

BYLAWS

Western Agricultural Economics Association, Inc.

ARTICLE I. IDENTIFICATION

Section 1. Name. The name of this corporation, hereinafter referred to as the “Association,” shall be the Western Agricultural Economics Association, Inc. The Association is incorporated under the laws of the State of Wisconsin and will maintain a registered agent in Wisconsin.

Section 2. Principal and Business Offices. The Association may have such principal and other business offices within or without the State of Wisconsin as the Executive Board (as defined below) may designate from time to time.

Section 3. Registered Agent. The Association shall maintain a registered agent as required by Chapter 181 of the Wisconsin Statutes (the “Wisconsin Nonstock Corporation Law”), whose address may be, but need not be, identical with the principal office of the Association. The name and address of the registered agent may be changed from time to time by the Executive Board.

Section 4. Records. The Executive Board may keep the books of the Association in such place or places as it may from time to time determine in accordance with the Wisconsin Nonprofit Corporation Law.

ARTICLE II. PURPOSE AND GOALS

Section 1. Purpose. The Association is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 , as amended (the “Code”), which purposes shall include, but not be limited to, the following:

- (a) to foster the study and understanding of agricultural economics and its application to problems in the western United States and Canada;
- (b) to promote unity and effectiveness of effort among all concerned with those problems; to promote improvement in the professional competence and standards of all members;
- (c) to cooperate with other organizations and institutions engaged in similar or related activities; and
- (d) to increase the contribution of agricultural economics to human welfare.

As a means of accomplishing the foregoing purposes, the Association shall have the power to engage in any and all acts as are necessary or conducive to the attainment of any of the objects or purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provisions herein or any provisions of the Wisconsin Nonstock Corporation Law to the contrary, the Corporation shall not have the power

to carry on any activities that would cause it to fail to qualify, or to continue to qualify, as (1) an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (2) an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Code..

Section 2. Powers. Notwithstanding any other provision of these Bylaws or the Association's Articles of Incorporation, the Association shall have and be permitted to exercise all powers, rights and privileges as are authorized by the Wisconsin Nonstock Corporation Law, subject, however, to the restrictions and prohibitions set forth in Article II, Section 1, above, and Article II, Section 6, below.

Section 3. Net Earnings. No part of the net earnings of the Association shall inure to the benefit of any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 2, above.

Section 4. Funds. The Association may seek gifts, contributions, donations, and bequests for the purposes of the Association and all funds received by the Association shall be dedicated to and invested solely for such purposes. The Executive Board may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by the Association in such manner as may be consistent with the purposes of the Association. Donors may contribute to the Association by making checks payable to the Association, endorsing securities to the order of Association, naming the Association in deeds or other instruments of title, or by otherwise naming or identifying the Association in an instrument of transfer or conveyance at the time of contribution.

Section 5. Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, the Association shall make its services and activities available to the community that it serves regardless of race, color, creed, gender, sexual orientation or national origin.

Section 6. Prohibitions.

(a) **Restrictions on Corporate Powers.** Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these Bylaws or by the officers or directors of the Section which would not be permitted to be taken by an organization described in sections 501(c)(3) and 509(a)(1) of the Code or which would result in the imposition of federal tax under sections 4941 through 4945, inclusive, of the Code.

(b) **Propaganda.** No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in subsection 501(h) of the Code, and the Association shall not participate or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III. DISPOSITION OF FUNDS ON LIQUIDATION

Upon dissolution of the Association for any reason, the Executive Board shall, after paying or making provisions for the payment of the Association's liabilities, if any, distribute the Association's net assets, to such corporation(s), association(s), fund(s), and/or foundation(s)

engaged in activities substantially similar to those of the Association as are designated by the Executive Board and in such proportions as are determined thereby, subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the Association in liquidation shall be made in accordance with the Wisconsin Nonstock Corporation Law.

ARTICLE IV. MEMBERSHIP

Section 1. Nature of Membership. Membership in the Association shall be a privilege, not a right, and is dependent upon the applicant for any class of membership demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise by the Executive Board.

Section 2. Classes of Membership/Qualifications. Any person having a professional interest in agricultural economics shall be eligible for membership in the Association as set forth herein. The Association shall have four (4) classes of membership, Regular, Student, Senior and Family. The qualifications and rights of each such class are as follows:

(a) **Regular Member:** Regular membership shall be open to those individuals interested in the field of agricultural economics, as determined by the Executive Board in its discretion. Regular Members shall have full membership rights and privileges, including, without limitation, the right to vote and to serve as an officer and on the Executive Board.

(b) **Student Member:** Student membership is open to all individuals enrolled in and pursuing an undergraduate or a graduate level degree at an accredited post-secondary university or college who is majoring or concentrating his or her studies in the field of agricultural economics, as determined by the Executive Board in its discretion. An individual may be a student member of the Association for a maximum of five (5) years. Eligibility for student member status shall require the counter-signature of such individual's application for student membership by the head or chair of the Department in which such individual is majoring or concentrating his or her studies at such college or university. Student Members shall have full membership rights and privileges, including, without limitation, the right to vote, except that Student Members shall not be eligible to serve as an officer or on the Executive Board.

(c) **Senior Member.** Senior membership is open to individuals who, as of January 1 of the calendar year in which they apply for such class of membership, are retired from active work who, but for such retirement, would be eligible for Regular membership. Senior Members shall have full membership rights and privileges, including, without limitation, the right to vote and to serve as an officer and on the Executive Board.

(d) **Family Member.** Family membership is open to married spouses where both spouses are eligible for Regular membership and each desires such membership but desire only one copy of Association publications. Each such Family member spouse shall

have full membership rights and privileges, including, without limitation, the right to vote and to serve as an officer and on the Executive Board.

Section 3. Application for Membership/Approval Process. Application for membership in any class of membership shall be made by the applicant's submitting a membership application to the Association in accordance with such procedures and on such forms as the Executive Board may establish from time to time. Any determination on membership of any class shall be subject to approval by the Executive Board in its sole discretion and any such determination by the Executive Board shall be nonappealable.

Section 4. Acceptance of Member. Each new member of any class shall be notified in writing of his or her membership. New members shall pay any required dues prior to becoming a Member.

Section 5. Annual Meeting of Members. The annual meeting of the members of the Corporation (the "Annual Meeting of Members") shall be held every year at the principal place of business of the Association or at such other time and place as determined by the Executive Board as shall be specified in a notice of meeting, in order to elect new directors and officers and to transact such other business as shall come before such meeting.

Section 6. Special Meetings. Special meetings of the members may be called for any purpose by the President, by the Executive Board by majority vote or by five percent (5%) of the Members.

Section 7. Voting. Each Member in good standing, and only Members in good standing, shall be entitled to vote on all matters to be voted on by members of the Association, including, without limitation, electing directors of the Association as provided herein. Any matter to be decided by a vote of the members of the Association shall, except as otherwise provided in Wisconsin Nonstock Corporation Law, the Association's Articles of Incorporation or as expressly provided herein, be decided by a majority of Members voting in person at a duly held meeting of members at which a quorum is present or by written ballot as described in Article IV, Section 10, below. Each Member shall have one (1) vote on all matters submitted to a vote of the Members.

Section 8. Quorum. The presence in person of not less than the greater of:

- (a) twenty (20) Members; or
- (b) five percent (5%) of the total number of Members

shall constitute a quorum for the transaction of business at any annual or special meeting of members of the Association. Any matter to be decided by a vote of the members of the Association shall, except as otherwise provided in the Wisconsin Nonstock Corporation Law or as expressly provided herein, be decided by a majority of Members voting in person at a duly held meeting of members at which a quorum is present or by ballot as described in Article IV, Section 10, below. The Members present at a duly organized meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of Members whose absence would cause less than a quorum.

Section 9. Notice of Meetings. Written notice stating the place (which may be within or without the state of Wisconsin), date and hour of any meeting of members shall be signed by the President or Secretary of the Association and shall be delivered either personally, by first class U.S. mail, overnight courier, facsimile transmission, electronic mail or other mode of written transmittal (including inclusion of such notice in the Association's newsletter distributed to Association members), to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when otherwise required by the Wisconsin Nonstock Corporation Law or by these Bylaws, such notice shall also include the purpose or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

Section 10. Action by Written or Electronic Ballot. Any action that may be taken at a meeting of the members may be taken without a meeting if the Association delivers a written or electronic ballot to every member entitled to vote on the matter. Such written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written or electronic ballot shall include all of the following:

- (a) the number of responses required to meet the quorum requirements;
- (b) the percentage of approvals necessary to approve each matter other than the election of directors; and
- (c) the time by which a ballot must be received by the Association in order to be counted.

A written or electronic ballot may not be revoked.

Section 11. Proxies. Proxy voting shall not be permitted at any meeting of members.

Section 12. Meeting Via Remote Communication. Subject to such guidelines and procedures as the Executive Board may adopt from time to time, members and proxy holders may participate in a meeting of the membership by means of remote communication. The Association shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member, and to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the membership, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. A record of any votes and actions taken at any meeting by means of remote communication must be maintained by the Association. Participation by such means shall constitute presence in person at such meetings.

Section 13. Resignation of Members. Any member may at any time file his or her resignation in writing to the President of the Association, which resignation shall become effective as of the date received by the office. Previously-paid dues will not be refunded in the event of a member's resignation.

Section 14. Termination of Membership. Membership in the Association shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Executive Board, pursuant to procedures established by the Executive Board. Membership in the Association may also be terminated by the failure of a member to continue to satisfy the applicable membership requirements pursuant to procedures established by the Executive Board. In addition, the Executive Board may, by the majority vote of the Executive Board, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Executive Board in its sole discretion and such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Executive Board at a regularly scheduled meeting of the Executive Board. However, termination of membership shall not extinguish such members' obligation to pay dues for such period of membership prior to termination.

Section 15. Member Covenants.

(a) **Confidential Information.** Members, directors, officers, committee members and staff of the Association shall abide by such confidentiality policies relating to confidential information of the Association as the Executive Board may establish from time to time.

(b) **Conflicts of Interest/Disciplinary Process.** The Executive Board may establish from time to time such rules or policies with respect to the ethical conduct of its members, including without limitation, procedures and policies for dealing with conflicts of interest and the discipline of its members in the event of a breach of any such rules or policies.

Section 16. Parliamentary Authority. The rules contained in Robert's' Rules of Order Newly Revised shall govern annual meetings of the Association in all cases in which they are applicable and in which they are not inconsistent with the Bylaws, the Articles of Incorporation, or applicable law.

ARTICLE V. DUES

The Association may set and impose dues, fees, charges and other assessments for membership on members in any class of membership to the extent consistent with these Bylaws in such amounts as shall be determined by the Executive Board from time to time. The payment of dues as a condition of any class of membership may be waived or postponed in any particular situation at the discretion of the Executive Board. No member shall be considered in good standing if such member's dues or other fees and charges are sixty (60) or more days in arrears and such dues, fees, or other charges are not paid within thirty (30) days after written notification of such arrearage to such member. In such event, the member shall be expelled from the

membership in the Association unless such default in payment is excused for reasons satisfactory to the Executive Board.

ARTICLE VI. EXECUTIVE BOARD

Section 1. Powers and Responsibilities/How Constituted. There shall be an executive board of the Association which shall function as the board of directors of the Association (the “Executive Board”). The Executive Board shall have full responsibility for the management, direction and control of the business, policies and affairs of the Association. The Executive Board shall consist of the President, President-Elect, the most immediate Past-President available and six (6) at-large directors (“at-large directors,” and, together with the above-referenced officers who are directors, the “directors”), all of whom shall be members in good standing of the Association and who shall be elected as hereinafter provided.

Section 2. Election/Terms. The President and President-Elect shall be directors by virtue of their status as such officers. At-large directors shall be elected by the members of the Association. The term of office of each at-large director shall be three (3) years (or until the end of the term of his or her predecessor if he or she shall have been elected to succeed a person who shall not have completed his or her term), which term shall not be renewable; provided, however that the terms of one-third (1/3) of the initial at-large directors shall be two (2) years and the terms of another one-third (1/3) of the initial at-large directors shall be four (4) years in order to permit at-large director terms to be staggered such that the terms of one-third (1/3) of the total number of at-large directors expire each year. At-large directors shall be elected by the Members not more than ten (10) months before the annual Meeting of Members (except in the case of an at-large director filling a vacancy, in which case such at-large director shall be appointed as described in Article VI, Section 4, below) which immediately follows their election and the terms of each such at-large director shall commence at the end of the Annual Meeting of Members which next follows his or her election as a director (except in the case of an at-large director filling a vacancy, in which case such term shall commence on the date the individual filling such vacancy assumes such office) and shall continue until the end of the Annual Meeting of Members at which such term expires or until his or her successor shall have been duly elected and qualified or until his or her death, resignation or removal. The term of any director serving as such on account of being an officer shall automatically commence at such time as such officer term commences and automatically expire at such time such officer term ends for any reason.

At-large directors shall not be eligible for reelection as a director after having served one full term as an at-large director.

TRANSITION NOTE: The initial at-large directors of the Corporation shall be elected for terms of 1, 2 or 3 years in order to allow for the terms of two (2) at-large directors to expire each year.

Section 2. Resignation. Any director may resign from the Executive Board at any time by delivering written notice of same to the President of the Association. Such resignation shall take effect at the time specified in the written notification. Any director serving as such on account of being an officer who resigns as an officer shall also be deemed to simultaneously resign as a director.

Section 3. Removal. Any director may be removed from the Executive Board by a two-thirds (2/3) vote of all Members for good reason as determined by the Members and otherwise if the Members determine that the best interests of the Association are served by such removal. Any director serving as such on account of being an officer who is removed as an officer shall also be deemed to simultaneously to be removed as a director.

Section 4. Vacancies. In case of any vacancy in an at-large director position for any reason (including, without limitation, the death, resignation or removal of an at-large director) before the expiration of the term of such position, the Executive Board may choose to leave the position vacant or may appoint a Member of any class as a successor, such successor to serve for the unexpired term of the vacating director. The individual appointed to such at-large director position shall be eligible to stand for election to a full term as a director.

Section 5. Meetings. The Executive Board shall meet at least once annually with one meeting held in conjunction with the regular annual meeting of the Association. Special meetings shall be called by the President upon the request of four (4) or more members of the executive board, or may be held at the call of the President. In the event the President fails, neglects or refuses to distribute, or cause the distribution of proper notice of such requested special meeting, the persons requesting the meeting may schedule or convene such meeting by proper notice to all directors then in office.

Section 6. Notice. The President shall give, or cause to be given, notice of each annual and special meeting by mailing or transmitting by facsimile transmission, electronic mail or other electronic means such notice to each director at least seven (7) days before an annual meeting and at least two (2) days before a special meeting. Such meetings may be scheduled during any prior regularly scheduled meeting. Such notice may be waived by any director. Neither the business to be transacted nor the purpose of any annual or special meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws or applicable law. At any meeting attended by all of the Directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.

Section 7. Power of the Executive Board re Operating Policies. The Executive Board shall have the power and authority to from time to time adopt, amend and/or rescind operating policies and procedures pertaining to the operating and functioning of the affairs of the Association, by majority vote of the Executive Board.

Section 8. Compensation. Executive Board members of the Association shall serve without compensation but may be reimbursed for expenses according to the WAEA reimbursement policy as established by the Executive Board.

Section 9. Quorum/Voting/Action Without a Meeting.

(a) **Quorum.** At any meeting of the Executive Board, a majority of the Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Executive Board. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for an annual or special meeting of

the Executive Board, the directors in attendance may adjourn from time to time without notice or other announcement at the meeting unless the requisite number of directors to constitute a quorum shall attend. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of directors whose absence would cause less than a quorum.

(b) **Voting.** Each director shall be entitled to one vote with respect to matters submitted to a vote of the Executive Board. The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Executive Board except where otherwise provided by these Bylaws or applicable law.

(c) **Action Without a Meeting.** Any action required or permitted to be taken by the Executive Board at a meeting or by resolution may be taken without a meeting if all of the Directors consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Board or committee, as the case may be. Such written consents may be executed in counterparts.

Section 10. Electronic Meetings. Notwithstanding any place set forth in the notice for a meeting, any of the Directors may participate in said meetings by, or through the use of, any means of communication by which (a) all participants may simultaneously hear each other, such as by conference telephone, or (b) all communication is immediately transmitted to each participant, and each participant can immediately send messages to all other participants. If a meeting is conducted by such means, then at the commencement of such meeting, the presiding person shall inform the participants that a meeting is taking place at which official business may be transacted. Any participants in a meeting by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter that the presiding person determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means. Such determination shall be made and announced in advance of such meeting.

ARTICLE VII. OFFICERS

Section 1. Officers/Terms. The officers of the Association shall consist of a President, President-Elect and the immediate past-President of the Association as determined in accordance with the second last sentence of this Section (the "Immediate Past-President"). The Executive Board of the Association may from time to time enter into and maintain contractual arrangements for the provision to the Association of services of necessary and appropriate administrative, record keeping and other ministerial services typically provided by a secretary of Wisconsin nonstock corporation and the Executive Board may designate an individual providing such services as the "Secretary," but such individual shall not be considered as an officer of the Corporation nor a member of the Executive Board. Additionally, the Executive Board may appoint such assistant officers as it may deem advisable from time to time. Members in good standing in any class of membership shall be eligible to serve as officers. All individuals serving as officers shall be, by virtue of their status as such, also be directors of the Association as provided in Article VI, Section 2, above. The term of office of each officer shall be one (1) years (or until the end of the term of his or her predecessor if he or she shall have been elected to

succeed a person who shall not have completed his or her term). The terms of office of officers are not renewable. The President-Elect shall be elected by the Members not more than ten (10) months before each Annual Meeting of Members (except as otherwise provided in Article VII, Section 3, below, in the case of an election to fill a vacancy in the office of President-Elect) and the terms of all officers shall commence at the end of the Annual Meeting of Members which immediately follows his or her election (except in the case of an officer filling a vacancy, in which case such term shall commence on the date the individual filling such vacancy assumes such office) and such term shall end at the end of the next succeeding Annual Meeting of Members. The President-Elect whose term of office is expiring at an Annual Meeting of Members shall automatically succeed to the office of President at the end of such Annual Meeting of Members. The President whose term of office is expiring at the end of such Annual Meeting of Members shall automatically succeed to the office of Immediate Past-President at the end of such Annual Meeting of Members. The Nominating Committee and the Executive Board shall nominate individuals for election to the offices of President-Elect in accordance with the procedures set forth in Article VIII, below.

Section 2. Resignation/Removal. Any officer may resign at any time by delivering written notice of same to the President. Such resignation shall take effect at the time specified in the written notification. Any officer may be removed from office with or without cause, by a two-thirds (2/3) vote of the Members. Any officer who has resigned or has been removed as a director of the Association shall be automatically deemed to have also simultaneously resigned, or been removed, as the case may be, from the office in which he or she is serving.

Section 3. Vacancies and succession. In the event of resignation, removal, death, incapacity, or inability to serve of the President, as determined by the Executive Board, the President-Elect shall assume the office of President for the remainder of such term and shall thereafter continue as President for the term for which he or she was elected succeed to the office of President upon completion of the remainder of the term as acting president. If the President-Elect is unable to assume the office of President or in the event of the resignation, removal, death, incapacity, or inability to serve of the President-Elect during his or her term as such, as determined by the Executive Board, the Executive Board shall select an individual to serve as President-Elect from among the directors then in office, such individual to serve in such capacity until the Voting Members elect a successor to fill the unexpired term of such office, which election shall be held as soon as practicable. In the event of resignation, removal, death, incapacity, or inability to serve of the Immediate Past-President, such office shall remain vacant until such time as such vacancy is filled in the normal course at the end of the next annual meeting of members.

Section 4. Duties.

(a) **President.** The President shall be the principal executive officer of the Association. Subject to the direction and control of the Executive Board, the President shall be in charge of the business and affairs of the Association; he or she shall see that the resolutions and directives of the Executive Board are carried into effect in those instances in which that responsibility is assigned to some other person by the Executive Board. In general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time. The President shall preside at all meetings of the Executive Board and be

responsible for scheduling all meetings of the Executive Board. The President may determine the order of business to be conducted at meetings of the Executive Board.

The President shall also be the chief financial officer of the Association. In this capacity, the President shall (i) have supervision of all monies, securities and other valuable properties of the Executive Board and shall oversee accurate accounts of the receipts and disbursements of the Executive Board in books belonging to it; (ii) ensure that all monies and other valuable effects are deposited in the name and to the credit of the Executive Board in such accounts and in such depositories as may be designated by the Executive Board; (iii) check monthly the disbursements of funds of the Executive Board in accordance with authority of the Executive Board; and (iv) render to the Executive Board whenever requested or otherwise required, a written detailed account of the transactions and of the financial condition of the Association, including a statement of all its assets, liabilities, and financial transactions. The prior authorization of the President and the Immediate Past-President shall be required for any unbudgeted expenditures which exceed \$5,000. If required by the Executive Board, the President in his capacity as chief financial officer shall give a bond for the faithful discharge of the duties of such capacity in such sum and with such sureties as the Executive Board determine, the cost of which shall be borne by the Association.

The President, in his capacity as the chief financial officer of the Association, shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the Executive Board to the custody of any other person or Association, or the supervision of which is delegated by the Executive Board to any other officer, agent or employee, or for the performance of any other financial officer duties delegated by the Executive Board to any other officer, agent or employee, and he or she shall not be responsible for any actions of any other officer, agent or employee of the Executive Board.

(b) **President-Elect.** The President-Elect shall temporarily assume the duties of the President in the absence of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. In addition, the President-Elect shall, as the President-Elect of the Association, carry out such duties in such capacity as the President or the Executive Board may from time to time determine.

(c) **Immediate Past-President.** The Immediate Past-President shall assume the duties of the President in the event of the President's death, incapacitation, removal or inability or refusal to act, to complete the unexpired term. The Immediate Past-President will perform such other duties as the Executive Board, through the President, direct, and such other duties as usually pertain to the office of Immediate Past-President.

(d) **Assistant Officers.** Each assistant officer (if any) shall hold office for such period and shall have such authority and perform such duties as the Executive Board may prescribe.

ARTICLE VIII. NOMINATION TO ELECTIVE OFFICE

Section 1. Nominating Committee. The President, subject to approval of the Executive Board, shall appoint a Nominating Committee each year. This committee is to consist of the Immediate Past-President as chair and not less than three (3) other members in good standing of the Association. The names of the committee members shall be published in the next issue of an official publication of the Association immediately following their appointment, together with an invitation to the general membership that suggestions of nominees for the various elective offices be sent to the chair of the Nominating Committee. The Nominating Committee shall use its best efforts to take cognizance of the desire for geographical, functional, and organizational representation on the Executive Board.

Section 2. Nominees. The Nominating Committee for each year shall be instructed to present to the President the names of two nominees for each elective office to be filled including the President-Elect and each at-large director position. Candidates shall run at large.

ARTICLE IX. COMMITTEES

The Executive Board may provide for the creation of standing committees and special committees in accordance with the needs of the Association in its discretion.

ARTICLE X. AMENDMENT OF BYLAWS

The Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members in good standing present at any meeting of the Association at which a quorum is present, or by majority vote of members of the Association returning ballots by mail and/or electronic means as described in Article IV, Section 10, above.

ARTICLE XI. INDEMNIFICATION

The Corporation shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, indemnify any director, officer, employee or agent of the Corporation and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of the Corporation or in connection with any appeal or otherwise; and no provision of the Bylaws shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon the Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final

disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. These indemnification rights shall not be deemed to exclude any other rights to which the director, officer, employee or agent may otherwise be entitled. The Corporation may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not the Corporation would be obligated to indemnify such person under this Article.

ARTICLE XII. FISCAL YEAR

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