



BYLAWS OF ILLINOIS AGRI-WOMEN
Proposed Amendments Approved by the Board of Directors and Recommended to the
Membership May 28, 2020

ARTICLE I NAME & AFFILIATION

- Section 1: The name of this organization will be Illinois Agri-Women, Inc.
- Section 2: This organization will be, hereafter, referred to as IAW.
- Section 3: This organization is incorporated as a non-profit organization under the laws of the State of Illinois and is organized under the Section 501(c)(5) provisions of the Internal Revenue Code.
- Section 4: This organization will be affiliated with American Agri-Women, Inc., hereafter referred to as AAW.

ARTICLE II PURPOSE & OBJECTIVES

- Section 1: **Purpose.**
We unite together to promote agriculture as a business and as a way of life, to preserve the family farm system and to tell the story of agriculture to the general public.
- Section 2: **Objectives**
- A. To be informed of the important issues involving the agricultural industry.
 - B. To open lines of communication between agriculture and non-agriculture community.
 - C. To seek ways and means of creating a better understanding of agriculture

ARTICLE III MEMBERSHIP & DUES

- Section 1: **Eligibility**
- A. Membership will be open to persons who accept the purpose and objectives of IAW.
 - 1. Individual membership will be open to all persons involved with agriculture who have paid the annual dues.
 - 2. Supportive non-voting membership will be open to any business or organization who contributes annually to IAW.
- Section 2: **Voting members.**
Only individual members in good standing will be eligible to vote at any meeting.



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Section 3: Dues

- A. The annual dues will be set by vote of the membership at the annual meeting.
- B. A portion of individual dues will be allocated for individual AAW dues.
- ~~C. A member must be in good standing as of December 31 of the previous calendar year to vote during the Annual Meeting. Membership dues will be payable annually before March 31st, to be considered a member in good standing.~~
- D. Collection of the annual dues may commence on February 1st of each calendar year. Individual members will be dropped from membership according to the IAW Policy and Procedures Manual ~~when dues are not paid by May 1.~~

Section 4: The fiscal year is February 1st to January 31st

ARTICLE IV OFFICERS & THEIR ELECTION

Section 1: Officers

The officers will be President, two Vice-Presidents, Secretary, and Treasurer. These officers will perform the duties as prescribed by the bylaws, IAW Policy and Procedure Manual, and parliamentary authority.

Section 2: Qualifications

- A. All officers will be members in good standing for at least two (2) years prior to being nominated or have a letter of recommendation signed by two (2) members of the IAW Executive Committee, active in promoting a better agricultural industry, and reside in different geographical regions insofar as practical.
- B. No officers, except the Treasurer may be elected to the same office for two consecutive terms. The Treasurer may be elected for no more than two consecutive terms without a break in service for at least one term.

Section 3: Elections

- A. Officers will be elected by ballot at the Annual Meeting for three-year or until successors are elected. The President and Vice President for Education, and Treasurer will be elected in in the same year. The Vice President for Advocacy, and Secretary will be elected in the same year but not at the same year as the other officers. Officers will assume their duties at the close of the annual meeting.
- B. One (1) regional director will be annually elected from each IAW region as defined in the IAW Operating Procedures. The regional directors will serve until a successor is elected.

Section 4: Nominations



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There will be a nominating committee of three members appointed by the President with approval from the Executive Committee sixty days prior to the annual meeting who will nominate at least one qualified person for each vacant elected board position and secure written consent to serve if elected. The slate of nominees will be presented at the annual meeting, following which nominations from the floor will be in order, providing written consent has been obtained.

Section 5: Vacancies

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

Section 6: Removals

Any officer may be removed from office, with sufficient cause, prior to the expiration of her term by the Board of Directors, upon a vote of three-quarters (3/4) of all members of the Board, provided that the members of the Board, including the individual officer involved, received notice at least two days prior to the Board meeting. In the event that any such action is contemplated, the individual officer involved will be afforded the opportunity to be heard at any such meeting.

ARTICLE V DUTIES OF OFFICERS

Section 1: President

The President will preside at all meetings except committee meetings; serve as an ex-officio member of all committees except the nominating committee; appoint special committee chairs; furnish meeting agendas; appoint standing committee chairmen; sign the bank card with the treasurer, and such other duties as may be assigned by the board.

Section 2: Vice President of Education

The Vice President of Education will serve as an aide to the President, fill the office of president in the event of a vacancy until the next Board meeting, serve in the absence or inability of the president and such other duties as may be assigned by the board. The Vice President of Education will coordinate the organization programs and related committees, and coordinate committees not otherwise assigned.

Section 3: Vice President of Advocacy

Vice President of Advocacy will coordinate the organization legislative activities and related committees.

Section 4: Secretary



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The Secretary will keep in permanent form the minutes of the Executive Committee, Board of Directors, and the annual meeting, including a record of attendance; conduct related correspondence; and such other duties as assigned by the board. The Secretary will coordinate the preparation and distribution of the directory biennially and the newsletter quarterly.

Section 5: Treasurer

The Treasurer will:

- A. Sign the bank card with the President.
- B. Keep in permanent form a complete and accurate record of finances.
- C. Receive all dues and appropriate donations.
- D. Remit bills within the limit of the adopted budget after approval of the President or by order of the board.
- E. Have the books compiled and reviewed for audit following the close of the fiscal year.
- F. Present financial reports at each board meeting and the annual meeting.
- G. Deposit all monies in the name of IAW in a bank approved by the board.
- H. Oversee the finance committee.

Section 6: The Treasurer and Executive Committee shall be responsible for preparing the annual budget.

Section 7: The Immediate Past President will serve as the liaison with the Illinois Agricultural Resource Council.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1: Membership

The Executive Committee will consist of the elected officers and the immediate past president.

Section 2: Duties

The Executive Committee will act on behalf of the organization, on necessary matters arising between board meetings.

Section 3: Meetings

Meetings may be conducted through electronic means and/or conference call.

Section 4: Quorum

Four Executive Committee members will constitute a quorum.

ARTICLE VII BOARD OF DIRECTORS

Section 1: Membership

The Board of Directors will consist of the Executive Committee, four (4) elected regional directors representing IAW regions as defined in the IAW Operating Procedures, the chair of the Policy and Procedure Committee, Membership



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Committee Chair and the board representative from the Illinois Agriculture Resource Council.

- A. One (1) regional director will be elected from each IAW region as defined in the IAW Operating Procedures. The term will be for one (1) year with no limitation on the number of terms.
- B. The Policy and Procedure Committee Chair and the Membership Committee chair will be appointed according to the procedures set forth in Article VIII Section 3.

Section 2: **Meetings**

The Board of Directors will meet at least three times during the year at a time and place selected by the President and approved by the Board. The President may call such other meetings as deemed necessary. Meetings may be conducted through electronic means and/or conference call.

Section 3: **Duties**

- A. Transact business between annual meetings
- B. Approve bills for payment
- C. Report actions and decisions to the membership
- D. Provide for the establishment of a newsletter.
- E. Provide for the establishment of the annual meeting.
- F. Provide for structure and areas of regions.

Section 4: A simple majority of the Board of Directors present including no less than three (3) members of the Executive Committee is required to transact business.

ARTICLE VIII COMMITTEES

Section 1: **Standing Committees**

Standing Committees will be those which are active throughout the year and deemed necessary by the Executive Committee. Such committees will include but not be limited to: Membership; Education; Advocacy; Policy and Procedure; and, Finance. The duties and reporting mechanism for the Standing Committees may be further delineated in the IAW Policy and Procedure Manual. The Standing Committee chairs will be appointed by the President for a three year and may be re-appointed. The Committee Chairs will be IAW members in good standing.

Section 2: **Other Committees**

Other committees will be appointed as deemed advisable.

Section 3: **Appointments**



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The President will appoint committee chairs and members in consultation with the Executive Committee. At least three (3) members will be appointed to each committee. Such appointments will be for one year with no term limits. All committee members will be IAW members in good standing.

Section 4: Duties

All committees will meet at times deemed necessary. Committees will present reports at designated organization Board meetings and provide updates to the membership through the newsletter. Committee chairs will provide operational budgets to the Finance Committee through a process outlined within the IAW Operating Procedures. Failure of a committee to comply with the process will result in omission from the organization's budget.

ARTICLE IX REGIONAL DIRECTORS

Section 1: Regional Directors may appoint regional coordinators or committees to support the efforts of IAW in their elected region.

Section 2: Each region will have a minimum of one (1) IAW activity within the region annually. The Executive Committee, at a minimum, will be invited to participate in the activity.

Section 3: The Membership Committee will provide the Regional Directors with the list of the IAW members in good standing who reside within the region.

ARTICLE X ANNUAL MEETING

Section 1: An Annual Meeting will be scheduled during the months of February or March by the Board of Directors.

Section 2: A simple majority of those organization members present and in good standing including no less than three (3) members of the Executive Committee of the Board of Directors is required to transact business.

Section 3: Only members in good standing on February 1st of current year will be eligible to vote at the annual meeting.

Section 4: The President will appoint the Annual Meeting program chair and committee members at least six months prior to the next annual meeting.

Section 5: A voting member will have one vote and no proxy votes will be accepted.

Section 6: In the event of a statewide emergency, the meeting may be cancelled by the Board of Directors and necessary business conducted by mail, email, or conference call.

ARTICLE XI REPRESENTATION

No member will have the authority to obligate the membership of IAW, in any manner, without the approval of the President or the Executive Committee.

ARTICLE XII CONFLICT OF INTEREST POLICY

Section 1: Purpose.



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The purpose of the conflict of interest policy is to protect IAW's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, an applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Procedures.

Procedures will be defined in the IAW Operating Procedures.

ARTICLE XIII Books and Records

Section 1: The appropriate IAW officers will keep correct and complete books and records of accounts and minutes of proceedings of the Board of Directors. Standing and appointed committees will keep their own minutes and records providing copies to the Board at the completion of the fiscal year.

Section 2: Each standing and appointed committee will provide an annual report for the Annual Meeting.

Section 3: All books and records of the organization may be inspected by any member, officer, director, director's agent, or attorney for any proper purpose at any reasonable time.

ARTICLE XIV INDEMNIFICATION

Section 1: Directors, Officers, and Agents Acting in Good Faith.

Except as otherwise provided in the Articles of Incorporation and subject to all of the other provisions of this Article, the Corporation may indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action, suit or proceeding, if the person acting in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and regarding a criminal action or proceeding, if the person had no reasonable cause to believe their conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the



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Corporation and, regarding a criminal action or proceeding, had reasonable cause to believe their conduct was unlawful. Indemnification, however, shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 2: The Organization may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Organization would otherwise have the power to indemnify under the circumstances.

Section 3: The right to Indemnification by the Organization pursuant to this article shall be in addition to, and not exclusive of, any other rights to indemnification which he or she may be entitled, including any rights to indemnification under the terms of any insurance purchased by the Organization pursuant to Section 2 above.

Article XV Non-Discrimination Statement

Section 1: IAW prohibits discrimination in all its programs and activities on the basis of race, color, national origin, age, disability, and where applicable, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisal, or because all or a part of an individual's income is derived from any public assistance program. This policy shall apply to awarding scholarships, hiring, admission to membership, nomination to the Board of Directors, nomination as an officer, or appointment to committees.

Article XVI Drug Free Environment

IAW enforces a drug free environment in which to conduct business of IAW.

ARTICLE XVII DISSOLUTION CLAUSE

In the event of dissolution, all assets, real or personal, will be distributed to such organizations as are qualified as tax-exempt under Section 501(c)(5) of the Internal Revenue Code of the corresponding provisions of a future United States Internal Revenue 1a.

ARTICLE XVIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised will be the parliamentary authority for all meetings of IAW and will prevail when not in conflict with these bylaws and any special rules which may be adopted.

ARTICLE XIX AMENDMENTS



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- Section 1: Amendments may be proposed by a majority of the Board of Directors present at any scheduled Board meeting provided a minimum of three (3) members of the Executive Committee of the Board of Directors are present.
- Section 2: These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any annual meeting, provided written notice of the proposed changes has been given to all members at least thirty (30) days in advance of the meeting. Publication in the newsletter and/or electronic notification will be considered sufficient notice.
- Section 3: These bylaws may be amended by unanimous vote at any annual meeting without previous notice.

Jessica Schneider

Jessica Schneider, Secretary

January 15, 2020