichever comes first. One year of graduate student membership will be allowed while transitioning full time into the profession, provided that seven years of eligibility have not yet been completed. NAPB may request evidence of graduate student status.

Section 4. **Undergraduate Student Members.** Undergraduate student members are individuals who are undergraduate students and who pay dues as determined by the board. Undergraduate student members have the same privileges as active members, except that they may not vote or hold an NAPB office. The term of an undergraduate student membership is limited to five years and shall cease at the end of the fifth membership year or on completion or termination of undergraduate study, whichever comes first. NAPB may request evidence of undergraduate student status.

Section 5. **Subscriber Members.** Subscriber members are individuals or organizations (such as libraries, corporations, government agencies, or institutions) who subscribe to NAPB newsletters or other NAPB publications. Subscriber members may not vote, hold office, or present papers at annual meetings. Subscriber members shall pay no dues, but shall pay the subscription fee, if any, for the applicable publication.

Section 6. **Annual Meetings.** NAPB shall hold an annual meeting of the members at a time and place determined by the board of directors. The annual meeting shall serve as a primary event for the gathering of plant breeders and the dissemination of information in the field of plant breeding. At the annual meeting, the NAPB members present shall vote on the NAPB officers for the upcoming year. A vote of a majority of the members present shall constitute the action of the members on any matter that comes before the members.

## **Article V. Board of Directors**

Section 1. **General Powers.** The corporation and its affairs shall be managed by a board of directors. The board of directors shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporation Law, except as limited by the articles of incorporation or these bylaws.

Section 2. **Number, Tenure, and Qualifications.** The board of directors shall consist of the six individuals who hold the following corporate offices: president, vice-president, secretary, treasurer, web editor, and past president. Each director shall remain a director for as long as he or she holds one of those corporate offices.

Section 3. **Annual and Regular Meetings.** The annual meeting of the board of directors shall be held at generally the same time and place as the annual meeting of the members. The board of directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution. At any annual or regular meeting, the board may transact any business that comes before the board.

Section 4. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of any director for the purpose of conducting business on any matter described in the notice of the meeting. The director calling any special meeting of the board of directors may fix any reasonable time or place for the holding of the special meeting.

Section 5. **Notice of Meeting.** Except as otherwise provided in the bylaws, notice of a meeting of the board of directors shall be given to each director at least 5 days prior to the meeting. The attendance of a director at (or participation in) a meeting shall constitute a waiver of notice of such meeting, except where a director objects at the meeting to the transaction of any business because the meeting is not lawfully called or

convened. Neither the business to be transacted at, nor the purpose of, any annual, regular meeting of the board of directors need be specified in the notice of such meeting.

Section 6. **Participation by Telephone or Electronic Messaging.** Any or all directors may participate in a board meeting or in a committee meeting (and any meeting may be conducted) through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

Section 7. **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 8. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 9. **Conduct of Meetings.** Meetings of the board of directors shall be chaired by the first office holder listed below who is present at the meeting: president; vice president; treasurer; any director chosen by the directors present. The secretary of the corporation shall record the actions taken at the meeting. In the absence of the secretary, the chair may appoint any person present to act as the secretary of the meeting.

Section 10. **No Compensation.** Directors shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation.

Section 11. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors or a committee thereof which he or she is a member at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. **Committees.** The board of directors, by affirmative vote of a majority of the directors then in office, may designate one or more committees for any purpose. The committees, if any, shall have and may execute such powers as are provided in the resolution of the board of directors designating such committee, as such resolution may

from time to time be amended and supplemented. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

Section 13. **Unanimous Consent Without Meeting.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the board of directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to such action.

Section 14. **Closed Meetings.** The board of directors may by vote of two-thirds of the directors hold a closed meeting.

Section 15. **Open Records.** All records of the board shall be open for inspection by any NAPB member, with the exception of minutes of closed meetings and such other records as the NAPB president shall determine as confidential based on advice of legal counsel. Decisions of the president regarding the confidentiality of records are subject to appeal to the board of directors.

Section 16. **Information to Members.** The members of NAPB shall be kept apprised of NAPB affairs and business via the NAPB newsletter or by other means as deemed appropriate by the board.

Section 17. **Rules of Order.** Robert's Rules of Order will be used as a guide for conducting meetings of NAPB members, the board of directors, and committees.

## **Article VI. Officers**

Section 1. **Number and Titles.** The corporation shall have six principal officers, namely: a president, a vice-president, a secretary, a treasurer, a web editor, and a past president. No two or more principal office positions may be held by the same person.

Section 2. **Duties.** The duties of the officers shall be those enumerated in these bylaws and any further duties designated by the board of directors. The duties specified in these bylaws for particular officers may be transferred to and vested in such other officers as the board of directors shall elect or appoint, from time to time and for such periods or without limitation as to time as the board of directors shall order.

Section 3. **Election and Term of Office.** The principal officers of the corporation shall be determined annually at the annual meeting of the members of the corporation. Until the first annual meeting, however, the principal officers shall be determined by the board of directors elected by the incorporator.

Section 4. **Removal.** Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 5. **Vacancies.** A vacancy in any principal office because of death, resignation, removal, or otherwise, may be filled by an individual appointed by the board of directors to serve until the next annual meeting of the members of the corporation.

Section .6. **President.** The president shall in general supervise and control all of the business affairs of the corporation and shall, when present, preside at all meetings of the board of directors. The president shall chair the elections committee to nominate new officers for election at the next annual meeting of the members of the corporation. The president shall lead fund-raising efforts. The president shall help to develop the corporation's bylaws. The president shall serve as liaison to the administrative advisors of the various State Agricultural Experimental Stations. The president shall coordinate with the corporation's members to evaluate future needs. The president shall organize annual meetings of the members and the directors. The president shall serve as a liaison to the chairperson of each committee.

Section 7. **Vice-President.** The vice-president shall act for the president when the president is not present or not able to act. Generally at the end of his or her term as vice-president, the vice-president shall become the president, except as otherwise determined by the members at an annual meeting.

Section 8. **Secretary.** The secretary shall (a) keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions with these bylaws or as required by law; (c) be custodian of the corporate records; (d) provide continuity with newly-elected officers, and (e) in general perform all duties incident to the office of secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors. Generally at the end of his or her term as secretary, the secretary shall become the vice-president, except as otherwise determined by the members at an annual meeting.

Section 9. **Treasurer.** The treasurer shall (a) oversee the financial records of the corporation and shall report thereon to the board of directors from time to time; and (b) in general perform all duties incident to the office of treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors.

Section 10. **Web Editor.** The web editor shall (a) oversee the maintenance of the corporation's website and domain name; (b) assist with the corporation's mailing list; (c) post minutes of meetings on the website, and (d) in general perform all duties incident to the office of web editor and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors. The web editor is generally elected for a two-year term.

Section 11. **Archivist.** The board of directors shall appoint an individual to serve as NAPB archivist, who shall (a) maintain the history and records of NAPB, (b) arrange for photographs at annual meetings, (c) have the NAPB website include biographies of famous plant breeders, and (d) work with the web editor to post documents and photographs of interest to the members.

Section 12. **Assistants.** The board of directors shall have the power to appoint any person to act as assistant to any officer, and such assistant shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the board of directors.

Section 13. **Liaisons.** The board may appoint individuals to serve as liaisons between NAPB and other organizations.

Section 14. **Committees.** The board of directors shall have the power to create committees, appoint committee members and chairpersons, and assign duties to the committees and committee members.

Section 15. **No Compensation.** Officers, archivists, assistants, liaisons, and committee members shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation.

## **Article VII. Nonliability and Indemnification**

Section 1. **Nonliability.** A member, director, officer, employee, agent, or volunteer of NAPB is not liable for NAPB's debts or obligations and is not liable for any loss or damage suffered by the individual on account of any action taken or omitted to be taken by him or her in such capacity, in good faith, if such individual (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for NAPB or upon statements made or information furnished by officers or employees of NAPB which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which the individual may be entitled as a matter of law.

Section 2. **Indemnification.** Every individual who is or was a director or officer of NAPB shall (together with the heirs, executors and administrators of such individual) be indemnified by NAPB against all costs, damages, and expenses asserted against, incurred by, or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such

officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interest of NAPB and with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all rights to which officers or directors may be entitled as a matter of law.

Section 3. **Transactions with the Corporation.** No contract or other transaction between NAPB and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors which authorizes, approves or ratifies the contract or transaction (by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors); or (b) the contract or transaction is fair and reasonable to NAPB. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes, approves or ratifies such contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **Article VIII. General**

Section 1. **Seal.** The corporation shall not have a corporate seal.

Section 2. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of December each year.

## **Article IX. Amendments**

Section 1. **By Directors.** These bylaws may be amended or repealed (and new bylaws may be adopted) by the board of directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance. Nevertheless, any bylaw specifically adopted by the members may not be amended or repealed by the board of directors unless such amendment or repeal is approved by a majority of the members present at an annual meeting.

Section 2. **Implied Amendments.** Any action taken or authorized by the board of directors, which would be inconsistent with the bylaws then in effect, but which is taken or authorized by affirmative vote of not less than the number of directors required to



amend the bylaws (so that the bylaws would be consistent with such action), shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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I, Elizabeth A. Lee, secretary of NAPB, hereby certify that the above bylaws were adopted by the board of directors on the \_\_\_ day of \_\_\_\_\_, 2012.

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Elizabeth A. Lee

\_\_\_\_\_, 2012