

**AMENDED AND RESTATED BYLAWS
OF
NATIONAL ASSOCIATION FOR PLANT BREEDING, INC.**

Article I: Name, Incorporation, and Offices

Section 1. **Name**. The name of this corporation is the National Association for Plant Breeding, Inc., formerly known as the National Association for Plant Breeders, Inc. (hereinafter referred to as NAPB).

Section 2. **Incorporation**. NAPB is incorporated under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

Section 3. **Offices**. As long as NAPB is incorporated in the State of Wisconsin, NAPB shall have a registered office at all times in the State of Wisconsin as required by the Wisconsin Nonstock Corporation Law. The registered office of NAPB shall be c/o Alliance of Crop, Soil and Environmental Science Societies (ACSESS), Inc., 5585 Guilford Road, Madison, Wisconsin 53711. The registered agent for NAPB shall be the ACSESS CEO. The initial principal office of NAPB shall be at the same address as ACSESS. The NAPB Executive Committee will have the authority to change the registered agent, the registered office, or the principal office, at which time these by-laws shall be amended.

Article II: Purposes of NAPB

Section 1: **Purposes of NAPB**. The purposes of NAPB shall be generally those of a charitable, educational, or scientific organization as described in Internal Revenue Code section 501(c)(3). To the extent consistent with those general purposes, NAPB shall strengthen national capacities for plant breeding research, technology, education, and public awareness to meet needs for plant improvements on which the world relies for food, feed, fiber, fuel, environmental stewardship, aesthetics, recreation, and human health. The NAPB will drive the overall purposes through four strategic pillars: 1. Workforce Development, 2. Community and Science, 3. Organization and Finance, 4. Communication and Advocacy.

Article III: Composition of NAPB

Section 1. **Members**. NAPB shall have members as described below.

Section 2. **EC and Officers**. NAPB shall have an Executive Committee composed of officers as described below. The EC shall serve as the board of directors that is vested with the management of the corporation as provided by Chapter 181 of the Wisconsin Statutes.

Article IV: Membership and Annual Meetings

NAPB shall have three classes of members: (1) career professional, (2) student, and (3)

subscribers.

Section 1. **Career Professional Members** Career professional members are individuals who have an active interest in the objectives of NAPB and who pay dues as determined by the EC. Active members may vote, hold office, are encouraged to attend NAPB meetings and webinars, present and participate in live and virtual sessions, and are encouraged to publish and advocate for plant breeding.

Section 2. **Student Members.** Student members are individuals who are undergraduate or graduate students in plant breeding, horticulture, crops, agronomy, agriculture, soils, or another closely related science and who pay dues as determined by the EC. Student members have the same privileges as Career Professionals, except that they may not hold an NAPB office, except on the Graduate Student Working Group (GSWG). The term of a graduate student membership is limited to seven years and shall cease on completion or termination of graduate study, whichever comes first. One year of graduate student membership will be allowed while transitioning full-time into the profession, provided that seven years of eligibility have not yet been completed. NAPB may request evidence of graduate student status.

Section 3. **Subscriber Members.** Subscriber members are individuals or organizations (such as libraries, corporations, government agencies, or institutions) who subscribe to NAPB newsletters or other NAPB publications. Subscriber members may not vote, hold office, or present papers at annual meetings. Subscriber members shall pay no dues, but shall pay the subscription fee, as determined by the NAPB Board.

Section 4. **Annual Meetings.** NAPB shall hold at least one annual meeting of the members at a time and place determined by the EC. The annual meeting shall serve as a primary event for the gathering of plant breeders and any associated scientists or other professionals interested in plant breeding for the purpose of dissemination of information in the field of plant breeding. The registration rates for the annual meetings will be proposed by the annual meeting program planning committee for the hosting organization/institution and the proposed rates approved by the EC.

Article V. Executive Committee

Section 1. **General Powers.** The corporation and its affairs shall be managed by an Executive Committee (EC). The EC shall have all the powers permitted to a board of directors under the Wisconsin Nonstock Corporation Law, except as limited by the articles of incorporation or these bylaws.

Section 2. **Number, Tenure, and Qualifications.** The EC shall consist of five individuals who hold the following corporate offices: president, vice-president, secretary, treasurer, and past president. The following positions will hold a one-year term of office advancing to the next office over the period of four years in the following succession: secretary to vice-president to president to past president. The treasurer will be elected to a four-year term, with a second four-year term possible. The secretary position will be elected

through an electronic ballot of no more than two candidates distributed to all NAPB members. Once elected as secretary they will progress through the sequence described above. The treasurer position will be elected through an electronic ballot at least six months prior to the end of the term of service of the previous treasurer. Candidates for open EC positions can be nominated by NAPB members and with the EC having authority to select two individuals that will be on the electronic ballot. In the event of a board resignation, the remaining EC will hold a special election to replace any open EC position.

Section 3. **Annual and Regular Meetings.** The annual meeting of the EC shall be held at generally the same time and place as the annual meeting of the members. The EC will provide, by resolution, the time and place for holding of additional regular meetings at a frequency determined necessary by the EC, without other notice than such resolution. At any annual or regular meeting, the EC may transact any business that comes before the EC.

Section 4. **Special Meetings.** Special meetings of the EC may be called by or at the request of any EC member for the purpose of conducting business on any matter described in the notice of the meeting. The EC member calling any special meeting of the EC may fix any reasonable time or place for the holding of the special meeting.

Section 5. **Notice of Meeting.** Except as otherwise provided in the bylaws, notice of a meeting of the EC shall be given to each EC Member at least 5 days prior to the meeting. The attendance of an EC Member at (or participation in) a meeting shall constitute a waiver of notice of such meeting, except where an EC Member objects at the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular meeting of the EC need be specified in the notice of such meeting.

Section 6. **Participation by Telephone or Virtual Meeting Technology.** Any or all EC members may participate in an EC meeting or in a committee meeting (and any meeting may be conducted) through the use of any means of communication by which (a) all participating EC members may simultaneously hear each other during the meeting or (b) all communication during the meeting is immediately transmitted to each participating EC member and each participating EC member is able to immediately send messages to all other participating members.

Section 7. **Quorum.** A majority of EC members shall constitute a quorum for the transaction of business at any meeting of the EC, but a majority of the EC members present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 8. **Manner of Acting.** The act of a majority of the EC members present at a meeting at which a quorum is present shall be the act of the EC, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 9. **Conduct of Meetings.** Meetings of the EC shall be chaired by the first office

holder listed below who is present at the meeting: president; vice president; treasurer; past president or any EC member chosen by the EC members present. The secretary of the corporation shall record the actions taken at the meeting. In the absence of the secretary, the acting chair may appoint any person present to act as the secretary of the meeting. Virtual meetings may be recorded at the agreement of the EC .

Section 10. **Compensation Considerations.** EC members shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation. Determination of the payment and purpose must be approved by a unanimous vote of the EC. Other services contracted by the NAPB will be determined by a unanimous vote of the EC.

Section 11. **Presumption of Assent.** An EC member who is present at a meeting of the EC or a committee thereof which he or she is a member at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to an EC member who voted in favor of such action.

Section 12. **Committees, Working Groups or Task Forces.** The EC, by affirmative vote of a majority of the EC members then in office, may designate one or more committees for any purpose. The committees shall have and may execute such powers as are provided in the resolution of the EC designating such committee, as such resolution may from time to time be amended and supplemented. New committees, working groups and task forces must be proposed by any NAPB Members to the EC and established through a favorable majority vote of the EC. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall provide bi-monthly and end-of-year reports to the EC of its activities, as the EC shall request. Any specific committee activity that is not aligned with an EC majority must be discontinued. Committees are encouraged to have four officers serving progressive one-year terms in each office: secretary, vice-chair, chair, past-chair. Deviations from this progression shall be managed by individual committee leadership.

Section 13. **Unanimous Consent Without Meeting.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the EC or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the EC members or committee members entitled to vote with respect to such action.

Section 14. **Closed Meetings.** The EC may by vote of two-thirds of the EC members hold a closed meeting at any frequency the EC deems necessary.

Section 15. **Open Records.** All records of the EC or any committee shall be open for inspection upon request by any NAPB member, with the exception of minutes of closed

meetings and such other records as the NAPB president shall determine as confidential based on advice of legal counsel. Decisions of the president regarding the confidentiality of records are subject to appeal of any NAPB member to the EC.

Section 16. **Information to Members.** The members of NAPB shall be kept apprised of NAPB affairs and business via the NAPB newsletter, emails, web site updates (plantbreeding.org) or by other means as deemed appropriate by the EC.

Section 17. **Rules of Order.** Robert's Rules of Order will be used as a guide for conducting meetings of NAPB members, the EC, and all NAPB committees.

Article VI. Officers

Section 1. **Number and Titles.** The corporation shall have five principal officers, namely: a president, a vice-president, a secretary, a treasurer, and a past president. No individual is allowed to hold more than one board position simultaneously, but is allowed to serve on committees and in committee leadership roles.

Section 2. **Duties.** The duties of the officers shall be those enumerated in these bylaws and any further duties designated by the EC and through the NAPB Policies and Procedures Manual. The duties specified in these bylaws for particular officers may be transferred to and vested in such other officers as the EC shall elect or appoint, from time to time and for such periods or without limitation as to time as the EC shall order.

Section 3. **Election and Term of Office.** The principal officers of the corporation shall be communicated annually at the annual meeting of the members of the corporation.

Section 4. **Removal.** Any officer or any committee leader may be removed by the EC whenever in its judgment the best interests of the corporation will be served thereby.

Section 5. **Vacancies.** A vacancy in any principal office because of death, resignation, removal, or otherwise, may be filled by an individual appointed by the EC to serve until a special election can be arranged.

Section 6. **Past-President.** The past-president shall serve a one-year term on the EC, following their previous role as president. The past-president shall identify a team of NAPB members to review the current five-year strategic plan, summarize the annual accomplishments according to the current plan, and revise the plan at the end of each five-years to build the next five-year strategic plan.

Section 7. **President.** The president shall serve a one-year term, following their previous role as vice-president. The president shall in general supervise and control all of the business affairs of the corporation and shall, when present, preside at all meetings of the EC. The president shall chair the elections committee to nominate and receive nominations for incoming secretary for election prior to the next annual meeting of the members of the corporation. The president shall help to develop and revise the corporation's by-laws as needed. The president shall coordinate with NAPB's members

to evaluate future needs. The president shall organize annual meetings of the NAPB members and the EC members. Generally, at the end of his or her term as president, the president shall become the past-president, except as otherwise determined by the EC.

Section 8. **Vice-President.** The vice-president shall serve a one-year term, following their previous role as secretary. The vice-president shall act for the president when the president is not present or not able to act. Generally, at the end of his or her term as vice-president, the vice-president shall become the president, except as otherwise determined by the EC.

Section 9. **Secretary.** The secretary shall (a) keep the minutes of the meetings of the EC in electronic form and maintained on the NAPB website under a secured folder for leadership content; (b) see that all notices are duly given in accordance with the provisions with these bylaws or as required by law; (c) be custodian of the corporate records; (d) provide continuity with newly-elected officers, and (e) in general perform all duties incident to the office of secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the EC. Generally, at the end of his or her term as secretary, the secretary shall become the vice-president, except as otherwise determined by the EC. Generally, at the end of his or her term as secretary, the secretary shall become the vice-president, except as otherwise determined by the EC.

Section 10. **Treasurer.** The treasurer shall (a) oversee the financial records of the corporation and shall report thereon to the EC at monthly meetings.; and (b) in general perform all duties incident to the office of treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the EC. The treasurer shall be elected by an electronic ballot and shall serve a four-year term and can be re-elected for up to a second four-year term.

Section 11. **Assistants or Service Providers.** The EC shall have the power to appoint any person to act as assistant to any officer or hire service providers, and such individuals shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the EC.

Section 12. **Liaisons.** The EC may appoint individuals to serve as liaisons between NAPB and other organizations.

Section 13. **Committees.** The EC shall have the power to create committees, retire committees, appoint committee members and chairpersons, and assign duties to the committees and committee members.

Section 14. **No Compensation.** Officers, archivists, assistants, liaisons, and committee members shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation.

Article VII. Nonliability and Indemnification

Section 1. **Nonliability.** An NAPB member, EC member, officer, employee, agent, or volunteer of NAPB is not liable for NAPB's debts or obligations and is not liable for any loss or damage suffered by the individual on account of any action taken or omitted to be taken by him or her in such capacity, in good faith, if such individual (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for NAPB or upon statements made or information furnished by officers or employees of NAPB which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which the individual may be entitled as a matter of law.

Section 2. **Indemnification.** Every individual who is or was an EC member or officer of NAPB shall (together with the heirs, executors and administrators of such individual) be indemnified by NAPB against all costs, damages, and expenses asserted against, incurred by, or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such EC member officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or EC member. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial) shall not be deemed an adjudication that such EC member or officer is guilty of fraud in the performance of his or her duties, if such EC member or officer was acting in good faith in what he or she considered to be in the best interest of NAPB and with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all rights to which officers or EC members may be entitled as a matter of law.

Section 3. **Transactions with the Corporation.** No contract or other transaction between NAPB and one or more of its EC members or any other corporation, firm, association, or entity in which one or more of its EC members are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such EC members are present at the meeting of the EC which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the EC which authorizes, approves or ratifies the contract or transaction (by a vote or consent sufficient for the purpose without counting the votes or consents of such interested EC members); or (b) the contract or transaction is fair and reasonable to NAPB. Interested EC members may be counted in determining the presence of a quorum at a meeting of the EC which authorizes, approves or ratifies such contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Article VIII. General

Section 1. **Seal.** The corporation shall not have a corporate seal.

Section 2. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of December each year.

Article IX. Amendments

Section 1. **By EC.** These bylaws may be amended or repealed (and new bylaws may be adopted) by the EC by unanimous affirmative vote of the EC and a majority of the NAPB members. Nevertheless, any bylaw specifically adopted by the NAPB members may not be amended or repealed by the EC unless such amendment or repeal is approved by a majority of the NAPB members

Section 2. **Implied Amendments.** Any action taken or authorized by the EC, which would be inconsistent with the bylaws then in effect, but which is taken or authorized by affirmative vote of not less than the number of EC members required to amend the bylaws (so that the bylaws would be consistent with such action), shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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I, Katy M. Rainey, secretary of NAPB, hereby certify that the above bylaws were adopted by the EC on the _____ day of _____, 2024.

Katy M. Rainey