

# **WILLAMETTE VALLEY SPECIALTY SEED ASSOCIATION**

## **BY-LAWS**

The Willamette Valley Specialty Seed Association, hereinafter referred to as the WVSSA, will be organized and operated as a non-profit 501(c)(5) in accordance with the United States Internal Revenue Service code governing tax-exempt organizations. These By-laws establish the mission, goals, and rules under which the WVSSA shall operate.

The WVSSA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE I**

#### **Name**

The name of the organization shall be the Willamette Valley Specialty Seed Association. WVSSA is an acceptable abbreviation and may be used interchangeably with the name in official business of the organization.

### **ARTICLE II**

#### **Statement of Purpose**

##### **Mission**

The WVSSA is founded to facilitate the growing of quality specialty seed in the counties of western Oregon that comprise the watershed of the Willamette River. Those counties are designated as Multnomah, Washington, Clackamas, Marion, Yamhill, Polk, Linn, Benton and Lane. These counties shall be called the "Production Area".

The means by which the WVSSA shall carry out its mission will be achieved through the following endeavors:

**Seed Quality Management Program (SQMP):** Develop, implement, and maintain a specialty seed crop field isolation program using grid maps of the Production Area. The purpose of the isolation program will be to separate seed production fields of related species, or other crops with contamination potential, by distances adequate to minimize pollen contamination, thus maximizing genetic purity. The distances adhered to in the isolation program shall be based upon the best knowledge available obtained either through experience or research. Maps of the Production Area will be maintained by the association for the purpose of securing isolations. The rules governing the use of maps and the Isolation Guidelines to be followed for the specialty seed crops grown in the Production Area will be established by the association.

**Educational Program:** Financially support and organize educational meetings for members, growers, and the interested general public regarding topics such as seed production systems, seed handling, seed quality, the importance of the Willamette Valley for specialty seed production, or other issues regarding quality specialty seed production. Support Oregon State University (OSU) Extension educational programs that focus on specialty seed production topics.

**Pest Mitigation Program:** Work cooperatively with universities such as OSU, public agencies such as the Oregon Department of Agriculture, or other organizations that are involved in research, evaluation, or regulation of pest control products in order to facilitate registrations for specialty seed crops. Support efforts with those involved in the development of alternative pest management systems or tools.

**Production Area Sanitation Program:** Cooperate with local farmers, other industry participants, and municipal, county, and state governments in the Production Area to reduce weeds and volunteer plants or other plant species either introduced or invasively growing in fields, along roadsides, right-of-ways, ditch banks, or waterways, whether on public or private lands and all of which could negatively impact specialty seed quality.

**Seed Quality Risk Mitigation Program:** Work cooperatively with the Oregon Department of Agriculture, OSU, regional policymakers, and other agricultural commodity groups in assessing the risks of alternative crop introductions into the Production Area, specifically regarding their potential impact on the specialty seed industry.

**Specialty Seed Research Program:** Fund research in support of the mission of the WVSSA, including but not limited to the above-mentioned programs.

### **ARTICLE III**

#### **Membership**

Membership in any category will be subject to Board review and dues will be collected annually. Each membership must have one contact person and list all representatives. All members are required to adhere to the WVSSA standards of professional conduct, as established by the Board, and to the rules governing the Seed Quality Management Program, including arbitration decisions. Membership shall not be based upon race, religion, creed, color, sex, age, national origin, or income level.

**Active Membership:** Any corporation, company, or individual engaged in the contract production of specialty seeds in the Production Area is eligible for Active Membership, subject to Board review. Active Memberships are entitled to one vote each, must participate in the Seed Quality Management Program, must pay all fees associated with the program, must maintain a current company profile that includes comprehensive contact information, must maintain an Associate Membership in the Specialty Seed Growers of Western Oregon (SSGWO), must annually promote grower membership in SSGWO, and must annually participate in the collection of grower assessments on behalf of SSGWO members. Annual dues and fees will be established by the Board. Non-payment of dues or fees will exclude the member from voting rights and using the SQMP. As a condition of Active Membership, the intent to produce a Genetically Modified specialty seed crop must be communicated to the Board.

**Affiliate Membership:** Any corporation, company, or individual engaged in the production of crops with contamination potential under the SQMP in the Production Area is eligible for Affiliate Membership, subject to Board review. Affiliate Memberships are not entitled to vote, must participate in the SQMP, must pay all fees associated with the program, and must maintain a current company profile that includes comprehensive contact information. Annual dues and fees will be established by the Board. Non-payment of dues or fees will disqualify the Affiliate Membership and prevent use of the SQMP. As a condition of

Affiliate Membership, the intent to produce a Genetically Modified crop with contamination potential under the SQMP must be communicated to the Board.

**Homestead Membership:** This membership category is intended for seed savers and is an inexpensive alternative to Active Membership. It is designed for non-commercial, single location producers of open-pollinated seed crops in order to encourage them to participate in the SQMP. Membership dues for this category will be nominal and fees to use the SQMP may be waived, subject to Board review. As a condition of Homestead Membership, the intent to produce a Genetically Modified specialty seed crop must be communicated to the Board.

**Associate Membership:** Representatives of allied agricultural industries, organizations, entities, or individuals interested in the success of specialty seed production may apply for Associate Membership. Annual dues will be established by the Board.

**Honorary Membership:** This is available to individuals who bring special knowledge, support, talents, skills, or service to the industry or to the WVSSA. Honorary Members are determined by the Board and are exempt from paying dues.

## **ARTICLE IV**

### **Board of Directors**

The WVSSA shall elect seven individuals from its Active Membership to serve as the Board of Directors (Board). The Board will be elected at the Annual Meeting by a simple majority of the members present. The term of office for all Board members shall be 12 months. Board members may be re-elected to more than one consecutive term. Following the election, the new Board will select from among its Directors a President, a Vice-President, a Secretary/Treasurer, a Pinning Chair, a Pinning Co-Chair, a Regulatory Affairs & Public Relations Chair, and a Research Chair. None of the elected officers shall receive compensation for their services. This does not preclude reimbursement for actual expenses incurred in connection with carrying out responsibilities for the WVSSA. Requests for reimbursement should be submitted in advance and all requests are subject to Board review. Decisions, directives, or other actions require a majority vote of the Board.

## **ARTICLE V**

### **Responsibilities of the Board of Directors**

**President:** The responsibility of the President will be to coordinate all activities of the WVSSA. The President will schedule and preside over meetings and will appoint special committees. He will serve as the official voice on matters of importance to the association and will work closely with the Regulatory Affairs & Public Relations Chair to communicate association messages to the public in general.

**Vice-President (VP):** The responsibility of the VP is to assist the President as needed. The VP will assume the duties of the President in his absence and will ascend to the presidency if the President is unable to serve out the term. The VP also will ascend to the presidency the year following the elected term of the President, unless opposed by a majority of the Board.

**Secretary/Treasurer:** The responsibilities of the Secretary/Treasurer will be to record the minutes of all meetings and maintain all official WVSSA documents, including current membership status, accurate financial records of income and expenses, collection of dues and fees or other revenues, such as research grants, and all expenses of the association.

**Pinning Chair:** The Pinning Chair is responsible for the Isolation Maps and Pinning Regulations. The Chair will ensure that the maps are available and functional. The Chair will supervise the changing of the maps each season, at the direction of the Board, and be the contact person for membership training and general issues regarding the maps.

**Pinning Co-Chair:** The responsibility of the Pinning Co-Chair is to assist the Pinning Chair with the Isolation Maps and Pinning Regulations, and serve as secondary contact person for membership training and general issues regarding the maps.

**Regulatory Affairs & Public Relations Chair:** This Chair is responsible for representing the interests of the WVSSA in public forums, including the legislature and other regulatory agencies, or at other events as directed by the Board. The Chair will also inform the Board on issues that affect the association.

**Research Chair:** Under the direction of the Board, the Research Chair will be the lead contact for research funded by the association. The Chair may solicit research proposals or work with university researchers or others in designing projects of interest to the association. The Chair also will report on project progress and may communicate or coordinate with other organizations, such as the Specialty Seed Growers of Western Oregon, regarding collaborative funding or research. The Board will approve funding of research.

**Association Administrator:** Through mutual agreement with the candidate, the Board may appoint an Association Administrator to assist the Board in achieving WVSSA goals and to liaison with universities and other organizations. This individual would typically be a university faculty member, but also may be selected from the private sector. The Association Administrator does not have voting privileges.

## **Executive Director**

The Executive Director, when appointed by the Board of Directors, shall assist the President of the Association in carrying out his duties and the actions of the Board of Directors. He shall attend all meetings of the Association and of the Board of Directors. The duties of the Executive Director shall be summarized in a job description that may be updated from time to time. Some or all of the duties of the Secretary-Treasurer may be delegated to the Executive Director from time to time by majority vote of the Board of Directors, and the Executive Director will carry out such responsibilities subject to the overview of the Secretary-Treasurer, who shall retain primary responsibility for the duties of the office.

The Executive Director shall receive from the Association a salary commensurate with the amount of work involved. In addition, he shall be reimbursed for necessary expenses incurred by the performance of his duties. The Board of Directors shall determine the amount of his salary. The position of Executive Director is a paid position and is not filled by an Association member.

## **ARTICLE VI**

### **Meetings**

#### **Association**

Notification of annual and summer association meetings shall be sent out to members by email at least seven days in advance of the scheduled date, as set by the President. Agenda items should be submitted to the Board prior to the meeting date.

## **Board of Directors**

Board meetings will take place quarterly, as called by the President.

**Annual Meeting:** The annual association meeting shall be held in February, during which the Board of Directors will be elected.

**Summer Meeting:** The summer association meeting shall be held in June. During this meeting the Pinning Chair will review the changing of the Isolation Maps according to the “Specialty Seed Production Pinning Regulations.

**Special Meetings:** Special association meetings of the WVSSA shall be called by the President when the Board of Directors deems it necessary and require a notice of at least seven days. In addition to quarterly meetings, Special Board meetings can be called by the President or by 20% of or not less than two Board members and must include a notice of at least two days of date, time, place, and purpose for the meeting.

## **Emergency Meetings**

When regular meetings of the members of the association are impracticable, due to issues beyond the control of the Board, the Board of Directors is empowered to carry on all regular business of the association, including the admission of new members and passing of resolutions.

Furthermore, the Board of Directors may require a vote of the members on any issue described in the notice mailed to the members, by mail ballot, provided that any such notice is sent to the members entitled to vote at least 30 days before the vote is required, and each notice provides a stamped addressed ballot form for return to the Executive Director of the association. Any such mail ballot shall require an affirmative vote of the majority of all members to pass.

In the event of an emergency as described above, any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the question to be voted upon is set out in an email sent by the Secretary-Treasurer to each member at the email address last communicated to the Secretary-Treasurer by that member as the correct email address for the member, and providing that the recipient respond to the email with a read receipt, a copy of which is held in the association records. The email should require a vote to be taken on the issue in hand by a certain date which is not less than five working days after the email is sent, and require that the vote is returned to the email address from which the email was sent to the members. A resolution of the members will pass if it is signed by not less than fifty per cent (50%) of the members and is included in the minutes filed with the association’s records of meetings. Email signatures (PDF) and electronic signatures shall be considered the same as originals and documents may be signed in counterparts.

## **Voting**

Only Active Members shall be entitled to vote and must designate one representative present at any Association meeting to vote on behalf of the member company.

## **ARTICLE VII Committees**

All committees are accountable to the Board.

The Board of Directors by affirmative vote of the majority shall authorize the President to appoint regular and special committees in accordance with the regulations set out herein. All committees thus appointed are to maintain their entity through the next annual meeting.

The President shall appoint from 2–10 persons to form any regular or special committee to work on any issue required by majority vote of the Board of Directors. At least one member of the committee shall be a Director of the Board. The Board of Directors shall set the parameters of the responsibility of any committee so appointed. The committee shall elect a committee chair who shall be a Director on the Board of Directors and it shall be the responsibility of the committee chair to report back to the Board of Directors not less than once a month on the progress and recommendations of the committee. The Board of Directors shall vote to approve any recommendation of a regular or special committee by majority vote. Any recommendation as to the levy of special assessments on the membership for specific purposes shall be approved by a vote of the majority of the membership at a special meeting of the members called by the Board for the purposes of such a vote.

## **ARTICLE VIII**

### **By-laws**

The By-laws of the WVSSA may be amended at association meetings. Approval of amendments requires a favorable vote by three-fourths of the members in attendance. Notice of amendments must be sent out no less than seven days in advance. The notice must state that changes to the By-laws have been proposed and that voting will take place at the meeting. The proposed amendments shall be included in the notice.