



# Association of Women in Agriculture Benefit Corp.

## ARTICLE I

**Section 1 - Purpose of Bylaws** The purposes of the Corporation, also referred to as AWABC, are set forth in the Articles of Incorporation. These Bylaws are the rules adopted by the Corporation for the general regulation and management of its affairs.

## ARTICLE II

### **Section 1 – Membership**

A. No person in this Association is excluded from membership, officer positions, or participation on the basis of his or her race, color, creed other than commitment to the beliefs of the organization, religion, national origin, disability, ancestry, age, sexual orientation, pregnancy, marital status or parental status, or, unless exempt under Title IX, sex.

B. All members (including student members) must abide by the rules and policies set forth in these bylaws to remain a member in good standing.

C. The Board of Directors will be authorized to determine the charge for membership dues. Proposed changes to the dues structure may come from the Advancement Committee and must be approved by the Board. Pricing of the different membership dues will be outlined in the Standard Operating Procedures.

### **Section 2 - Types of Membership**

#### *A. Alumni Membership*

1. Membership in AWABC shall include alumni of the Association of Women in Agriculture student organization who have expressed an interest in AWABC and share the same goals.

2. Alumni members in good standing shall abide by the dues structure outlined in the Standard Operating Procedures.

3. Alumni members in good standing are eligible for all corporation elected principle offices and committee chair positions. They have full voting privileges.

#### *B. Student Membership*

1. Membership in AWABC shall include student members as outlined within the bylaws of the UW-Madison Association of Women in Agriculture.

2. Student members in good standing shall abide by the dues structure outlined in the Standard Operating Procedures.

3. Student members in good standing are eligible to participate in all AWABC committees. They have full voting privileges.

### *C. Associate Membership*

1. Associate members include any individual with an expressed interest in AWABC and the goals of this association, who is not an alumna.

2. This form of membership shall be designated 'Associate Member.' Associate members shall have all the voting privileges of a paid alumni member.

3. Associate members may not hold a principle office as outlined in Article III, Section 7 but may hold other positions in AWABC, such as a Director-at- Large or a Committee Chair.

4. Associate members of AWABC shall abide by the dues structure set by the board of directors as outlined in Standard Operating Procedures.

### *D. Friends of AWABC*

1. Friends of AWABC may include any individual who expresses interest in AWABC and the goals of this association.

2. Friends of AWABC are individuals who served on the AWABC Board of Directors, named Outstanding Women in Agriculture and individuals who donate funds to the organization who are not AWABC members.

3. Friends of AWABC members hold no voting rights and are nonpaying members unless they are currently serving on AWABC Board of Directors.

## **ARTICLE III**

### **Section 1 – Board of Directors Composition**

A. One director shall be the senior faculty advisor or paid alumni member with an unlimited term.

B. Two directors shall be the President and Alumni Coordinator of the student organization. Their terms of office shall run concurrent with the term of office for the student organization.

C. Two directors shall be directors-at-large selected by the Corporation for two-year terms. Directors-at-large must have goals common to AWABC's and may be associate members. Directors shall be elected to two-year terms, restricted to no more than two consecutive terms. The term of office for the directors shall begin and terminate with the annual meeting.

D. Four members of the Board of Directors shall be paid alumni members of the AWABC and elected for two-year terms to create the initial Board of Directors. Alumni members are restricted to no more than two consecutive terms on the Board of Directors. Their term of office shall begin and terminate with the annual meeting. It is from these alumni board members that the principle officers as outlined in Article III, Section 7.

E. Six members of the Board of Directors shall be the current chairs of the six standing committees of the AWABC. The term of these positions shall be carried out per Article IV, Section 1.

F. In the event of a vacancy of the Board of Directors, the Board shall have the power to fill any unexpired term.

### **Section 2- Election of the Board of Directors**

A. The President shall appoint a nomination committee of three members from the Corporation membership. It shall be the responsibility of this committee to select at least one nominee for each vacant position on the Board of Directors.

B. Additional nominations on the Board of Directors may be made from the floor during the annual meeting.

C. Formal elections will be held as part of the annual meeting.

### **Section 3 – Removal**

A. Any individual Director may be removed from office, with cause or absences from one-half of the Board of Director meetings in one year, upon vote of a majority of Directors then in office.

### **Section 4 – Vacancies**

A. A vacancy or vacancies on the Board of Directors occurring from any reason other than an increase in the authorized number of Directors may be filled by a majority of the Directors then in office, even though less than a quorum, after considering any recommendation of the nominating committee. Each director so elected shall hold office for the unexpired portion of the term such director was elected to fill and until such Director's successor is elected and qualified.

B. In the event the treasurer is unable to serve, the corporation President shall appoint a successor Treasurer to serve until the following annual meeting.

### **Section 5 – Meetings of the Board of Directors**

A. The meetings of the Board of Directors shall be called by the President or Secretary.

B. Two-thirds members of the Board of Directors shall constitute a quorum, which shall be necessary for the transaction of business.

### **Section 6 – Notice to Directors**

- A. Notice of any meeting of the Board of Directors – in each case specifying the place, date, and hour of the meeting – and shall be given to each Director by delivering notice, orally or in writing, not less than four days before the time set for such meeting or if notification is by mail, by mailing such notice at least seven days before the time set for such meeting.

### **Section 7 – Officers of the Board of Directors**

- A. The principle officers of this Corporation shall be President, Vice President, Secretary and Treasurer.
- B. The principle officer positions may only be held by alumni members serving director-at-large positions.
- C. The President, Vice President, Secretary and Treasurer shall be elected by and from the Board of Directors.
- D. The principle officer election shall take place immediately following the annual meeting. The President and Vice President shall hold office for a term of one year and shall not hold the same office for more than two consecutive years.

### **Section 8 – Duties of the Board of Directors**

- A. The President of the Board of Directors shall have general supervision of the affairs of the Corporation, subject at all time to the policies, control and director of the Board of Directors. The President shall preside at all meetings. The President may sign in the name of the Corporation any instrument of document specifically authorized by the Board of Directors, except when the signing has been expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation. The President shall in general perform the duties incident to the office of President.
- B. The Vice President will, upon resignation or permanent absence of the President or at the request of the President, perform the duties of the President.
- C. The Secretary will keep an accurate account of all proceedings of the AWABC The Secretary will write all communications, issue all notes unless otherwise provided for, and send any necessary notices of meetings to members. All books, paper and other society property will be the Secretary's responsibility, unless delegated to other office. The Secretary will be official custodian of the society, act as historian, submit reports of the Corporation proceedings upon request, and keep an updated attendance record.
- D. The Treasurer will be responsible for the Corporation's financial policy and assets, and will make all disbursements in payment of the Corporation's debts and obligations. The Treasurer will submit reports of the Corporation's financial status upon request of the President and collect corporation membership dues in conjunction with the alumni membership coordinator. The Treasurer will maintain all Corporation accounts as directed by the Board of Directors.
- E. All directors must serve on one standing committee.

## ARTICLE IV

### **Section 1 – Standing Committees**

A. Chairpersons of Standing Committees shall be appointed by the Corporation President. Committee chairs may serve two-year terms, restricted to no more than two consecutive terms. Standing Committees include:

1. House Management – This committee shall always include but not be limited to a Chairperson, House Steward, House Manager, House Assistant, In-House Representative and Out-of-House Representative.

a. The House Management Committee shall conduct all business regarding the management of housing owned by the Corporation.

2. Education – This committee shall always include but not be limited to a Chairperson and the Student Vice President.

a. The Education Committee is responsible for the management of the AWABC scholarship accounts with the University of Wisconsin Foundation. They will also be charged with looking for educational ways to help the students and coordinating the recruitment, selection and distribution of AWABC's scholarships.

3. Financial Management – This committee shall always include but not be limited to a Chairperson, the AWABC's Treasurer and the Student Treasurer.

a. The Financial Management Committee is monitors AWABC's financial records and procedures and makes recommendations regarding investment strategies. They are also charged with delivering a Corporation budget to the Board of Directors for approval. Responsibilities also include the annual audit.

4. Programming - This committee shall always include but not be limited to a Chairperson and the following student coordinators: Alumni, Service, Activities, and Fund-Raising. The Programming Committee plans student and alumni events and oversees the Outstanding Woman in Agriculture, Founders Award and Outstanding Senior selection process.

5. Advancement - This committee shall always include but not be limited to a Chairperson and the Student Fundraising Chair.

a. The Advancement Committee is responsible for membership recruitment, along with increasing the financial resources of AWABC.

6. Communications – This committee shall always include but not be limited to a Chairperson and the following student officers/coordinators: Vice President, Alumni and Communications.

a. The communications committee facilitates the dissemination of information about missions, goals, and programs of the AWABC to members, other organizations with interest in the Association, other professional organizations, supporters, groups affiliated with agriculture and/or the university. Communication with members and partners of the Association of

Women in Agriculture, in addition to the general public, the media, potential student members and other audiences may be needed. Among the vehicles and actions to generate AWABC messaging include:

- \* Coordinating communications with the press including press releases, interviews, and inquiries.

- \* Supporting communication between the students, alumni members and associated partners by maintaining monthly communications in the form of a newsletter, e-alert, or other communication mediums

- \* Organizing and coordinating publicity and outreach.

- \* Supporting, updating, maintaining and overseeing the AWABC website

- \* To suggest and explore alternate technologies for distribution of information about the AWABC including print and electronic means.

- \* To research, develop and execute marketing pieces for different audiences.

B. The Board of Directors will have the right to form a standing or active committee if deemed necessary.

C. Standing committees shall be composed of at least one alumni and at least one student member.

## **ARTICLE V**

### **Section 1 – Membership Meetings**

A. The annual meeting of the AWABC, shall be held each year at a time designated by the Board of Directors.

B. Special meetings for the Association membership may be called at the discretion of the President, subject to approval by the Board of Directors. Special meetings may also be called by a majority of the Board of Directors.

C. Twenty members of the Association may petition the Board of Directors to call a special meeting of the Association membership. The Board of Directors must call a meeting of the general membership within 90 days of receiving the petition from the membership.

D. In the event of a special meeting, notices stating the time, location and purpose of the meeting shall be sent to the membership at least thirty days prior to said meeting.

## **Section 2 – Quorum for Corporation Membership**

A. A quorum for the transaction of the Association's business must consist of 10 percent of the Corporation membership, or 50 individuals, whichever is less.

## **Section 3 – Voting Procedures**

### A. Corporation Membership

1. A member must have paid all dues for the current year and be a member as defined in the Bylaws to be qualified to vote.
2. Voting may be through absentee ballot received prior to the meeting or voting by those qualified members present at the meeting.
3. Motions will be carried by a majority of those qualified voting members except in the following cases:
  - a. Amending the Bylaws will be by two-thirds vote of the membership in good standing of the Corporation. Of the two-thirds - one-third needs to be alumni members and one-third needs to be student members. Voting privileges regarding amendments to the bylaws are only given to alumni and student members in good standing.
4. Elections will be by a majority of those present.

## **Section 4 – Referendum Vote**

A. Amendments to, or changes in these Bylaws may also be made by a referendum vote, by mail or electronic communication, of all the members of the Association for whom a current address is available. The proposed amendment(s) shall pass provided that a majority of the votes received by the Association's headquarters or designated representative within thirty days of the mailing are for adoption. It is the responsibility of the members to give their current address to the Association.

B. Between Corporation meetings, voting may be held by mail or electronic communication. Guidelines are the same as voting for Bylaw amendments. Voting will take place on business deemed necessary by the Board of Directors or by petition of at least twenty members of the Corporation.

## **ARTICLE VI**

### **Section 1 – Corporation Finances**

A. All funds received by the Corporation shall be deposited in accounts designated by the Board of Directors. No funds shall be withdrawn from such accounts except by instruments signed by either the President or Treasurer. Funds may be accepted by, or used by the society from other individuals or organizations when desirable and available. Funds will belong to the Association to use at its discretion, but will not personally benefit the individual members of the Association.

B. The Corporation must practice sound fiscal management.

1. The Treasurer and at least two financial management committee members must perform an internal audit within two months of the close of the fiscal year.
2. Committee chairs must submit a budget to the Financial Management Chair annually.
3. The Financial Management Committee must submit a corporation budget for board approval.
4. The Corporation board must approve a fiscal year operating budget before leases are made available.

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As provided in Article V, Section 3, the bylaws were amended and restated as set forth above by the affirmative vote of at least two-thirds of the members in good standing (including at least one-third of the alumni members and at least one-third of the student members) via an electronic vote of the members at which a quorum was achieved on December 29, 2012.

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Signature of Officer

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Date