

**Mississippi Women for Agriculture, Inc.**

**Bylaws**

**Article I – Name**

This organization shall be known as Mississippi Women for Agriculture, Inc.

**Article II – Purpose & Objectives**

Section 1 – Nonprofit Purposes

This organization is dedicated to:

- Promoting Mississippi Women for Agriculture (MWA).
- Promoting agriculture in Mississippi.
- Creating a cooperative feeling among women in agriculture and striving for good fellowship and integrity of the membership as a whole.
- Protecting the best interests of our members.
- Communicating with one another and with other consumers to promote agricultural products and services for the benefit of Mississippians and the world.

Section 2 – Objectives

To provide and promote educational opportunities that advance the interests and welfare of our members regarding important issues surrounding agriculture.

To educate our members on policy, legislative processes, and issues that are of concern to agriculture.

To serve as a liaison between our members and entities interested in the sustainability of agriculture.

To prepare our members for leadership roles in agriculture at the county, state and, national levels.

**Article III – Offices**

Section 1 – Principal Office

The principal office of the corporation is located in Oktibbeha County, State of Mississippi.

The designation of the county of the corporation’s principal office may be changed by amendment of these Bylaws.

Section 2 – Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**Article IV – Membership & Dues**

Section 1

Any person may become a member of this organization upon acceptance of the purpose and objectives of MWA. MWA does not discriminate by sex, race, color, age, disability, religion, or national origin.

Section 2

Annual dues shall be determined each fall by the Board of Directors for the upcoming year. Full-time student and youth memberships will be available at a reduced rate.

Section 3

Dues are payable to the organization’s Treasurer January 1 of each calendar year and will expire December 31 of that same calendar year.

Section 4

All dues and donations are non-refundable.

Section 5

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.

Section 6

Any member, who deliberately violates the provisions of the Constitution or Bylaws or who willfully attempts to injure the standing of this organization in any manner, will be expelled by the Board of Directors.

#### Section 7

To expel any member will require a majority vote of the Board of Directors. Such member must be notified of the charges against them at least thirty (30) days before any action is to be taken. At that time the member in question will be provided a forum for their defense.

#### Section 8

Individual Member – An individual in the agricultural field or with an interest in agriculture may become an Individual Member. Individual Members are entitled to full voting privileges and may compete for an elected or appointed position in MWA.

#### Section 9

Student Member – An individual enrolled full-time in a secondary or post-secondary degree program or high school (grades 9 - 12) may become a Student Member entitled to all rights and privileges of Individual Membership.

#### Section 10

Youth Member – An individual in pre-high school grades may become a Youth Member.

#### Section 11

Institutional/Corporate Membership – This membership is open to educational institutions, not- for-profit, or government agencies whose objectives are consistent with MWA. For-profit organizations or businesses wishing to support MWA are also eligible for this membership. The groups taking this type of membership must designate one individual who will transact business on behalf of the membership. This member representative is entitled to all rights and privileges of the Individual Membership. Each Institutional/Corporate Membership will receive a complimentary booth at the annual conference.

#### Section 12

Life Member – Any individual may become a Life Member. Life Members are entitled to all rights and privileges of Individual Membership. Life Membership is bestowed on individuals serving in the capacity of President, without fee, upon completion of their term of office. A Lifetime Membership may be purchased by an Individual Member or an Institutional/Corporate Member for 10 times the yearly rate. Neither Student Members nor Youth Members are eligible for Lifetime Membership at the student or youth rate.

#### Section 13

If a check is returned on any payment for membership, the individual or group will be responsible for any charges associated with the returned check.

#### Section 14

The fiscal year of the Corporation shall end December 31 of each year.

### **Article V – Board of Directors**

#### Section 1

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

The Board of Directors of this organization shall consist of the following: President, Vice-President, Secretary, Treasurer, Communications Director, and at least six Directors with the upmost consideration to have representation of all regions of the state. Other officers may be added by a majority vote of the membership. The Past-President shall serve as an ex-officio advisor.

#### Section 3

All officers and directors shall be elected for a period of two (2) years in which their term of office will begin on the first day of the month following the election at the annual meeting. No member shall serve more than two (2) consecutive terms in any one position. In order to be elected President, a candidate must have prior board experience.

#### Section 4

The first elections for all Board of Directors positions shall be held at the first annual meeting of members following incorporation. From that point forward, the following rotations shall be implemented: the President, Secretary, Communications Director, and three designated Directors shall be elected in even-numbered years. The Vice-President, Treasurer, and three designated Directors shall be elected in odd-numbered years.

#### Section 5

Any member of the Board of Directors who is absent from two consecutive meetings without a justified excuse may be removed from their position by the Board of Directors.

#### Section 6

Any Board position vacated for any reason during the term will be filled by appointment of the Board of Directors of the organization for the length of the unexpired term.

#### Section 7

Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary.

#### Section 8

Any Director can be removed, with or without cause, by the Board of Directors; provided, however, that a Director may be removed by the Board of Directors only at a duly called meeting of the Board of Directors at which a quorum is present and by an affirmative vote of a majority of the Directors, including the Director whose removal is being sought, if notice of the intention to act upon such matter shall have been given in the notice calling such a meeting.

#### Section 9

Representatives from entities approved by the Board of Directors (such as the Mississippi Department of Agriculture and Commerce, Mississippi State University, and United States Department of Agriculture, etc.) shall serve as non-voting ex-officio members of the Board of Directors and shall act in an advisory capacity to the Association.

#### Section 10

A majority of the fixed number of Directors prescribed by these Bylaws, from time to time, shall be necessary to constitute a quorum for the consideration and approval of any matters except the filling of vacancies on the board. The act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

### **Article VI – Officers and Directors**

#### Section 1 – Duties of the President

The President shall:

- Preside at all general membership and board meetings and perform the duties of Chief Executive Officer.
- Insure that the Constitution and Bylaws are executed by everyone concerned and that all officers of the Organization properly discharge their duties.
- Call special meetings at the request of the Board of Directors.
- Serve as a co-signer for all accounts.
- Appoint committees as needed.
- Serve as the designated representative of the organization.
- Chair the Executive Committee.
- Serve as an ex-officio member of all committees.

#### Section 2 – Duties of the Vice-President

The Vice-President shall:

- Act as the presiding officer should the president be absent or unable to act. (In the case of disability of both President and Vice-President, the Communications Director shall preside.)
- Chair the Annual Conference Committee.

#### Section 3 – Duties of the Secretary

The Secretary shall:

- Conduct the correspondence of the organization and keep 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 meetings.

#### Section 4 – Duties of the Treasurer

The Treasurer shall:

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

#### Section 5 – Duties of Communications Director

The Communications Director shall:

- Serve as editor for the MWA quarterly newsletter.
- Coordinate printing and mailing of quarterly newsletters.
- Work with the website manager to update and maintain the organization’s website.
- Prepare and distribute press releases as requested by the Board of Directors.
- Preside over meetings in the absence of the President and Vice-President.

#### Section 6 –Duties of Past President

The Past President shall:

- Serve as an ex-officio advisor to the Board of Directors.

#### Section 7 – Duties of the Directors

The Directors shall:

- Represent the members of MWA from across the state.
- Serve as point of contact for recruitment of new MWA members.
- Serve as a member of at least one MWA committee.

### Article VII – Committees

#### Section 1 – Executive Committee

- The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and Communication Director.
- This committee shall be empowered to conduct the routine business of the organization between regularly scheduled board meetings with the exception of:
  - amending, altering, or repealing the bylaws;
  - electing, appointing, or removing any officer or director;
  - amending or restating the articles of incorporation;
  - authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
  - adopting a plan for the distribution of the assets of the corporation; or
  - amending, altering, or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by this committee.

#### Section 2 – Standing Committees

- The standing committees of this organization may be:
  - Membership
  - Fund Development
  - Finance

- Public Relations
- Board Development
- Educational Programs
- Annual Conference
- Nominating Committee

b. Committee members shall be appointed by the President and reviewed annually.

Section 3 – Ad Hoc Committees

Ad hoc committees will be appointed by President on an as needed basis.

**Article VIII – Meetings**

Section 1

Board meetings shall be held quarterly. The time and location of the meetings will be determined by the majority of the Board. Special meetings may be called as needed by the President, and all board members will be notified at least two weeks in advance.

Section 2

The general membership shall meet annually in the spring for 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 the organizational newsletter.

Section 3

Those members present shall constitute a quorum to conduct business at any regular or special membership meeting. A simple majority shall constitute a quorum for board meetings.

Section 4

Any or all of the members of the Executive Committee designated by the Board may participate in a special, regular, or annual meeting of the boards or any committee of the Board by or through the use of telephonic or video conference, internet computer conference, or any other means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation by telephonic or similar means shall constitute presence in person at the meeting.

**Article IX – Special Corporate Acts, Negotiable Instruments, and Contracts**

Section 1

All checks, drafts, bills of exchange, and orders for the payments of money of the Corporation shall, unless otherwise directed by the Board of Directors, or unless required by law, be signed by any two of the following officers: President, Vice-President, Secretary, or Treasurer. The Board of Directors may, however, authorize any one or more of such officers to sign checks, drafts, bills of exchange, and orders for payment of money by the Corporation singly and without necessity if countersignature; and the Board of Directors may designate any employee or employees of the Corporation, in addition to those names above, who may, in the name of the Corporation, execute checks, drafts, bills of exchange, and orders for the payment of money by the Corporation or in its behalf.

Section 2

All written contracts and agreements into which the Corporation enters in the ordinary course of business operations shall be executed by any officer of the Corporation or by any other employee or agent of the Corporation designated by an officer of the Corporation to execute such contracts and agreements.

**Article X – Interpretation**

In all cases of dispute arising out of the interpretation and meaning of the Articles of Incorporation and Bylaws, and on any other matters not covered under the same, a majority vote of the Board of Directors will decide the issue which will be final.

**Article XI – Prohibitions**

No officer or member of the Organization shall under claim of authority from the Organization, attempt to use its name or credit or make any statement, written or oral, for publication or otherwise, for any personal gain, or for any other reason of a

fraudulent nature. Persons found guilty of any such acts as described above will be dealt with according to the decision of the Board of Directors, their decision could result in a reprimand, suspension or expulsion from membership of the Organization, or prosecution according to law depending upon the extent of guilt.

#### **Article XII – 501(c)(3) Tax Exemption Provisions**

##### **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 (a) 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.

##### **Section 3 – Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

#### **Article XIII – Parliamentary Authority**

The rules contained in the latest edition of Roberts Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Mississippi Women for Agriculture Bylaws.

#### **Article XIV – 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 60 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 30 days prior to the next annual meeting during the annual conference. A two-thirds (2/3) vote of those present shall be required to accept an amendment.

Adopted 04/13/2011  
Amended 02/28/2013