

BYLAWS
VIRGINIA AGRI-WOMEN
ADOPTED SEPTEMBER 10, 2015

ARTICLE I—NAME

This organization shall be known as Virginia Agri-Women, also referred to as VAW. The VAW is an affiliate organization of American Agri-Women. VAW is a not-for-profit corporation, organized under Section 501c(3) of the Internal Revenue code and the laws of Virginia.

ARTICLE II—PURPOSE AND OBJECTIVES

Section 1 Purpose

The purpose of the VAW is to facilitate connections between farmers and resources, network with likeminded women, educate the public, and to support legislation to promote agriculture.

Section 2 Objectives

- A. To provide and promote educational programs and opportunities that advance the interests and welfare of our members regarding important issues surrounding agriculture;
- B. To educate our members on policy, and legislative process relating to agriculture;
- C. To use this knowledge to provide the industry with a strong public relations outlet;
- D. To act as a facilitator to our members and entities interested in agriculture and making the connection with other resources;
- E. To prepare our members for leadership roles in agriculture at the county, state, and federal levels;

ARTICLE III—MEMBERSHIP AND DUES

Section 1 Membership

Membership shall be open to any person who accepts the purpose and objectives of the VAW. VAW does not discriminate on the basis of sex, race, color, age, disability, religion, sexual preference, political affiliation, or national origin.

Section 2 Types of Membership

The membership dues schedule shall be determined from time to time, upon recommendation by the Board of Directors and approved by the membership at an annual meeting.

- A. Individual Membership: All members involved with agriculture who have paid annual dues. Individual members have voting rights and may serve on the Board of Directors.
- B. Honorary Membership: Any person so designated by the Board of Directors, who shall not pay dues. Honorary members do not have voting rights and may not serve on the Board of Directors
- C. Associate Membership: An individual business or organization that supports Agri-Women through payment of dues established yearly. Associate members do not have

voting rights and may not serve on the Board of Directors. Dues are not passed on to American Agri-Women.

- D. Student Membership: Any student enrolled in a secondary or post-secondary degree/certificate program may become a Student Member entitled to all rights and privileges of Individual Membership paying half the annual dues rate.

Section 3 Dues

1. Annual dues shall be determined based on the American Agri-Women membership rate plus the VAW rate to be determined each fall by the Board of Directors for the upcoming year. Full-time student memberships will be available at a reduced rate.
2. Dues are payable to the organization's treasurer to be considered a member in good standing on August 31 of each calendar year.
3. All dues and donations are non-refundable.
4. Any member whose dues have expired and remains so for a period of three (3) months after the annual due date, shall cease to be a member and shall forfeit all claims they may have as a member.
5. If a check is returned for insufficient funds on any payment for membership the individual or group will be responsible for any charges associated with the returned check.
6. Only members in good standing on September 30 of the current year shall be eligible to vote at the annual meeting.

ARTICLE IV—OFFICERS AND THEIR ELECTION

Section 1 Officers

The officers shall be: President, Vice-President, 2nd Vice President, Treasurer, and a non-voting Executive Director serving also as Secretary. These officers shall perform the duties prescribed by the bylaws.

Section 2 Elections

Officers shall be elected following parliamentary procedures at the annual meeting for a two-year term or until successors are elected. In the event there is only one nominee, upon a motion from the floor, election may be by voice vote. Officers shall assume their duties at the close of the annual meeting.

Section 3 Qualifications

All officers shall be members in good standing, active in promoting a better agricultural industry, and insofar as practical, they shall reside in different geographic regions. No officers, except the treasurer, may be elected to the same office for two consecutive terms. The treasurer may be elected to no more than two consecutive terms without a break in service of at least one term. The nominees for First Vice President must have served on the Board of Directors for at least one year prior to nomination and have attended a national convention within three years prior to her nomination.

Section 4 Nominations

There shall be a nominating committee of three, two of whom shall be elected at the annual meeting, and the chairman shall be appointed by the President, with the approval of the Board of Directors. The committee shall nominate at least one qualified person for each office of the VAW. The slate of nominees from the nominating committee shall be presented at the annual meeting following which nominations

from the floor will be in order, provided written consent from the nominee has been obtained and qualifications met.

Section 5 Vacancies

Vacancies in office or in the nominating committee may be filled until the next annual meeting by the Board of Directors. The office of President shall only be filled by an officer elected for that purpose. Any officer serving more than one-half of a term shall be considered as serving a full term.

ARTICLE V—DUTIES OF OFFICERS

Section 1 President

The President shall:

- A. Preside at all general membership and Board of Directors meetings and perform the duties of the Chief Executive Officer;
- B. Insure that the Bylaws are executed by everyone concerned and that all officers of the organization properly discharge their duties;
- C. Call special meetings at the request of the Board of Directors;
- D. Appoint committees as needed;
- E. Serve as the designated representative of the organization only after policy has been approved by the Board of Directors;
- F. Serve as an ex-officio member of all committees except the nominating and election committees.

Section 2 Vice-President

The Vice-President shall:

- A. Act as the presiding officer should the President be absent or unable to act; and
- B. Assume the office of President upon completion of the term. Committees shall be appointed and ready to begin working at the close of the annual meeting.

Section 3 Second Vice-President

The Second Vice-President shall:

- A. Serve as Membership Chair; and
- B. Fulfill other duties as assigned to her by the President.

Section 4 Treasurer

The Treasurer shall:

- A. Work with the Board of Directors to prepare and approve an annual budget;
- B. Maintain all financial records;
- C. Work with the President to insure that all outstanding liabilities are paid in a timely manner;
- D. Serve as a co-signer for all accounts;
- E. Collect all monies due the organization and keeping a correct account of the same;
- F. Prepare and present a Treasurer's report at each Board meeting;
- G. Prepare and present an annual financial report at each annual member meeting;
- H. Prepare and submit financial records for scheduled audits; and
- I. File all financial reports and tax statements as required by law.

Section 5 Executive Director (non-voting)

The Executive Director shall:

- A. Serve as Secretary performing all duties such as:
 - Serve as a co-signer for all accounts
 - Conduct the correspondence of the organization and keeping account of the same;
 - Keep minutes of all meetings and distribute prior to the next meeting;
 - Maintain the books and papers relating to the office of Secretary;
 - Issue all notices of meeting

ARTICLE VI—BOARD OF DIRECTORS

Section 1 Authority

The Board of Directors is authorized to conduct the business of the organization. Only dues paying members are eligible to serve on the board.

Section 2 Board Composition

The Board of Directors of this organization shall consist of the following:

1. President
2. Vice President
3. Second Vice President
4. Treasurer
5. Executive Director (non-voting)
6. Northern District
7. South Eastern District
8. Central District
9. South Western District
10. At-Large
11. At-Large
12. At-Large

ARTICLE VII—COMMITTEES

The Standing Committees of this organization shall be:

- A. Membership
- B. Public Relations
- C. Educational Programs
- D. Legislation

Ad Hoc Committees will be appointed by President on an as needed basis.

ARTICLE VIII—MEETINGS

Section 1 Board Meetings

Board meetings shall be held quarterly. The time and location of the meetings will be determined by the majority of the Board. Regional meetings will be scheduled based on that regions District representative. Any voting member present during the meeting shall constitute a quorum for Board meetings.

Section 2 Annual Meetings

The general membership shall meet annually in the fall for the purposes of electing officers and transacting other business as may come before the meeting. The time and location will be determined by the Board of Directors and communicated through email. A quorum shall consist of any current members present at the meeting.

ARTICLE IX – INDEMNIFICATION

VAW indemnifies officers and directors and agents for liability for actions properly taken on behalf of the organization with the authority of the Board of Directors.

ARTICLE X - 501(C)3TAX EXEMPT ORGANIZATIONS

Section 1 Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation 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. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2 Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE XI—PARLIAMENTARY AUTHORITY

Robert’s Rules of Order Newly Revised most recent edition shall be the parliamentary authority for all meetings of VAW and shall prevail when not in conflict with these AAW bylaws, the AAW Articles of Incorporation and any special rules, including the Policy and Procedures Manual and the convention rules, which may be adopted by the Parliamentary Authority, Board of Directors, or the membership.

ARTICLE XII – AMENDMENTS

Any proposal to amend the Articles of Incorporation or Bylaws shall be submitted in writing to the Board of Directors of the organization at least thirty (30) days prior to the next member meeting. Pending approval of the Board of Directors, the amendment(s) will be distributed to the membership at least thirty (30) days prior to the next meeting. A two-thirds (2/3) vote of those present shall be required to accept an amendment.