

**BY LAWS**  
of the  
Indiana Crop Improvement Association, Inc.

**Article I**  
**Board of Directors**

The Association will be governed by a Board of Directors consisting of:

1. Twelve Directors elected by and from the membership of the Association;
2. Two voting ex-officio Directors who shall be the Heads of Agronomy, and Botany and Plant Pathology Departments of Purdue University;
3. One non-voting ex-officio Director who shall be the President of the Indiana Seed Trade Association; and
4. One voting ex-officio Director who shall be a Purdue University staff member designated by the Director of the Purdue University Office of Agricultural Research Programs.

Three Directors shall be elected each year at the annual meeting of the members. Each elected Director shall serve for a period of four years. An elected Director shall serve for a period of four years. An elected Director shall not succeed himself until one year has elapsed.

Seven members of the Board shall constitute a quorum. It shall meet on the call of any officer of the Association.

**Article II**  
**Executive Committee**

The Executive Committee of the Association shall consist of the President, the Vice President, the immediate Past President, one Director-at-Large elected by the board for a one-year term, and the board member designated by the Director of the Purdue University Office of Agricultural Research Programs. It shall act upon the authority of the Board of Directors in the management of the Association. Three members shall constitute a quorum. Meetings shall be held at the call of the President or any member of the Executive Committee.

The Executive Committee shall work with management to propose an annual budget to the Board of Directors.

The members of the Executive Committee shall be ex-officio voting members of all appointed committees or sub-committee. Executive committee action shall be subject to review by the Board of Directors and shall be within the framework of policy adopted by the Board of Directors.

**Article III**  
**Offices of the Association**

The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The offices of the Secretary and Treasurer may be held by the same person.

The President and Vice President shall be members of the Board of Directors and shall each serve a one-year term in each office, and Vice-President succeeding to the Presidency upon the expiration of his term as Vice President.

A Vice President shall be elected each year from the Board of Directors. All elected Directors with two years remaining on the Board shall be eligible for the office of Vice President. Such election shall be conducted at a meeting held within thirty days after the annual meeting of members. At such meeting the incoming President shall be installed and shall then conduct the meeting. No President shall be eligible to be re-elected Vice President or President during one term on the Board of Directors.

The President shall preside at all meetings of the Association, of the Executive committee and of the Board of Directors. He shall also appoint the members of such committees as are necessary to conduct the affairs of the Association. Chairmen of all committees shall be approved by the Board of Directors at the annual meeting.

The Vice President shall preside at the above meetings in the absence of the President.

The Secretary shall be elected for a one-year term and shall keep records of all proceedings of regular and called meetings of the Association, of the Board of Directors, and of the Executive Committee. He shall notify all members of the time, place, and object of all regular and called meetings at least two weeks before the time of such meeting.

A Treasurer shall be elected for a one-year term. The Treasurer shall keep accurate financial records for the Association and shall make a full report at the annual meeting.

In the event the office of the President becomes vacated, the Vice President shall become President and the Board of Directors shall elect a new Vice President.

In case any vacancy occurs in an administrative office, the Board shall elect a replacement from the Board to fill the unexpired term.

## **Article IV Committees**

Committees to be appointed annually include:

1. A five member Nominating committee, to slate candidates for each election to the Board of Directors and such other duties as the Board of Directors may reasonably require from time to time, but in no event shall this provision prevent any member from making additional nominations at the annual meeting.
2. An Examining committee to report at the annual meeting.
3. An Awards Committee composed of the President, Vice President, together with three members appointed by the President who shall select annually those to receive the Soils and Crops Award or Awards. It shall also consider the acceptance and disposition of various awards, trophies and medals assigned to the Association's activities.
4. Committees for all crops included in the certification program. Chairpersons of these committees will report to the Board of Directors for consideration and approval of their activities. Such committees will meet whenever need arises and on the call of the chairman of the commodity committee. Such committees shall consist of seed growers and may include Purdue staff members and others interested in the commodity.
5. A Seed Laboratory Advisory Committee to help direct the testing and related activities of the association's laboratory. The committee will function principally to provide guidance and counsel and make recommendations to management and the Board of Directors regarding laboratory testing policies and procedures, feasibility of new tests and/or services; philosophy of ICIA laboratory and service programs; and any other laboratory associated items.

The committee membership shall be reviewed annually and appointments made by the ICIA President. Members may be reappointed after the usual tenure period if necessary. The committee membership shall number between four and twelve and generally consists of individuals with expertise in seed technology; seed laboratory or seed testing operations; seed production, conditioning and marketing; and plant research or associated disciplines.

The committee shall meet upon request of the Board of Directors, management or its chairperson.

6. An Intellectual Property Rights committee to provide guidance and counsel and make recommendations to management and the Board of Directors regarding intellectual property including legal protection, ownership, royalties, licensing, or any other related area.

The committee membership shall be reviewed annually and appointments made by the ICIA President. Membership and chair tenure shall generally follow the usual five-year term system, but members or the chair may be reappointed after the usual tenure period if deemed necessary by the President.

The committee membership shall generally number between four and twelve and consist of individuals with expertise or interest in intellectual property rights and the related areas.

7. Other committees as needed to deal with business and other Association activities.

All Committee reports are to be submitted to the Executive Committee, to the Board of Directors, or to the Association meeting, as designated by the Board of Directors.

Committee chairmen may attend meetings of the Executive committee or of the Board of Directors at the invitation of the President, but not as voting members.

#### *Tenure of Committee Service*

It shall be the general policy to change from five to twenty percent of committee personnel each year. Purdue staff members and active officers of the Association are exempt from this provision and any other restrictions on tenure.

A member of the association may serve on a committee for a total of five years as a member and for five additional years as chairman of the same committee. Service as a member may precede or succeed service as a chairman.

A member of a committee shall not be eligible for reappointment to the same committee until one year has elapsed since his terminated service on the committee.

Years of service on one committee do not in any way affect the tenure of service on any other committees.

Nominating committee members may serve for no more than three consecutive years.

### **Article V Executive Director**

The Executive Director and any Assistant Executive Director shall be selected by, and their contracts with the Association agreed to, by the Executive Committee of the Association.

The Executive Director shall:

1. Have general charge of all activities of the Association.
2. Direct the work of all personnel employed by the Association.

3. Employ such laboratory, clerical and temporary help as may be needed.
4. Contact prospective full-time staff members and arrange for interviews to consider their employment; if approved, arrange the terms and responsibilities of their employment.
5. Serve as a non-voting member and secretary of all committees, and consider with the respective committees such matters as shall be deemed necessary for the proper work in Association activities.
6. Confer with the President, Executive Committee and Board of Directors on matters of general concern to the Association.
7. Be empowered to sign checks on the Association funds.
8. Be responsible for other activities as assigned by the Board of Directors.
9. Delegate responsibilities and duties as deemed appropriate to any other management personnel.

#### **Article VI Meetings**

The annual meeting and any special meetings of the Association shall be at such time and place as the President shall decide. A quorum to conduct a meeting shall consist of fifteen members. Special meetings may be called by five members of the Board of Directors or by five percent of the Association members for the current year.

#### **Article VII Fiscal Year**

The fiscal year of the Association shall be May 1 to April 30.

#### **Article VIII Amendments**

The Articles of Incorporation may be amended at any meeting of the Association members by two-thirds of the paid up members present, provided that proposed changes shall be placed before the membership at least ten days before such meeting.

The bylaws may be amended at any meeting of the Board of Directors by two-thirds of the members present, provided that proposed changes shall be placed before the members of the Board of Directors at least ten days before such meeting.