

**CONSTITUTION AND BYLAWS  
of the  
WYOMING CROP IMPROVEMENT ASSOCIATION**

**Constitution**

**Article I. Name**

Section 1 This organization shall be known as the **Wyoming Crop Improvement Association**.

**Article II. Objects**

Section 1 The objects of the Association are:

- A. To encourage the development, introduction, maintenance and use of high quality crop seeds of improved, adapted varieties and gerplasms.
- B. To provide for the production, multiplication, and dissemination of Foundation, Registered, and Certified seed stocks.
- C. To collect and disseminate information concerning the growing, harvesting, storing and handling of seeds of the staple crops.
- D. To support and further the Wyoming seed industry by providing educational materials and programing for seed producers and seed consumers, and by cooperating with other entities with the same goals.
- E. To promote state and national legislation so that the purposes of this and similar organizations may become more effective.
- F. To develop and recommend the adoption of standards, rules and procedures for certified seed and plants which meet or exceed the minimum requirements for seed certification as established by the Association of Official Seed Certifying Agencies and the applicable requirements of the Wyoming State Seed Law and the Federal Seed Act.

**Article III. Membership**

Section 1 Any person, firm, corporation, or organization interested in or actively engaged in the growing, breeding, improving or handling of improved crop seeds may become a member of this Association upon the receipt of the annual membership fee An explanation of the membership categories and the membership fees shall be published in the seed grower's handbook. Membership categories shall consist of the following:

- A. Voting members – Producers, conditioners and contractors of certified seed
- B. Non-voting members – Associate members with an interest in quality seed

## Article IV. Board of Directors

- Section 1 The management of this association shall be vested in a Board of Directors.
- Section 2 The Board of Directors may establish memoranda of understanding with cooperative agencies concerning working agreements between the Wyoming Crop Improvement Association and cooperating entities.
- Section 3 The Board of Directors of this Association shall consist of at least four (4) bona fide seed growers who have produced a certified seed crop four of the last five years and living in their respective district. In addition, a district shall qualify for one additional director when the number of growers is more than twenty and less than 41. If the number of growers from any district exceeds 40, they shall elect an additional director. The maximum number of directors from any district shall be three (3).

### WCIA Districts

1. *Northwestern District*, composed of the counties of Big Horn, Fremont, Park, Washakie and Hot Springs.
2. *Southwestern District*, composed of the counties of Teton, Lincoln, Uinta, Sublette, Sweetwater, and Carbon.
3. *Northeastern District*, composed of the counties of Sheridan, Johnson, Campbell, Crook, Weston, Natrona and Converse.
4. *Southeastern District*, composed of the counties of Albany, Goshen, Laramie, Platte, and Niobrara.

- Section 3 The president and vice-president shall be elected from the Board of Directors. The secretary and treasurer shall be elected from the staff of the Wyoming Seed Certification Service. One person may be secretary and treasurer.

## Article V. Duties of Officers

- Section 1 It shall be the duty of the president to preside at all meetings of the Association, to enforce the observance of the rules and regulations of the organization, and to perform such other duties as usually pertain to the office.
- Section 2 In the absence of the president, it shall be the duty of the vice-president to preside and perform the duties of the president.
- Section 3 It shall be the duty of the secretary and treasurer to perform such duties as usually pertain to those offices.
- Section 4 The treasurer shall be properly bonded, the amount of such bond to be determined by the Board of Directors and the cost of the same to be borne by the Association.

## Article VI. Elections

- Section 1 Elections of directors shall be conducted at a meeting of the respective districts, with directors serving two year terms. If more than one director is representing a district,

terms shall be alternated in such manner that all director's terms from that district do not end in any given year. Any eligible member (see Article IV. Sec.3) living in that district may be nominated for director. Voting will be by the members present at the meeting, and may be by secret ballot at the discretion of the meeting chair or at any member's request.

The election of additional directors for a particular district will occur annually at the regular meeting for that district.

The WCIA secretary has the responsibility of determining grower numbers for each district. This information will be provided as needed or upon request.

Section 2 The member receiving the highest number of votes shall be declared elected to the office of director for the given district for a term of two (2) years, taking office at the first annual meeting following the election.

### **Article VII. Meetings**

Section 1 Association meetings may consist of a meeting in each district and one annual meeting. District meetings may be called for or cancelled by the Board member(s) from that district and no less than 50% of the district members responding to a request for a meeting change. District meetings, unless otherwise stated, shall be held the first week of December, and the annual meeting, unless otherwise stated, shall be held the first Thursday and Friday in February. Meeting notice shall be given no less than 10 days before the date of the meeting. Notice may be given by mail, email, or phone.

Section 2 The annual meeting of the Board of Directors and of the association shall be held at the time and place decided upon by the Board of Directors. Due notice of time and place of meeting shall be given to each director and each association member at least 10 days before the holding of the meeting. Notice may be given by mail, email, or phone.

Section 3 Special meetings of the Board of Directors shall be held at the call of the President or upon the request of two or more of the Directors. Ten (10) days written notice shall be necessary unless the Directors unanimously agree to meet with less than 10 days notice. Notice may be given by mail, email, or phone.

Section 3 Meeting agenda items may be submitted to the secretary at any time for consideration at the next meeting. Agenda items proposing changes to certification standards or fees shall be discussed and approved at one or more WCIA District meetings in order to be considered by the membership for at the annual meeting.

Section 4 With the exception of an urgency declaration, action items, including standards and fees, from district meetings shall come before the membership at the annual meeting. Adoption shall require a majority vote of the membership.

- Section 5 If an agenda item is deemed to be time sensitive, and the timing would make its consideration via the previously describe meeting process ineffective, an urgency declaration may be made with a majority vote of the members present at the meeting and subsequent approval of the Board of Directors. Upon such declaration, action items of a time-sensitive nature may be approved after a majority vote at either a district or an annual meeting.

### **Article VIII. Operational and Financial Policy**

- Section 1 The Board of Directors may pay for, or reimburse its members, for reasonable and necessary expenses incurred by the Board of Directors and committee members of the association in conducting the business of the association.
- Section 2 The Fiscal Year for the association shall end on December 31.

### **Article IX. Amendments**

- Section 1 This Constitution may be amended by a two-thirds vote of the members voting by mail ballot.
- Section 2 The Board of Directors may submit suggested amendments to the Constitution to the membership, giving at least 15 days for the return of the ballots before the vote is determined.

### **Article X. 2004 Amendments**

The following amendments were adopted on 1-21-04 to meet the requirements of the IRS in order to recognize the **Wyoming Crop Improvement Association** as a 501(c)(3) organization.

- Section 1 Said association is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).
- Section 2 No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes.
- Section 3 No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- Section 4 Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by an association exempt from

Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

Section 5

Upon dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State, or Local Government for a public purpose.

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# WYOMING CROP IMPROVEMENT ASSOCIATION

## Bylaws

### Article I. Quorum

- Section 1 One half of the voting directors plus one director shall constitute a quorum for a meeting of the Board of Directors.
- Section 2 Members attending a meeting of this association in person or remotely shall constitute a quorum.

### Article II. Dues

- Section 1 The amount of the annual membership dues shall be due and payable by the member to the Wyoming Crop Improvement Association on August 1 of each year.

### Article III. Penalties

- Section 1 All complaints on the use of fraudulent or other undesirable methods in the handling, sale, or exhibiting of seed shall be referred in writing to the Board of Directors.

### Article IV. Rules of Order

- Section 1 All meetings of the Association shall be guided by Robert's Rules of Order.

### Article V. Committees

- Section 1 The President shall appoint annually the Financial Review committee, and such other committees as necessary.

### Article VI. Vacancies

- Section 1 Where a vacancy occurs in the office of an elected director because of resignation, death, or other reasons, the vacancy shall be filled from the district in which the vacancy occurs by a majority vote of the Board of Directors. Such appointment shall hold office until the next annual election of the Association.