

**BY-LAWS
NORTH DAKOTA WEED CONTROL ASSOCIATION**

ARTICLE 1 DEFINITIONS

SECTION 1: DEFINITIONS

NAME: The name of the association shall be the “North Dakota Weed Control Association” (hereinafter referred to as the “association”).

GENDER REFERENCES: The terms “he”, “him” or “chairman” shall also be understood to mean “she”, “her” or chairwoman”.

BOARD OF DIRECTORS: Unless otherwise stated the “board” hereinafter refers to the association’s board of directors, which consists of the elected members and executive secretary described in article V, sections 1-11.

EXECUTIVE OFFICERS: The executive officers shall consist of the president, 1st vice president, and 2nd vice president of the association.

AREA: The “areas” of the association include the following counties and all cities, groups, organizations, companies, agencies, and individuals within their geographical boundaries involved with noxious weed management.

(NORTHEAST) - AREA I: Counties: Benson, Cavalier, Eddy, Foster, Grand Forks, Nelson, Pembina, Ramsey, Towner, Walsh, and Wells.

(SOUTHEAST) - AREA II: Counties: Barnes, Cass, Dickey, Griggs, LaMoure, Ransom, Richland, Sargent, Steele, Stutsman, and Traill

(NORTHWEST) - AREA III: Counties: Bottineau, Burke, Divide, McHenry, Mountrail, Pierce, Renville, Rolette, Ward and Williams.

(SOUTH CENTRAL) - AREA IV: Counties: Burleigh, Emmons, Grant, Kidder, Logan, McLean, McIntosh, Morton, Oliver, Sheridan and Sioux.

(SOUTHWEST) - AREA V: Counties: Adams, Billings, Bowman, Dunn, Golden Valley, Hettinger, McKenzie, Mercer, Slope and Stark.

ARTICLE II MISSION

The mission of the association is to provide the vision and leadership necessary to increase a commitment to effective weed management.

ARTICLE III OBJECTIVES

SECTION 1: To provide leadership for weed management in North Dakota.

SECTION 2: To encourage and sponsor education and awareness programs in weed management.

SECTION 3: To provide the liaison among city and county weed boards, weed control officers, groups, organizations, agencies, companies, and individuals concerned with weed management programs.

SECTION 4: To assist the North Dakota Department of Agriculture in the development of effective and efficient weed management programs for North Dakota.

SECTION 5: To develop and promote appropriate legislation pertaining to weed management.

SECTION 6: To encourage and support research on weed problems and their solutions.

ARTICLE IV MEMBERSHIP

SECTION 1: MEMBERS: All city and county weed boards, organizations, agencies, companies, and groups or individuals interested in weed management who have paid full or associate membership dues.

FULL MEMBERS: (a) Shall be limited to paid members present at annual, area or special meetings including electronically held meetings following guidelines of Roberts Rules of Order. (b) Each city and county weed board, group, organization, agency, and company shall have one vote by designated voting delegate. (c) Full members are eligible to serve as area directors and elected officers. (d) Full members may serve on committees and have the floor at any meeting of the association

ASSOCIATE MEMBERS: (a) Associate members shall be any cities, groups, organizations, companies, agencies, individuals and counties or jurisdiction who wishes to join the association and pays associate membership dues. (b) Associate members cannot vote and (c) are not eligible to serve on the board of directors. (d) Associate members may serve on committees and have the floor at any meeting of the association.

SECTION 2: A member of the ND Department of Agriculture and a member of NDSU may serve as advisory members of the association.

SECTION 3: MEMBERSHIP DUES: Annual dues shall be set by the board of directors.

SECTION 4: SUSPENSION OF MEMBERSHIP: (a) Membership shall be suspended from the association for non-payment of dues. (b) All members suspended for non-payment of dues will be reinstated upon payment of current annual dues.

ARTICLE V ORGANIZATION

SECTION 1: BOARD OF DIRECTORS: (a) The association shall be governed by a board of directors. (b) Five area directors, one industry director, one government director, and three executive officers shall constitute the voting members of the board with such answers and authorities as may be given it by the bylaws or the board of directors. (c) The board of directors cannot be comprised of members from the same jurisdiction. (d) Area directors and executive officers must be a member or an official of a county weed board, city weed board or a weed officer. (e) Members of the board of directors shall be eligible to serve three two year terms if elected and must be off two years to be eligible for election to the board of directors or serve as an area alternate again, except for the industry and government board members who may serve unlimited number of two year terms. Implementation of this provision shall be accomplished by drawing lots at the first board meeting after adoption of this provision. (f) If the term of an area director is not completed, the area director alternate will serve out the term. (g) The area alternates and the area director shall not be elected from the same jurisdiction. (h) If the term of an executive officer is not completed, a replacement is named according to article V; section 5. (i) If an industry or government director cannot complete a term, the un-expired term may be filled by an appropriate association member nominated and elected by a majority vote of the board of directors at a regular or special board meeting.

SECTION 2: BOARD MEETINGS: (a) The annual meeting of the board shall be held during the association's annual meeting. (b) Special meetings of the board may be called by the president or 1st vice president upon ten days' notice mailed to each director. (c) All members and associate members shall have the privilege of the floor at any meeting of the association.

SECTION 3. AREA DIRECTORS: (a) Directors will be elected at the fall area meetings to include: one city or county weed board member or weed control officer or weed board official and a first and second alternate from each of the five areas. (b) All directors shall be elected for a two-year term. Directors shall take office immediately following the annual meeting.

SECTION 4: INDUSTRY AND GOVERNMENT BOARD MEMBERS: One or more full members representing government and one or more full members representing industry shall be nominated from the floor for placement on the annual meeting ballot. The

membership present will elect an industry director and a government director for a two year term. Eligibility for government director shall be anyone not included under Article IV section two.

SECTION 5: EXECUTIVE OFFICERS: (a) The executive officers of this association shall be the president, first vice president, and second vice president who shall perform the duties pertaining to these offices as set forth in the bylaws. (b) The executive officers shall not be comprised of more than one officer from any one area. (c) The 2nd vice-president shall be elected each year at the annual meeting of the association by the members present. The 2nd vice-president shall move into the office of 1st vice-president the second year in office and becomes president the third year in office. (d) All officers take office immediately following the annual meeting. (e) In the event the president cannot fill his term, the 1st vice-president shall fill the unexpired term and serves the regular term the following year. In the case a 1st vice-president cannot fill the term, the 2nd vice-president shall fill the unexpired term and serves the regular term the following year. If the 2nd vice-president vacates the office, the board shall appoint a 2nd vice-president to serve until the next election cycle.

SECTION 6: PRESIDENT: The president shall be the chief executive officer of the association and shall preside at meetings of the association including board of directors, executive committee and other association meetings with the exception of the area meetings. The president shall perform such other duties as are required of the office.

SECTION 7: 1st VICE PRESIDENT: The 1st vice-president shall perform the duties of the president in the absence or inability of the president. The 1st vice-president shall perform such other duties as assigned by the president.

SECTION 8: 2nd VICE PRESIDENT: The 2nd vice-president shall be elected at the annual meeting each year from a written ballot. The 2nd vice-president shall organize and plan the annual meeting of the association. This officer shall also assist the executive secretary and perform other duties as assigned by the president.

SECTION 9 IMMEDIATE PAST PRESIDENT: The immediate past president of the association may serve on the board of directors in an advisory capacity. He will not be able to vote on the board, but can lend his knowledge to the board, and be assigned duties by the president.

SECTION 10: EXECUTIVE SECRETARY: (a) The executive secretary shall be employed or dismissed by the executive officers upon approval of the board of directors. The executive secretary shall participate in all meetings of the membership, executive committee, board of directors and area meetings. Full and complete records of the minutes of such meetings shall be kept and distributed in a timely manner. He shall

perform such other duties as defined in the job description statement. (b) The executive secretary shall receive and care for all the funds of the association, keeping an accurate account of the funds received and disbursed, and shall be required to give bond in such amount as determined by the board of directors. The executive secretary shall prepare reports regarding the funds and assets of the association as required by the board of directors or the president and shall make available all records necessary for an association audit. The executive secretary shall not vote as a member of the board or a committee.

SECTION 11: LOBBYIST: The lobbyist shall serve on the board of directors as a non-voting advisory member if not already on the board of directors as an elected member of the board.

ARTICLE VI COMMITTEES

SECTION 1: APPOINTMENTS: The president shall appoint the chairman and the members of such standing committees as directed by the bylaws and shall appoint the chairman and members of the special committee established to achieve the objectives of the association.

SECTION 2: LEGISLATIVE COMMITTEE: The legislative committee will consist of association members who are interested in helping to develop and promote legislation pertaining to weed management at the North Dakota legislature. The legislative committee shall include the executive committee.

SECTION 3: EDUCATION COMMITTEE: The education committee will develop, plan, and conduct education programs for the association and to select delegates to attend major training short courses when available, subject to the approval of the board.

SECTION 4: AUDIT COMMITTEE: The audit committee will consist of the following three members, one member assigned by the president, a Board member from the sponsoring area, and another member to be picked by voting members at their fall area meeting.

SECTION 5: AWARDS COMMITTEE: The awards committee shall consist of five members, one from each Area and will decide on awards to be given by the association. The Area representatives shall be either the first or second alternate.

SECTION 6: ANNUAL MEETING COMMITTEE: The annual meeting committee will be responsible for the planning of the annual meeting of the association. The 2nd vice president will act as the chairman of this committee; others on the committee will include the executive secretary, the sponsoring area director, a member of the

education committee, a representative of the NDDA and those appointed by the president.

SECTION 7: EXECUTIVE COMMITTEE: The executive committee consists of the president, 1st vice president, and 2nd vice president. The executive committee may act on behalf of the board of directors as authorized by the board and/or a majority vote of the membership at the annual meeting. The president shall call executive committee meetings as necessary. Minutes shall be recorded by the executive secretary and distributed to the board of directors. Association members may receive a copy upon request.

SECTION 8: EXPENDING FUNDS: (a) Committees may expend funds upon annual authorization by the board of directors. (b) The executive committee can approve committee requests for authority to expend additional funds that were not a part of the association's budget, if the executive committee feels it is in the best interest of the association.

ARTICLE VII FINANCES-RECORDS-CONTRACTS

SECTION 1: CONTROL: (a) All funds from membership dues and other income shall be placed with the executive secretary and shall be under the control of the board of directors unless specified otherwise in the bylaws. All funds of the association shall be deposited promptly to the credit of the association in such banks or other depository as the board of directors may select. (b) The property and business of the association shall be under the management and control of the board of directors.

SECTION 2: FISCAL YEAR: The association shall operate on a calendar year.

SECTION 3: AUDITS: The financial records of the association shall be audited annually by the audit committee.

SECTION 4: LOANS: No loans shall be made by the association to its members, officers, or directors.

SECTION 5: COMPENSATION OF OFFICERS AND DIRECTORS: The executive officers and directors of the association shall be reimbursed for the actual expenses incurred in the performance of their duties. Further, the board of directors may authorize the payment of fees to officers, directors, and individuals or agents who perform specific professional services for the association.

SECTION 6: CONTRACTS: The board of directors may authorize any officer or officers, agent or agents of the association, in addition to the officers authorized by the bylaws, to enter into any contract or execute or deliver any instrument in the number of and on behalf of the association, and such authorization may be general or confined to specific instances.

ARTICLE VIII STATUS AND DISSOLUTION

SECTION 1: STATUS: The association is a non-profit organization without capital stock, dedicated to the furtherance of weed management and not for monetary profit or gain to its members.

SECTION 2: EFFECTIVE DATE: (a) Amendments to the bylaws shall be declared in effect upon receiving a majority of votes cast by the members present and voting at the annual meeting. (b) For the purpose of this set of bylaws the effective date will follow the association's annual meeting in 2009.

ARTICLE IX BY-LAW CHANGES

SECTION 1: CHANGES: Any proposed by-law changes must be brought to board of directors prior to the fall meeting. Proposed by-law changes approved by the board will be brought forward to the annual meeting for action by NDWCA members.

ARTICLE X

SECTION 1: Roberts Rules of Order in Plain English shall be followed at all meetings of the North Dakota Weed Control Association.

SECTION 2: Meeting of the Association may take place by electronic means.

President, North Dakota Weed Control Association

Date

Executive Secretary, North Dakota Weed Control Association

Date

Date adopted – January 7, 2014