

Bylaws of Willamette Valley Oilseed Producers Association

(Adopted)

Article I. Name

The official name of the organization shall be the Willamette Valley Oilseed Producers Association. WVOPA is an acceptable abbreviation and may be used interchangeably with the name in official business of the organization.

Article II. Purpose

The corporation is organized and operated, as a non-profit, exclusively for the mutual benefit of persons engaged in raising and marketing oilseed crops in Oregon's Willamette Valley. The purposes are any lawful activity benefiting oilseed growers and processors, including but not limited to:

- a) Grower and processor education regarding growing and management practices, marketing options, and processing tools and techniques;
- b) Counsel with government units and agencies (of both a legislative and executive nature) relating to the best interest of growers of oilseed crops in the Willamette Valley;
- c) Encourage the widest possible use of oilseed crops and products;
- d) Engage in and encourage all acts and policies that may benefit oilseed growers and marketers; and
- e) Engage in any activities, none of which are for profit, for which corporations may be organized under the applicable Oregon Revised Statutes.

Article III. Membership

Membership is available in two categories, and is subject to Board review and annual dues. Each membership must have at least one current contact person and a list of additional representatives. Members shall adhere to policies adopted by the board regarding growing and processing. Membership shall not be based upon race, religion, creed, color, sex, age, national origin, or income level.

Section 1. Voting Membership - Any individual or entity shall become a voting member of the corporation by being a commercial grower or processor of any of the various types of oilseed crops. Each voting member shall be entitled to one vote on all matters for which a membership vote is required by law or the bylaws of this corporation.

Section 2. Supporting Membership – Any individual or entity of allied agricultural industries, organizations, etc., interested in the success of oilseed production and processing, but who is not directly involved in production or processing activities. Supporting members are not entitled to a vote at association meetings.

Article IV. Board of Directors

Section 1. Election of the Board - The WVOPA shall elect six individuals from its Voting Membership to serve as the Board of Directors (Board). The Board will be elected at the Annual Meeting by a simple majority of the members present. The term of office for all Board members shall be 2 years, with three of the Director positions up for election annually. Board members may be re-elected to more than one consecutive term.

Section 2. Officers - Following the election, the new Board will select from among its Directors a President, a Vice-President, and a Secretary/Treasurer for the organization. Officer terms shall be one year, but Directors may be re-elected to serve as an officer for consecutive terms. Responsibilities of officers include:

President: The responsibility of the President will be to coordinate all activities of the WVOPA. The President will schedule and preside over meetings and will appoint special committees. They will serve as the official voice on matters of importance to the association and will work closely with the Board to communicate association messages.

Vice-President: The responsibility of the VP is to assist the President as needed. The VP will assume the duties of the President in his absence and will ascend to the presidency if the President is unable to serve out the term.

Secretary/Treasurer: The responsibilities of the Secretary/Treasurer are to keep a record of the business transacted at Board and Association meetings, send out notices and information to members as directed by the board, and maintain all official WVOPA documents, including by-laws, organization policies, and current membership status. The Secretary/Treasurer will also keep accurate financial records of income and expenses, collection of dues and fees or other revenues, such as research grants, all expenses of the association, and file the necessary state and federal forms.

Section 3. None of the elected officers shall receive compensation for their services, but may be reimbursed for actual expenses incurred in connection with carrying out responsibilities for the WVOPA. Requests for expenditures should be submitted and approved by the Board in advance to qualify for reimbursement. Decisions, directives, or other actions require a majority vote of the Board.

Section 4. Removal - Any and all Board members may be removed, with or without cause, at a meeting called for that purpose, by a vote of a simple majority of the voting members entitled to vote at an election of Board member.

Section 5. Vacancies. Vacancies on the Board of Directors will be filled by a majority vote of the number of Board members then on the Board of Directors.

Article V. Dues

Initial dues are set at \$25 for voting and supporting membership in the organization, and must be paid annually to maintain membership in the organization. Dues may be adjusted by the Board of Directors on an annual basis as necessary, or by a vote of the membership at any officially sanctioned meeting.

Article VI. Meetings

Section 1. Association – The annual meeting and election of the Board shall be held in September. Officers shall present annual reports to the membership at this meeting.

Section 2. Board of Directors – Board meetings shall be held monthly, or as deemed necessary by the Board.

Section 3. Special Meetings - Special meetings of the membership of the WVOPA may be called by the Board of Directors, or by petition describing the purpose of the meeting signed by no less than 10% of the voting members, dated, and delivered to the WVOPA Secretary at least 30 days before such meeting.

Section 4. Quorum and Voting - The voting members who are in attendance at an annual or special meeting constitute a quorum of the membership if they represent at least 51% of all the association's dues-paid voting members. Action is taken by an affirmative vote of a majority of voting members present.

Article VII. Miscellaneous

Members shall not be liable for any debts or obligations of the Association, and shall be subject to no assessment except the annual dues.

This corporation shall indemnify its officers and directors to the fullest extent allowed by Oregon law.

Roberts Rules of Order is hereby declared to be the parliamentary authority for the Association where these Bylaws are silent.

Upon dissolution of the organization assets shall be distributed by the Board to one or more agricultural non-profit organization (as defined by applicable tax code(s)), or shall be distributed to federal, state or local governments for a public purpose.

Article VIII. Bylaws

These bylaws may be amended, or repealed and new bylaws adopted, at a membership meeting by a simple majority vote of members if a quorum is present. The notice of the meeting shall state that one of the purposes of the meeting is to consider and vote on a proposed amendment to the bylaws. Such a notice must be sent out no less than seven days in advance, and shall contain a copy of the proposed amendment or a website link where the proposed amendment can be found.

Date approved: _____

President: _____
Name

Signature

Secretary/Treasurer _____
Name

Signature