



NAPB, Inc. Governance Policy

(Approved Feb. 2013)

Background information:

- NAPB is incorporated in the State of Wisconsin. As such the Wisconsin Nonstock Corporation Law requires NAPB to maintain registered office within the State of Wisconsin. Our current office is at: Alliance of Crop, Soil and Environmental Science Societies, Inc., 5585 Guilford Road, Madison, Wisconsin 53711. – from NAPB's by-laws
- NAPB's specific objectives are to: (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. – from NAPB's by-laws
- NAPB has five membership classes: (1) active, (2) corporate, (3) graduate student, (4) undergraduate student, and (5) subscriber. Graduate students have all of the same privileges as active members except that **they may not hold an NAPB office**, but they can vote (at annual meetings). Undergraduate students **cannot hold an NAPB office, nor can they vote**. The active, corporate and subscriber categories really are not applicable until there are membership dues involved. The governance document will need to be updated to define the restrictions on those membership categories at that time. – from NAPB's by-laws
- Voting on upcoming NAPB officers for the year is done at the annual meeting. – from NAPB's by-laws
- The NAPB Board of Directors (BOARD) is responsible for the corporation and its affairs. The BOARD consists of the 6 individuals (DIRECTORS) who hold the following offices: president, vice-president, secretary, treasurer, web editor, and past president. – from NAPB's by-laws
- The BOARD is required to hold both an **annual meeting**, as well as **regular meetings**. Technically 5-day notice is required for a meeting, but the purpose of the meeting does not need to be stated. – from NAPB's by-laws
- Quorum consists of a **majority of DIRECTORS (4)** for the transaction of business at any meeting of the BOARD. – from NAPB's by-laws
- Chairing the meetings is done by the highest-ranking officer present: president, vice-president, treasurer, followed by any other DIRECTOR

- present. Secretary is responsible for taking minutes, in the secretary's absence the chair may appoint someone to take minutes. – from NAPB's by-laws
- Actions taken without a meeting require unanimous consent of the 6 DIRECTORS in writing. Two-thirds majority of the DIRECTORS is required to hold a closed meeting. – from NAPB's by-laws
 - Robert's Rules of Order will be followed for the meetings. – from NAPB's by-laws
 - Any officer can be removed by the BOARD, when it is deemed to be in the best interest of NAPB. Vacancies can be filled by appointment by the BOARD to serve until the next annual meeting. – from NAPB's by-laws
 - NAPB's fiscal year ends on Dec. 31st of each year. – from NAPB's by-laws
 - Changes to the by-laws (amendments, repealing) requires majority vote of the BOARD at any meeting where quorum is present. However, if the by-law in question was specifically adopted by the members, then this involves a vote of the members at the annual meeting (simple majority). – from NAPB's by-laws
 - The NAPB-PBCC executive committee (EC) consists of the following: The NAPB-PBCC executive committee consists of the following: the NAPB BOARD, the PBCC Chair, the PBCC Vice-chair, the PBCC Secretary, and the sub-committee chairs or their designates.
 - POSITION STATEMENTS refers to letters of support, comments on policy that affect plant breeding, or any other written statement representing NAPB's view.

The following governance policies have been adopted by the NAPB-PBCC executive committee:

- (1) The monthly meeting business agenda will be emailed to the EC 5 days prior to the phone call.
- (2) As we hold joint EC meetings, the monthly agenda will stipulate the items that require a vote of the NAPB BOARD. It is conceivable that some monthly meetings will not have business items requiring an official vote of the NAPB BOARD. Items that do require a vote of the BOARD include:
 - a. Fiscal expenditures
 - b. Appointments to fill vacancies (sub-committee chairs, NAPB DIRECTORS)

- c. Striking new sub-committees or ad-hoc committees
 - d. Changes to the by-laws
 - e. Final approval of the annual meeting location, host and budget.
 - f. Final approval of official position statements. (However any position statements will be drafted in consultation with the EC and with inputs from membership. POSITION STATEMENTS may be made available for comment from membership prior to final approval when time permits.)
- (3) In the event that an item requires a vote and quorum is present, we propose that the entire EC on the phone call discuss the item. However, once the vote is called the NAPB BOARD members present will email their vote to the NAPB secretary or the individual appointed to serve as meeting secretary. Simple majority is sufficient in most cases. Voting cannot be done via proxy.
- (4) In the event that an item requires a vote and quorum is not present, we propose that the agenda item be tabled until the next meeting, without further discussion of the item.
- (5) Treasurer's reports will be given quarterly. However in the event that there is an agenda item that involves fiscal expenditures by NAPB, a current treasurer's report must be made.
- (6) Graduate students cannot serve as officers on sub-committees as they cannot hold an NAPB office. They can be active voting members of the sub-committees and strongly encourage active participation of the graduate students in all of our committees.