

**By-Laws**  
**ARTICLE I**

*Section 1.* Any voting member named in Article III of the Constitution shall be eligible to voting privileges in this Association. Each voting member is entitled to only 1 one vote for the entire member organization.

*Section 2.* All applications for voting and associate membership shall be made to the Membership Committee and shall be referred by its chairman to the President, who shall present same to the Executive Committee for approval.

After unanimous approval by the members of the Executive Committee present in a regular or a called meeting at which a majority of the Executive Committee is present, the applicant shall receive all regular services of the Association.

Applications must be made upon blanks to be furnished by the Secretary accompanied by the proper fee as established by the Executive Committee under the authority of Sections Four below.

Should the application fail to receive unanimous approval of the members of the Executive Committee present when presented, the application shall be rejected. The Secretary shall then be instructed to notify the Chairman of the Membership Committee and the applicant of the action taken and to refund to the applicant, any deposit made.

The Executive Committee shall have authority to offer special concessions during membership drives, but in no case shall such concessions be more than one-half of the appropriate membership fee and this may not be applied until at least one-third of the Association year has expired.

*Section 3.* (a) Upon recommendation of the President, and by unanimous vote of the Executive Committee, Honorary Membership may be granted to an individual or organization who has rendered meritorious service to the seed industry. The number of Honorary Memberships shall be limited to one each year.

The individual or organization upon whom has been conferred Honorary Membership shall be exempt from dues, without voting privileges, and ineligible to hold office in the Association. Such Honorary Members, however, shall not be denied the right to vote and hold office in the Association provided dues are paid and other qualifications for voting members are met.

Honorary Membership may be terminated by the affirmative vote of the majority of the voting members present at any annual or special meeting of the Association, but shall continue in force unless so terminated.

(b) Each year, the North Carolina Seedsmen's Association shall have the option of selecting one member as the "North Carolina Seedsman of the Year." The plan for selecting this outstanding seedsman is as follows:

The First Vice President will chair a committee of five NCSA members. This committee will be appointed by the Executive Committee with consideration being given to the geographic representation of the appointed group. This committee shall function for one year and its successor shall be appointed at the first scheduled meeting of the Executive Committee after the convention. No person shall be considered for this award unless he has been a voting member for at least three consecutive years prior to his consideration for the award.

The Committee will contact all voting members by mail and ask for nominations. They shall provide each member with the criteria to be used by him in making his nominations as follows:

The person nominated must be of high character and shall have rendered outstanding –

1. Service to Community in which he lives.
2. Service to the customers he serves.
3. Service to the seed industry.

Nominations shall be made on official form sent out by the "NC Seedsman of the Year" Committee or the Secretary of the Association. The Committee shall set a deadline for receiving nominations which shall be far enough in advance of the Annual Convention that the Committee shall have ample time for mature and earnest consideration of all nominees. Final selection is the responsibility of the committee.

The award shall be in the form of a plaque which shall be suitably engraved to designate the member selected as "North Carolina Seedsman of the Year". The plaque shall be awarded at the annual Convention.

*Section 4.* Each Retailer Voting Member, Wholesaler Voting Member, Combination Retailer and Wholesaler Voting Member and Associate Member shall pay annual dues which shall be set by the Executive Committee keeping in mind best interests of the Association as a whole.

Each member shall be notified of any change in dues by letter or through the medium of our Bulletin at least two months in advance of the commencement of the calendar year in which they are to go into effect.

*Section 5.* Any member may withdraw from the Association, if not in arrears, by filing a letter of resignation with the Secretary.

*Section 6.* Membership dues shall be due at the commencement of each calendar year.

If no payment is received prior to July 1<sup>st</sup>, all right and services accorded to Association Members will be withdrawn. These rights and services may be reinstated if payment is received for the full amount of dues owed the Association on or prior to December 30<sup>th</sup>. If payment for the full amount of dues owing is not received by this date, the member's name will be stricken from the rolls. In order to rejoin, such former member will again have to meet all qualifications required of a new member.

*Section 7.* A member may be expelled from the Association for conduct considered at variance with interests of the Association or the ethics of the Seed Trade. Written charges must first be preferred to the Executive Committee, and if the facts warrant such action, the Executive Committee shall recommend that the member be suspended by order of the President.

A hearing shall then be held by the Association in Executive Session at its next Annual Meeting at which the member may be expelled by a vote of two-thirds of the members present, provided those present constitute a quorum of the Association.

## ARTICLE II

*Section 1.* The officers of the Association shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer. The offices of the Secretary and Treasurer may be combined and held by one and the same person at the will of the Association.

The Treasurer or Secretary-Treasurer shall be bonded annually for a minimum of \$10,000.00 or such other amount as may be deemed necessary by the Executive Committee.

There shall be an Executive Committee composed of the President, the two Vice-Presidents, the Secretary and eight others to be elected from the voting membership. Six of the eight members elected to the Executive Committee shall each serve three years. Two of the eight members shall each serve one year. At least two of the eight elected members shall be elected to represent the retail seed trade. Each member of the Executive Committee shall be limited to one vote. The retiring President shall serve as an ex-officio member of the Executive Committee for the year following his term as President of the Association.

The Executive Committee shall meet regularly four times annually and any special meetings needed to effectively carry out the business of the Association.

In the event of the resignation, death or removal from office of the President, the first Vice-President shall assume the office and title of President for the

unexpired term, the second Vice-President advancing to first Vice-President. Any other vacancy among the officers or on the Executive Committee may be filled, until the next annual meeting, by action of the Executive Committee.

The Executive Committee is granted authority between Conventions to act on any other matters requiring attention.

*Section 2.* All officers of the Association shall be elected by ballot of the Association and shall hold office for one year or until their successors are elected. A majority of the votes cast by the voting members present shall be requisite to constitute a choice.

### ARTICLE III

*Section 1.* There shall be an Annual Meeting (or Convention) of the Association for the election of officers and members of the Executive Committee, and for the transaction of other business. The time and place of such Annual Meeting shall be set by action of the Executive Committee. The Secretary shall notify each member by mail, the time and place of the Annual Meeting, at least thirty days in advance of said meeting.

Ten voting members shall constitute a quorum at all meetings.

A special meeting of the Association may be called by the President, or by the Executive committee, or by written petition addressed to the President of the Association by twenty-five percent of the voting members. The Secretary shall notify each member through the mails of the time, place and purpose of such meeting at least five days in advance of said meeting.

It shall be permissible for any question affecting the interests of the Association to be voted upon by letter ballot when such question is prepared, approved by the Executive Committee and transmitted to the voting members by the President, or when initiated by written petition to the President by twenty-five percent of the voting members. Votes by the members must be mailed to the Secretary of the Association within fifteen days from the date of mailing of the question to the members. To amend the Constitution or By-Laws of the Association by mail ballot, two-thirds favoring vote of the entire membership shall be required. A majority favoring Vote of the entire membership on any other questions shall be required to adopt or approve the question so propounded to the members.

### ARTICLE IV

*Section 1.* It shall be the duty of the President, or in his absence the First Vice-President, or in his absence the Second Vice-President, to preside at all meetings of the Association.

The same shall hold true for meetings of the Executive Committee except that in the absence of the President, First Vice-President, and Second Vice-President, a chairman shall be elected from among themselves by the Executive Committee members present.

*Section 2.* The President shall appoint all advisory committees, such as Membership Committee, Legislative Committee, Auditing Committee, and such other Committees as may, in his judgment, work to the good of the Association or its membership. Also he shall appoint such Committees as shall be provided for by action of the Association in its meetings. All Committees thus appointed by the President shall maintain their entity for one year or such portion of one year as shall make possible the completion of their duties, and their report to the Association at its next meeting.

*Section 3.* It shall be the duty of the President to attend as an official representative of the Association, the annual meetings of the American Seed Trade Association and the Southern Seedsmen's Association. In the event the President is not able to attend these meetings, then the first Vice-President shall attend, and failing that, the second Vice-President shall attend. In the event that none of the officers may be able to attend, the President with the approval of the Executive Committee may appoint a delegate to officially represent the Association. Except upon specific instructions from the Executive Committee such representative shall not commit this Association in any way.

*Section 4.* It shall be the duty of the Secretary to attend all meetings of the Association and the Executive Committee, and to keep a careful record of the proceedings. Copies of the minutes of such meetings shall be mailed as soon as practicable to each member of the Executive Committee. It shall also be the duty of the Secretary to conduct correspondence, and to carry into execution all orders, votes, and resolves not otherwise committed; to collect and pay over to the Treasurer all assessments for membership or for other special purposes; to notify members of their election, and Committees of their appointment. In the absence of the Secretary, the President shall appoint a Secretary pro-tempore, who shall promptly report to the Secretary of the Association.

*Section 5.* The Treasurer shall keep an account of all money received and expended and shall pay all accounts owing by the Association, after they have been examined by the President and found correct. The Treasurer's account shall be produced at the annual meeting, having been previously audited by a Certified Public Accountant and the report signed by the President and Chairman of the Auditing Committee. When his term of office expires, he shall deliver to his successor (or in his successor's absence, to the President), all books, money and other property of the Association in his possession.

*Section 6.* It shall be the duty of the President to appoint each year a Grievance Committee with five members, each to serve for one year, or until their successors are appointed.

The Grievance Committee is granted the power and charged with the duty of investigating any and all charges that may be brought against any member for a fraudulent or unethical practice by either members of this Association, State or United States officials, or other individuals. When such charges are brought against a member, the Chairman of the Grievance Committee shall require the complainant to submit the charges, in writing and in reasonable detail. The Chairman shall furnish a copy of the complaint to the alleged offending member, and shall give him full opportunity to present his defense, written or orally, to the Grievance Committee.

After a fair and full investigation, the Grievance Committee shall make a written report of its findings to the President, with recommendation for exoneration, suspension, or expulsion, and their reasons therefore. All decisions of the Committee shall be by majority vote.

Before the President makes announcement of the decision of the Grievance Committee on any complaint brought before it, he shall submit the report of the Grievance Committee to the Executive Committee, and no action shall be taken by the President in announcing either exoneration, suspension or expulsion of a member, until same has the approval of a majority of the Executive Committee.

The Grievance Committee shall be further empowered to receive complaints from members regarding unethical practices or unfair dealings on the part of non-member companies or individuals, whether seedsmen or suppliers to the seed trade.

Upon receipt of such complaint, in proper written form, the Grievance Committee shall act upon the complaint in the same manner as prescribed for handling complaints against member companies.

*Section 7.* All advisory Committees and Special Committees shall make to the Association at annual meetings, full report of their activities; their reports to have such place upon the program as may be deemed wise.

*Section 8.* All costs of the annual convention shall be paid out of a fund derived from a registration fee paid by individuals attending together with any donations which may be received. Any expenses to be paid out of Association funds must be approved by the Executive Committee. No expenses for entertainment shall be paid from the Association treasury, except with the Executive Committee by majority vote shall deem it wise to do so in order to assure the success of the annual meeting for the good of the Association.

*Section 9.* Any individual qualified to cast the ballot of a voting member firm is eligible to hold office.

*Section 10.* The Association year shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each year.

#### ARTICLE V

These By-Laws may be amended or repealed by a vote of two-thirds of the voting members present and voting at any meeting of the Association, provided notice of such amendment or repeal shall have been sent by mail to each voting member at least fifteen days in advance of said meeting. In the event of an amendment to the Constitution or By-Laws, a copy of said amendment shall be carried in the following issue of the Association's Bulletin. The Secretary shall also maintain at least two up-to-date copies of the Constitution and By-Laws complete with all amendments.