



# BY-LAWS OF THE OREGON WHEAT GROWERS LEAGUE

ADOPTED DECEMBER 1, 1998

## ARTICLE I

### Name, Location, Objects and Fiscal Year

1. *Name.* The name of this corporation is Oregon Wheat Growers League, Inc.
2. *Location of Offices.* The principal office of the Corporation shall be in Pendleton or any Oregon location deemed appropriate by the board of directors.
3. *Purposes.*
  - a. To promote and encourage: 1) the interest and welfare of the wheat growers in the State of Oregon; 2) the advancement and science of wheat growing; 3) the development of markets; 4) good farming and farm marketing practices; and, 5) the conservation of the natural resources of the State of Oregon.
  - b. To cooperate with other agricultural organizations in seeking the mutually beneficial goals relating to the enhancement of Oregon's agriculture.
  - c. To bring together in one organization all wheat growers and, by affiliation, to provide a central organization for the affiliation of all other individuals or organizations in allied fields to coordinate their interest and provide a means by which its members may benefit by exchange of experience and views or obtain concerted action in matters affecting their common interest.
  - d. To represent the interests of wheat growers in the legislative process at the local, state, and national levels.
  - e. To promote a spirit of harmony among its members in achieving their common interest and to promote a spirit of service and public responsibility throughout the agricultural industry.
4. *Fiscal Year.* The period from July 1 through June 30 of each year shall constitute the fiscal year of the Corporation.

## ARTICLE II

### Membership

1. *Membership.* The membership of the Corporation shall be divided into classes as follows:
  - a. *Regular Member.* Any person, corporation,

or business organization that raises wheat and is interested in the advancement of the wheat industry.

- b. *Associate Member.* Any person, corporation, or business organization that does not qualify as a regular member but is interested in the advancement of the wheat industry.
  - c. *Life Member.* Those persons, not including partnerships and corporations, that were life members under the terms of the corporate structure of the Oregon Wheat Growers League prior to January 1, 1975.
  - d. *Affiliate Member.* An individual not qualifying as a regular or associate member, but who is interested in the advancement of the wheat industry.
2. *Termination of Membership.* Membership in the Corporation shall terminate upon the submission by a member, to the president, of such member's written resignation, but shall not relieve such member from the obligation of meeting financial requirements and of paying dues which have been incurred.

Members may be suspended or expelled from the Corporation for any other cause deemed sufficient by the affirmative vote of at least two-thirds of the entire board of directors at a meeting duly convened for that purpose upon not less than 30 days notice to each director and to the member whose suspension or expulsion has been proposed. Such notice shall state the reasons for such proposed action and shall afford such member the opportunity of attending the meeting for the purpose of presenting reasons why the proposed action should not be taken.

## ARTICLE III

### Dues

1. *Dues Levels.* All dues will remain constant unless changed at the annual meeting.
2. *Life Members.* There shall be no dues for life members, but the life members shall be required to pay such sum as may from time to time be determined by the board of directors for services provided by the League to life members.
3. *Additional Dues.* The Corporation shall have

the right from time to time upon affirmative vote of a majority of the board of directors to impose additional voluntary dues or assessments and such additional dues and assessments as needed to pay for special services provided to the members.

4. *Non-Payment.* Membership will be terminated for failure to meet any financial requirement or to pay dues after the due date.

#### ARTICLE IV

##### Meeting of the Members

1. *Annual Meeting.* There shall be an annual meeting of the members at a place designated by the executive committee or the board of directors either within or outside the State of Oregon.
2. *Special Meetings.* Special meetings of the members may be called on order of the executive committee or a majority of the board of directors.
3. *Notice.* Written notice of all meetings of the members shall be mailed or otherwise delivered to each of the members at least 15 days prior to the meeting. Notice of any special meeting shall state in general terms the purposes for which the meeting is to be held.
4. *Quorum.* The members present at any annual or special meeting shall constitute a quorum for the transaction of business at the meeting.
5. *Voting.* At the meetings of the members, only regular and life members shall be entitled to vote. No member shall be entitled to vote by proxy.
6. *Business of the Annual Meeting.* In addition to other regular business to come before the annual meeting, the officers of the Corporation shall be elected by the members at the annual meeting.

#### ARTICLE V

##### Board of Directors

1. *Management of the Corporation.* Property, business, and the affairs of the Corporation shall be managed and controlled by its board of directors.
2. *Members of the Board of Directors.* The members of the board of directors shall be:
  - a. The officers elected at the annual meeting.
  - b. The president of each county organization.
  - c. The immediate past president of the Corporation.
  - d. The chairman of each standing committee.
3. *Term.* The term of office as a director for each person shall be so long as that person qualifies as a director, in accordance with that person's position with the Corporation.
4. *Vacancies.* Vacancies in the board of directors shall exist in the case of any defaulting events as follow:
  - a. The death, resignation, or removal of any director.

- b. The failure of a person to fulfill the responsibilities of the position.
- c. Vacancies of county presidents shall be filled by the affected county association of the Oregon Wheat Growers League and reported to the board. A replacement vice president will be elected by special mail ballot within the county.
- d. Vacancies of chairmen of standing committees shall be filled by appointment of the president of the Corporation and ratified by a vote of the remaining directors.

#### ARTICLE VI

##### Meetings of the Directors

1. *Annual Meetings.* The board of directors shall meet immediately prior to the annual meeting of the members.
2. *Regular Meetings.* Four additional regular meetings shall be held in January, March, June, and September upon call of the president.
3. *Special Meetings.* Special meetings may be called by the president or a majority of the members of the board of directors at any time upon notice stating the purpose for which the meeting is called.
4. *Notice of Meetings.* Notice of all meetings shall be directed to each member of the board by mail or other delivery at least 15 days prior to the date of such meeting.
5. *Waiver of Notice.* Any director may waive notice of any meeting, and attendance of such director at any meeting shall constitute such a waiver, except attendance for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### ARTICLE VII

##### Executive Committee

1. *Membership.* The executive committee's members shall be the officers of the Corporation. The executive vice president shall serve as an ex officio, non-voting member of the executive committee.
2. *Powers.* The executive committee shall have and will exercise all of the authority of the board, unless rescinded by the board at the annual meeting.
3. *Meetings.* The executive committee shall meet as often as necessary on call of the president, or upon written request of a majority of the executive committee.

#### ARTICLE VIII

##### Quorum and Voting by Board of Directors

1. *Quorum.* A quorum for the transaction of business

shall be one-third of the elected board.

2. *Vote.* Each member of the board shall have one vote and the affirmative vote of a simple majority of those present and entitled to vote shall determine the decision of the board of directors. No director shall vote by proxy, but a member of the board of directors may appoint an alternative member to sit in that member's place at a particular meeting. If an alternative member is appointed for a director, said alternative appointment shall be in writing and the writing shall be filed with the secretary of the Corporation prior to the opening of a meeting of the board of directors. County vice presidents may serve in the absence of their respective presidents without the above procedure.

#### ARTICLE IX

##### Committees

1. *State Standing Committees.* The president shall appoint all committee chairs for the duration of the ensuing year. The executive committee shall approve or disapprove the appointments.
2. *State Ad Hoc Committees.* The board of directors, executive committee, or executive vice president may select members to perform a non-recurring task for the League. The committee reports to the appointing authority unless directed otherwise.
3. *Nominating Committee.* The nominating committee shall be composed of the three most current past presidents, plus two county presidents appointed by the OWGL board.
  - a. *Chairman:* The most recent past president shall serve as chairman of the nominating committee.
  - b. *Solicitation of Candidates:* On or before September 15 of each year, the nominating committee shall solicit from county officers and from the membership, via both newsletter and magazine, the names of potential candidates for OWGL Secretary/Treasurer. Candidates' names shall be submitted to the nominating committee directly or through the county president by October 1.
  - c. *Orientation Session:* On or before October 15, the nominating committee shall invite candidates to an orientation session concerning the task of serving as an OWGL state officer.
  - d. *Notification by Candidates:* After the orientation session, but before October 20, each candidate shall inform the nominating committee whether he or she will accept nomination to serve as an OWGL office.
  - e. *Selection:* On or before October 25, or as soon

as practical thereafter, the nominating committee shall finalize its selection and shall circulate the name or names of the nominee(s) via the Oregon Wheat Growers League Newsletter and the names are to be brought to the OWGL board meeting at the annual convention, the first general session, and the annual meeting.

- f. *Nominations from the Floor:* Additional nominations may be made from the floor at the annual meeting of the OWGL.

#### ARTICLE X

##### Officers

1. *Name of the Officers.* The officers of the Corporation shall be an immediate past president, whose identity shall be determined by the board of directors, a president, vice president, and secretary/treasurer, who shall be elected by a majority of all regular and life members voting at the annual meeting.
2. *Terms of Officers.* Each officer shall hold office for one year, or until his or her successor is elected and has qualified.
3. *Vacancies.* Vacancies occurring among the officers shall be filled by the board of directors for the unexpired term of office.
4. *Removal of Officers.* Any officers elected or appointed may be removed by the board of directors whenever, in their judgement, the best interests of the Corporation would be served thereby.
5. *Duties.*
  - a) The president shall preside at all meetings of the members, board of directors, and executive committee. The president shall be the chair of the board of directors and of the executive committee. The president shall perform those duties usually incidental to the office of the chief executive and be generally responsible for conducting the affairs of the Corporation. The president shall perform such other functions as may be delegated from time to time by the board of directors or the executive committee. The president shall execute contracts of employment and contracts for services on behalf of the Corporation when authorized by the board of directors or executive committee, and such other duties as may be required to achieve the objects and purposes of the Corporation.
  - b) The vice president shall take the place of the president and perform the president's duties whenever the president shall be absent or unable to act. The vice president shall perform such other duties as are delegated by the board of directors or the executive committee.

c) The secretary-treasurer shall take the place of the president and perform the president's duties when both the president and vice president shall be absent or unable to act. The secretary-treasurer shall perform such duties as are delegated by the board of directors or the executive committee. The secretary treasurer shall:

- i. Receive all funds and issue receipts for same;
- ii. Cause to be deposited into depository designated by the board of directors all funds so received;
- iii. Be custodian of the properties and possessions of the Corporation;
- iv. Receive gifts, devices, and bequests, and convert the same into assets of the Corporation;
- v. Make a report of the financial condition of the Corporation and a statement of receipts, disbursements, and assets to the board of directors not less than quarterly;
- vi. Provide a report whenever requested by the board of directors;
- vii. Be responsible for the keeping of the record of books of accounts and records of the Corporation, and for keeping the same open to the inspection by members of the Corporation during business hours;
- viii. Possess and maintain the minutes book of the Corporation;
- ix. Be custodian of the Corporation's corporate seal and attest the signatures of the president or other authorized individual on all contracts and other formal and official papers of the Corporation; and
- x. Perform such other services and duties as are usually assumed by the chief fiscal officer of an organization.

The secretary-treasurer shall not be expected to perform such duties as set out above in (i) through (x) unless supplied with a staff as may be required to perform such duties.

#### ARTICLE XI

##### Dissolution-Liquidation

The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to

the benefit of any private member or individual. In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the remaining property or its proceeds, and the balance of all money and property received by the Corporation from any source after payment of all debts and obligations of the Corporation, shall be used or distributed for purposes within the intimate Section 501 (c) of Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they may be hereafter amended.

#### ARTICLE XII

##### Amendment of By-Laws

These by-laws may be amended by a majority of voting members in attendance at any annual meeting of the members or at any special meeting of the members if, prior to such special meeting, there is first given to such members a 30-day notice in writing of the proposed amendments.

#### ARTICLE XIII

##### Procedure of Business

The business and deliberations of the annual meeting of the Corporation and the meetings of the board of directors shall be governed by Roberts' Rules of Order. The order of business at the annual meeting shall be as follows:

1. Call to order
2. President's address
3. Report of secretary-treasurer
4. Program
5. Reports of committees and adoption of resolutions
6. Old business
7. New Business
  - a. Election of officers
  - b. Other new business
8. Adjournment

However, the order of business may be suspended by a majority of the vote of the members present and voting.

#### ARTICLE XIV

##### Non-Discrimination Policy

Be it resolved that it is the policy of the Oregon Wheat Growers League that all operations will be without discrimination as to race, color, religion, national origin, handicap, age or sex.