

Adopted May 25, 2005

**BYLAWS**  
**OF**  
**CALIFORNIA CROP IMPROVEMENT ASSOCIATION**

**ARTICLE I**

General Provisions

Section 1.01. Name. The name of this association is California Crop Improvement Association, hereafter referred to in these Bylaws as "Association".

Section 1.02. Principal Office. The principal office for the transaction of business of the Association shall be located at the Seed Certification Center, University of California, Davis, California 95616. The Board of Directors ("Board") shall have the authority to change the location of the principal office.

Section 1.03. Purpose. The Association is a nonprofit corporation organized under California law. The Association is formed for the purpose of engaging in any lawful act or activity for which a nonprofit corporation may be organized under the law, including but not limited to, the certification of seeds and propagating material in the State of California and the promotion of production, distribution and use of superior seeds.

The purposes of the Association shall be accomplished by means of the following:

- (a) Maintaining and making available to the public, through seed certification, high quality seeds and propagating materials of superior crop plant varieties grown and distributed as to ensure genetic identity and purity.
- (b) Cooperating with the University of California, College of Agricultural and Environmental Sciences and the Cooperative Extension Service of the University of California, in the development, testing, distribution, and promotion of superior varieties and strains of crop plants.
- (c) Cooperating with the California Department of Food and Agriculture and the County Agricultural Commissioners in the enforcement of the rules and regulations, and implement the policies and procedures of the Association.
- (d) Holding membership in and cooperating with the Association of Official

Seed Certifying Agencies in fostering and adopting uniform standards for seed certification throughout the United States and affiliated countries.

- (e) Cooperating with seed improvement programs of the University of California, and other organizations engaged in the advancement of technology in the production of high quality seeds.
- (f) Sponsoring and promoting activities which promote the production, distribution and use of high quality seed.

Section 1.04. Status. The Association is an officially recognized seed-certifying agency pursuant to Section 3875 of Article 4 of Title 3 of the California Code of Regulations. As a recognized seed-certifying agency, the Association has, pursuant to California Seed Law (Food and Agricultural Code Sections 52251, *et seq.*) and the California Code of Regulations, the authority to, among other things, certify agricultural and vegetable seed and to conduct or fund research projects that the Association deems beneficial to California agriculture.

Section 1.05. Certification Procedure. The Association shall make every effort to standardize its certification procedures and to fairly and uniformly apply such procedures to each lot of seed to be certified and to grant certification only on lots meeting all of the applicable standards and regulations for seed certification.

Section 1.06. Definitions. The following definitions shall apply to these bylaws:

- (a) Agricultural Seed. "Agricultural seed" means the seed of any domesticated grass or cereal and of any legume or other plant which is grown as turf, cover crop, forage crop, fiber crop, or field crop, and mixtures of such seeds. It also includes any other vegetative material used for crop propagation. It does not, however, include any variety of seed that is generally known and sold as flower seed.
- (b) Certification. "Certification" means to certify as to the variety, purity, quality, type, strain or other genetic character of agricultural or vegetable seed.
- (c) Person. "Person" means an individual, partnership, corporation, firm, association, limited liability company, limited liability partnership, or other entity doing business in California.
- (d) Research. "Research" means any research related to the variety, purity, quality, type, strain, or other genetic and physiological characteristics of agricultural or vegetable seed or the production thereof.
- (e) Seed-Certifying Agency. "Seed-certifying agency" means an agency recognized and designated by the California Department of Food and Agriculture as an agency qualified to certify as to variety, type, strain, quality, and other genetic characters of agricultural and vegetable seeds.

## ARTICLE II

### Members

Section 2.01. Qualifications and Rights of Regular Membership. The Association is organized with members, but without capital stock. Any person who grows certified seed in California, or any person who has an interest in seed certification shall be eligible for regular membership on approval by the Board of a membership application and the payment of such fees and dues as the Board may fix from time to time.

Section 2.02. Honorary Members. The Association may, upon recommendation of the Executive Committee and by a majority vote of the Board, admit as an honorary member any person who has been actively interested in seed improvement work and who has rendered outstanding service to the Association and to agriculture. Honorary members shall be non-voting *ex officio* members of the Association.

Section 2.03. Fees. The Board shall determine the fees payable by members for seed certification services and such other fees and dues, including fees for research, which the Board deems appropriate and in the best interest of the Association and the seed industry.

Section 2.04. Good Standing. Those members who have paid the required fees and dues in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 2.05. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member immediately upon notice to the Association;
- (b) Failure of a member to pay any fees set by the Board within the period of time fixed by the Board after they become due and payable;
- (c) Expulsion of a member pursuant to Section 2.06 of these bylaws.

Section 2.06. Expulsion or Suspension of Membership. A regular or honorary member may be expelled or suspended pursuant to Section 2.07 of these bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 2.07. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 2.05 or 2.06 of these bylaws, the procedures set forth below shall be followed:

- (a) The member shall be given 15 days prior noticing of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or registered mail to the member's last address as shown on the Association's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- (c) The Board, committee, or person shall decide whether or not the member should be expelled, suspended or sanctioned in some other way. The decision of the Board, committee or other person shall be final.
- (d) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice must be commenced within ninety (90) days after the date of the expulsion, suspension or termination.

Section 2.08. Effect of Termination, Suspension, or Expulsion. All rights of a member of the Association shall cease upon termination, suspension, or expulsion from membership. Termination, suspension, or expulsion shall not relieve that member of any existing obligations to the Association. Membership in the Association does not constitute an ownership interest in any asset of the Association at any time.

Section 2.09. No Withdrawal Value. If a membership is terminated for any reason, the Association shall not be liable for the payment of any amount whatsoever. Each member is received into membership on his or her express agreement to this provision. This provision is not for the purpose of penalizing any person whose membership shall be forfeited, or otherwise terminated, but rather because no membership will have any real or intrinsic value.

Section 2.10. Transfer of Memberships. A membership or any right arising from membership may not be transferred to another person without the prior approval of the Board.

Section 2.11. Meetings of Members.

- (a) Place of Meeting. Meetings of the members shall be held in any place within or outside California designated by the Board or by written consent

of a majority of the persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal office.

- (b) **Annual Meeting.** An annual meeting of regular members shall be held on a date and at a time fixed by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws.
- (c) **Special Meetings.** A special meeting of the members for any lawful purpose may be called at any time by the Board, by the President, or by five (5) percent of the members.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President, the Vice President or Executive Director. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with subsections (d) and (e) below, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice.

No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

- (d) **District Meetings.** A district meeting may be called from time to time by the director from such district or upon the request of ten (10) members therein. The director from the district holding the meeting shall preside at the meeting. If the director is unavailable, any regular member from that district may preside at the meeting. District meetings shall be informational and/or advisory to the Board or the full membership. Notice of district meetings shall be given in accordance with subsection (f) below.
- (e) **Notice Requirements for Members' Meetings.** Written notice of any members' meeting shall be given, in accordance with these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

- (f) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10), but not more than ninety (90) days before the meeting date. Notice shall be given either personally or by first class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Association or at the address given by the member to the Association for purposes of notice.

Section 2.12. Quorum. A minimum of ten (10) regular members of the Association shall constitute a quorum for the transaction of business at any meeting of members. However, if less than one-third (1/3) of the regular members of the Association are present at a meeting of members, only matters that were specified in the notice of the meeting may be acted upon.

The regular members present at a duly called or held meeting at which a quorum is initially present may continue to transact business until adjournment, even if enough regular members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the regular members required to constitute a quorum.

Section 2.13. Eligibility to Vote. Regular members entitled to vote at any meeting of members shall be all regular members in good standing as of the date the vote is taken.

Section 2.14. Proxies. Proxy voting shall not be allowed.

## ARTICLE III

### Directors

Section 3.01. Number. The number of directors on the Board shall be no less than eight (8) and no more than nineteen (19). The exact number of current directors shall be fixed by a majority vote of the Board. The directors shall be elected or appointed as follows: (a) One director shall be elected from each of the following districts.

District I - Imperial, Orange, Riverside, San Bernardino and San Diego counties.

District II - Inyo, Kern, Kings, and Tulare counties.

District III - Fresno, Madera, and Mono counties.

District IV - Los Angeles, Monterey, San Benito, San Luis Obispo, San Mateo, Santa Barbara, Santa Clara, Santa Cruz, and Ventura counties.

District V - Alameda, Alpine, Amador, Calaveras, Contra Costa, Mariposa, Merced, San Joaquin, Stanislaus, and Tuolumne counties.

District VI - El Dorado, Marin, Napa, Nevada, Placer, Sacramento, Sierra, Solano, Sonoma, Sutter, Yolo, and Yuba counties.

District VII - Butte, Colusa, Glenn, Lake, Mendocino, Plumas, and Tehama counties.

District VIII - Del Norte, Humboldt, Lassen, Modoc, Shasta, Siskiyou, and Trinity counties.

- (b) One director shall be appointed by each of the following agencies.

College of Agricultural and Environmental Sciences, University of California, Davis.

Department of Plant Sciences, University of California, Davis

Cooperative Extension, University of California.

California Department of Food and Agriculture.

California Farm Bureau Federation.

Agricultural Commissioners Association.

California Seed Association.

- (c) Two directors shall be appointed from the University of California, Davis, Department of Plant Sciences and serve in a non-voting, ex officio capacity as follows:

Seed Biotechnology Center

Foundation Seed Program

- (d) The Board shall appoint not more than two directors-at-large.

### Section 3.02. Eligibility/Qualifications.

- (a) Elected District Directors. Any person who is a regular member of the Association is eligible to serve as an elected district director.
- (b) Agency-Appointed Directors. Any authorized employee or representative of an agency listed in Section 3.01(b) above is eligible to serve as an agency-appointed director for that agency.

- (c) Directors-at-large. Any regular member of the Association is eligible to serve as a director-at-large.

Section 3.03. Nomination and Election of District Directors. In order that elections need not be held every year, and in order to stagger the terms of directors on the Board, commencing in 1991, directors shall be elected from Districts I, III, V and VII, and re-elected every four (4) years thereafter. Commencing in 1993, directors shall be elected from Districts II, IV, VI, and VIII, and re-elected every four (4) years thereafter.

The President shall appoint a nominating committee for each district made up of members from each district which shall nominate at least one member in every election year to serve as director. Each member in each district shall then be notified of the nomination(s) for the district and be given an opportunity to make additional nominations. Once the nominating period has closed, the Chairman of the nominating committee in the district shall verify the eligibility of each nominee and his or her willingness to serve as a director. A ballot shall then be mailed to each member listing the nominee(s) for the member's district and allowing for write-in candidates. The person from each district receiving the highest number of votes shall be elected to the director position for that district.

#### Section 3.04. Terms of Office.

- (a) Elected District Directors. The term of office of each elected district director shall be four (4) years with no limit on the number of terms served. Any District Director attending less than two regularly scheduled Board meetings during any fiscal year shall be automatically disqualified and removed from his/her seat on the Board. The Board may, in its sole discretion, waive this automatic removal provision by majority vote if it finds that the director's absences were excusable under the circumstances.
- (b) Agency-Appointed Directors. The term of office of each agency-appointed director shall be one year with no limit on the number of terms served.
- (c) Appointed Directors-at-Large. The term of office of each appointed director-at-large shall be four (4) years. No director-at-large shall serve more than two consecutive four-year terms.

Section 3.05. Resignation and Vacancies. Any director may resign from the Board by giving written notice to the President, the Executive Director, or the Board.

- (a) Elected District Directors. Any vacancy of an elected district director position occurring by the failure of the director to continue in his or her position because of a change in his or her status making the person ineligible to serve, or because of the death, removal, resignation, or

disqualification of the director, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors.

- (b) Agency-Appointed Directors. Any vacancy of an agency-appointed director position occurring by the failure of the director to continue in his or her position because of a change in his or her status making the person ineligible to serve or because of the death, removal, resignation, or disqualification of the director, shall be filled for the unexpired portion of the term by the agency originally appointing the director.
- (c) Directors-at-Large. Any vacancy of a director-at-large position occurring by the failure of the director to continue in his or her position because of a change in his or her status making the person ineligible to serve, or because of the death, removal, resignation, or disqualification of the director, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors.

Section 3.06. Annual Meeting. An annual meeting of the Board shall be held in conjunction with the annual meeting of members. Written notice of the annual meeting shall be given to all directors at least thirty (30) days prior to the meeting by first-class mail or facsimile.

Section 3.07. Special Meetings. Special meetings of the Board may be held from time to time on the call of the President, Vice-President, or any two directors. The time and purpose for the special meeting shall be set by the person(s) calling such meeting, and the call shall be delivered to the Executive Director or person whose duty it is to give notice.

Section 3.08. Notice of Special Meetings. Notice of special meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least four (4) days before the meeting by first-class mail, or 48 hours before the meeting if personally delivered or by telephone, including a voice messaging system, or other system or technology designed to record and communicate messages, telegraph or facsimile, electronic mail, or other electronic means.

Section 3.09. Place of Meetings. Meetings of the Board, shall be held at whatever place is designated from time to time by the Board and, in the absence of any designation, shall be held at the principal office of the Association.

Section 3.10. Meetings by Telephone. Any meeting of the Board may be held by conference telephone or similar communication equipment, so long as the following conditions are met:

- (a) Each director participating in the meeting can communicate with all other directors concurrently.
- (b) Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose, an objection

to a specific action to be taken by the Board.

- (c) The Board adopts and implements some means of verifying both of the following:
  - (1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting.
  - (2) All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.

Section 3.11. Waiver of Notice and Consent to Meetings. Unless otherwise prohibited by law, the directors may waive notice of any meeting of the Board. Attendance at and participation in the proceedings of any meeting of the Board shall be deemed such a waiver. The waiver of any director not present or participating in any such meeting shall be in writing, signed by the director, either before or after the holding of the meeting and filed with the Executive Director.

Section 3.12. Quorum. A quorum of the Board necessary for the transaction of business shall be a majority of the current directors. Unless otherwise required by law or these bylaws, every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation, or these Bylaws.

Section. 3.13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

Section 3.14. Action Without Meeting. Any action which, in accordance with law, is required or permitted to be taken at a meeting of the directors may be taken without a meeting if all members of the Board consent in writing to such action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 3.15. Compensation of Directors. Directors shall not receive compensation for their services. Directors shall receive reimbursement for travel and other actual expenses which are incurred by attending Board meetings.

Section 3.16. Powers and Limitations of Board of Directors. The Board, subject to restrictions of law, the Articles of Incorporation, and these Bylaws, shall exercise all powers of the Association. Without limitations on its general power, except as specified herein, the Board shall have full power to do the following:

- (a) Policies. Adopt policies and procedures for the management and operation of the Association, including but not limited to policies regarding certification and research fees, inspections, and all other aspects of seed certification.
- (b) Administration. At its discretion, employ or contract with an executive director, or management firm, or the staff of any other existing organization for the purpose of administering the day-to-day activities of the Association. The Board may employ, retain, or authorize the employment of such other employees, independent contractors, agents, and legal counsel as it from time to time deems necessary or advisable in the interest of the Association, prescribe their duties and fix their compensation. The Executive Committee shall review the Executive Director annually and present the results at the Fall board meeting each year.
- (c) Bonds. The Board may require officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
- (c) Financial Reports. The Board, after receiving recommendations from the Audit Committee shall cause to be prepared, not later than 120 days after the close of the fiscal year, an audited annual report of the finances and operations of the Association. The Board shall notify each member annually of the member's right to receive the report and shall promptly send a copy of the most recent report to any member making a written request.
- (e) Audits. Upon a majority vote of the Board, after receiving recommendations from the Audit Committee, the Board may select a licensed certified public account to perform an audit of the books and records of the Association and submit a written audit report to the Board.
- (f) Borrowing money. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- (g) Fiscal Year. Fix and change the fiscal year of the Association. Unless changed by action of the Board, the fiscal year shall be the 12-month

period ending March 31 of each year.

- (h) Seal. Adopt and use a corporate seal provided that the name of the Association and the state are shown on it. The seal may be affixed to membership certificate and to such other instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the Association.
- (i) Contracts. Enter into contracts and cooperative agreements with individuals and with public and private agencies for the advancement of the purposes for which the Association is organized.
- (j) Property. Acquire and possess real and personal property.
- (k) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the Association.
- (l) Committees. Appoint committees as provided in these bylaws.
- (m) The Board may do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the Association.

Section 3.17. Voting Power. For all purposes, the voting power of each Director shall be one vote.

Section 3.18. Voting by Proxy. Proxy voting shall not be permitted.

Section 3.19. Property Rights. No director shall have any property rights in any assets of the Association.

## ARTICLE IV

### Committees

Section 4.01. Standing Committees. The standing committees of the Association are as follows:

- (a) Executive Committee.
- (b) Certification Technical Committee.
- (c) Audit Committee.
- (d) Research Advisory Committees.

The Board may, by a majority vote, provided that a quorum is present, delete or create standing committees, without an amendment to these bylaws.

Section 4.02. Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, , immediate past President, Executive Director and Faculty Advisor. The President of the Board shall serve as Chairperson of the Executive Committee. The Executive Director and Faculty Advisor shall serve in non-voting, *ex officio* capacities. The Executive Committee shall have all the authority of the Board, except with respect to:

- (a) The approval of any action which requires approval of the members of the Association.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of directors for serving on the Board or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees that have the authority of the Board.
- (g) The expenditure of Association funds to support a nominee for director.

Section 4.03. Certification Technical Committee. The Certification Technical Committee shall be composed of representatives from the University of California, the California Department of Food and Agriculture, and staff of the Association. This committee shall be advisory to the Board and shall recommend the varieties to be certified and the standards to be employed in field and seed inspections.

Section 4.04. Audit Committee. The Audit Committee shall be composed only of directors and no persons who are not directors. The Treasurer shall serve as chairperson of the Audit Committee. The Audit Committee shall, at least annually, conduct or cause to be conducted an audit of the financial affairs of the Association. In performing its duties the Audit Committee shall work with Association staff and may retain the services of an independent auditing firm or others as the Committee deems appropriate. Upon the completion of an annual or other audit of the Association's finances, the Audit Committee shall present an audited financial statement to the Board at its next regularly scheduled meeting.

Section 4.05. One or more Research Committees shall be established by the Board and each shall be composed of an unrestricted number of certified seed growers of the particular commodity for which the committee is created. At least one member of each Research

Committee shall be a director. All Research Committee appointments shall be subject to approval by a majority vote of the Executive Committee. The number of Research Committees may vary at the discretion of the Board. Research Committees shall review and make recommendations to the Board on research proposals the Association may receive from various sources.

Section 4.06. Other Committees. From time to time, other committees may be established by the Board or the President as deemed necessary to carry out the purposes and objectives of the Association. Such committees shall be advisory to the Board and shall make recommendations subject to approval by the Board.

Section 4.07. Notice. Notice of all committee meetings shall be provided in the same manner described in Article III, Section 3.08 of these bylaws.

Section 4.08. Quorum. A majority of the voting members of any committee shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

## ARTICLE V

### Officers

Section 5.01. Officers. The Board shall annually elect a President, a Vice-President, a Treasurer, all of whom must be directors. The President shall hold no office other than that of President. The Board may appoint an Assistant Treasurer to assist the Treasurer with his or her duties. The Assistant Treasurer shall have the authority and perform the duties as prescribed by the Board. The officers shall hold office until the election and qualification of their successors or until they are removed as set forth below.

Section 5.02. Terms of Office. Officers shall serve one-year terms. No person shall hold the same office for more than three (3) consecutive terms.

Section 5.03. Compensation of Officers. The officers of the Association shall not receive compensation for their services.

Section 5.04. Removal of Officer. Any officer may be removed for any reason by a majority vote of the Board.

Section 5.05. President. The President shall preside at all meetings of the members and the Board. He or she shall be *an ex-officio* member of all committees and shall have the general powers and duties usually vested in the office of chairperson of a corporation, and shall have whatever other powers and duties may be prescribed by the Board.

Section 5.06. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the

power of and be subject to all the restrictions of the President. The Vice-President shall have whatever other powers and duties may be prescribed from time to time by the Board.

Section 5.07. Treasurer. The Treasurer shall keep and maintain, or cause the Executive Director to keep and maintain, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gain, losses, capitol and surplus. The books of account shall be open to inspection at all reasonable times by any member or director.

The Treasurer shall render to the Chairperson and directors, on request, an account of all of the transactions and of the financial condition of the Association, and shall have whatever other powers and duties may be prescribed by the Board.

Section 5.08. Executive Director. Subject to the supervisory powers of the Board, the Executive Director shall:

- (a) Be the Chief Executive Officer of the Association responsible for all management functions.
- (b) Manage and direct all activities of the Association as prescribed by the Board and shall be responsible to the Board.
- (c) Serve as a non-voting *ex officio* member of the Board and all committees of the Board.
- (d) Employ and may terminate the employment of members of the staff necessary to carry on the work of the Association, and fix their compensation within the approved budget of the Association.
- (e) Define the duties of the staff, supervise their performance and establish their titles which, in the Executive Director's judgment, are in the best interests of the Association.
- (f) Not accept any outside employment on a salary or fee basis without the express approval of the Board.
- (g) Keep, or cause to be kept, at the principal office or other place that the Board may delegate, a book of minutes of all membership meetings and meetings of the Board and committees stating the time and place, whether regular or special and, if special, how authorized, the notice given, the names of those members or directors present, and the proceedings of those meetings.
- (h) Keep, or cause to be kept, a regular list of the names of the members and directors, their addresses and telephone numbers.
- (i) Give, or cause to be given, notice of all meetings.

- (j) Subject to the general oversight of the Treasurer, serve as the Assistant Treasurer and Chief Financial Officers of the Association. The Executive Director shall assist the Treasurer in keeping and maintaining, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The Executive shall, under the general oversight of the Treasurer, deposit money and other valuables in the name and to the credit of the Association with depositories designated by the Board, and shall disburse the funds of the Association as may be ordered by the Treasurer and the Board.
- (k) Perform any other powers and duties as may be prescribed by the Board.

Section 5.09. CCIA Faculty Advisor. Subject to the supervisory powers of the Board of Directors and the Chair of the Department of Plant Sciences, the Faculty Advisor shall:

- (a) Be an academic senate or cooperative extension member of the University of California, Davis, Department of Plant Sciences.
- (b) Collaborate with the Executive Director in program planning and management, and provide evaluation of current programs and services, including short-range planning efforts.
- (c) Identify and guide development of new and innovative programs including long range planning efforts.
- (d) Review and provide advice on budget and pricing policies to the Executive Director and the Board of Directors.
- (e) Advise Board on faculty research proposals and act as liaison with faculty researchers.
- (f) Collaborate with the Executive Director in the organization of educational activities, field days and workshops.
- (g) Apprise CCIA Board of Directors at the Board of Directors meetings of planning efforts, new programs and services.
- (h) Serve as a non-voting, ex officio member of the Executive Committee.
- (i) Shall prepare and present an annual report to the Board of Directors on yearly activities for review and evaluation.

## ARTICLE VI

### Liability and Indemnification

Section 6.01. Liability. There is no monetary liability on the part of and no cause of action for damages shall arise against any volunteer director or volunteer officer of the Association based on any alleged failure to discharge the person's duties as a director or officer if the duties are performed in accordance with the standards of conduct specified below.

Section 6.02. Indemnification. The Board may, in its discretion, and to the extent allowed by law, authorize the Association to indemnify and defend its directors and officers against damages and liabilities to third parties, including court costs and attorneys' fees, incurred in the course and scope of their activities on behalf of the Association or arising out of their status as directors.

Section 6.03. Required Standard of Conduct. The person seeking indemnification must be found to have acted in good faith, in a manner he or she believed to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances.

Section 6.04. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of an insurance policy or bond on behalf of its directors and officers against any liability to third parties, other than for violating provisions against self-dealing, asserted or incurred by the director or officer in such capacity or arising out of the director or officer's status as such.

## ARTICLE VII

### Dissolution

Section 7.01. Dissolution. The Association shall be dissolved when it ceases to carry out its intended purpose.

Section 7.02. Dissolution by Vote. The Association may be dissolved at any time by a majority vote of the Board. Upon such election, the directors shall promptly cease operations and proceed to wind up and dissolve the Association.

## ARTICLE VIII

### Amendments

Section 8.01. Amendment to Bylaws. These bylaws may be amended or repealed, or new bylaws adopted by a two-third's vote of the Board. Any proposed amendment must be mailed to each Board member at least twenty-one (21) days prior to the meeting at which the amendment will be voted upon.

## ARTICLE IX

### Rules and Regulations

Section 9.01. Rules and Regulations. The Board may adopt any rules and regulations as may be necessary for the efficient operation of the Association.