ARTICLE I
Title and Functions

Section 1. The name of this association shall be The National Association of State Departments of Agriculture (hereinafter referred to as “NASDA”).

Section 2. NASDA is formed for the purpose outlined in the Articles of Incorporation and any Amendment thereto, so that the following objectives may be sought and attained:

(A) to enhance the operations of state and territorial agricultural agencies;

(B) to develop cooperation between federal, state and territorial agencies on issues relating to agriculture;

(C) to promote unity and efficiency in the administration of state, territorial and federal statutes and regulations, and international agreements;

(D) to act as the collective representative for state-level and territorial-level agencies concerned with agriculture and as an advocate of those policies determined by the membership;

ARTICLE II
Membership

Section 1. Eligibility, Representation. The State Department of Agriculture or comparable agency of any U.S. State, territory, or insular possession, as determined by NASDA, shall be eligible for membership in NASDA. The person holding the office of head of a member State Department of Agriculture or comparable agency, or such person’s designee, shall serve as the designated representative from a member agency in functions of NASDA (hereinafter “Designated Representative”).

Section 2. Members. Full Members, (hereinafter referred to as “Full Member”), shall be any such agency which has paid NASDA the Full Member organizational dues for the year. The Designated Representative of each Full Member shall have the privileges of the floor at each NASDA meeting, shall be eligible to hold office, and shall be entitled to cast one (1) vote on behalf of the Full Member.

ARTICLE III
Regional Associations

Section 1. Regional affiliate organizations (hereinafter referred to as “Regional Associations”) shall be authorized, consisting of the Designated Representative of the Full Members from specific states, as determined by the Regional Associations.

Section 2. The following four (4) Regional Associations are authorized:

1. The Northeastern Association of State Departments of Agriculture (NEASDA)
2. The Southern Association of State Departments of Agriculture (SASDA)
3. The Midwestern Association of State Departments of Agriculture (MASDA)
4. The Western Association of State Departments of Agriculture (WASDA)
Section 3. Each Regional Association may plan and implement programs in conjunction with the policies, goals and objectives of NASDA. Such programs may include meetings for the Regional Association. Each Regional Association shall have complete control over and responsibility for its officers, programs and budget, except to the extent NASDA provides any funds to the Regional Association, in which case the Board of Directors shall direct how any such funds should be used.

Section 4. A regional representative representing each of the Regional Associations (hereinafter referred to as “Regional Representative”) shall be selected by each Regional Association. Each Regional Representative shall serve on the NASDA’s Board of Directors for a term of one year from the final adjournment of the annual meeting until the final adjournment of the next annual meeting. Any vacancy occurring in the office of any Regional Representative, shall be filled by the same Regional Association by whose authority the newly vacated position was previously filled, at a meeting called expressly for that purpose, if necessary.

Section 5. Each Regional Association shall also select an alternate regional representative to represent the Regional Association in the absence of the Regional Representative (hereinafter referred to as “Alternate Regional Representative”). A proxy is provided to the Alternate Regional Representative to represent the Regional Association, in the absence of the Regional Representative, during NASDA’s Board of Directors meetings. The terms of service and the same restrictions as outlined for the Regional Representative exist for the Alternate Regional Representative.

ARTICLE IV
Meetings

Section 1. Annual Meeting. An annual meeting of NASDA shall be held for the election of officers and for the transaction of such other business as may come before it, at such time and place as NASDA may direct at the immediately preceding annual meeting, or in the absence of such direction, by the Board of Directors.

Section 2. Special Meetings. Special meetings of NASDA may be called by the President, by the Secretary-Treasurer, by the Board of Directors, or upon the request of ten (10) Full Members. If Full Members wish to request a special meeting, they shall make their request in writing signed by all requesting Designated Representatives of the Full Members, specifying the meeting date and specific nature of the business to be transacted, and send the request to the President, the Secretary-Treasurer or the CEO, who shall ensure that proper notice of a special meeting is given to all members.

Section 3. Notice of Meetings. A written notice of each annual or special meeting shall be delivered either personally or by mail, overnight courier, or by electronic mail not less than 10 or more than 50 days before the date of such meeting, to each Designated Representative. Each notice shall state the place, day, and hour of the meeting, and in the case of special meetings, the specific object or objects of the meeting.

Section 4. Interim Action by Members. Any action required by these Bylaws to be taken at a meeting of the Full Members, or any other action which may be taken at a meeting of the Full Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Full Members entitled to vote and filed with the Secretary-Treasurer.

If a policy or policy position of NASDA is nonexistent or unclear, the Board of Directors shall instruct the CEO by passing an interim position statement. The policy or policy position shall be voted on and/or amended by the Full Members present at NASDA’s next meeting.

Section 5. Proxies. Voting by proxy is authorized at any NASDA annual or special meeting, but a proxy may
only be exercised by a member of the staff of the member agency conferring the proxy and must be separately made for each meeting, as necessary. Each proxy, for each meeting, shall be executed in writing to the CEO, by the Full Member or by the Full Member’s authorized agent.

Section 6. Quorum. All Designated Representatives of Full Members of NASDA who are present in person or by proxy at a properly scheduled session of any annual or special meeting shall be recognized in determining the quorum. A quorum shall consist of at least one more Designated Representative than half of the membership eligible to vote for such meeting. Membership eligible to vote at a meeting includes all members who are current in their dues.

Section 7. Voting. At all meetings, the Designated Representative of each Full Member shall be entitled to vote. Unless otherwise specified, the affirmative vote of a majority of the Full Members entitled to vote and present or represented by proxy, shall be necessary for the adoption of any matter voted upon by the Full Members. Election of officers shall be by secret ballot if so requested by anyone with voting privileges; otherwise, election shall be by motion and acclamation. The Board of Directors may specify the voting procedures for approval of policy amendments and action items.

Section 8. Voting by Mail. At the direction of the Board of Directors, voting on any matter, including election of Directors or officers, may be conducted by mail or by overnight courier, or by electronic mail in such manner as the Board of Directors shall determine.

ARTICLE V
Officers

Section 1. Officers. NASDA’s officers are a President, a First Vice President, a Second Vice President, and a Secretary-Treasurer, all elected by the Full Members. The officers shall perform the duties usually performed by such officers, together with the duties prescribed by these Bylaws or by the Board of Directors.

Section 2. Term of Office. All officers of NASDA shall be elected annually, at the annual meeting, and shall serve from the final adjournment of the annual meeting at which they have been elected until the final adjournment of the next annual meeting, or until their successors have been duly chosen and qualified.

Section 3. Nominations. Nominations for each office in NASDA shall be made by a nominating committee appointed by the President (also see Article VII, Section 1, Subsection 5), but additional nominations may be made from the floor by a Full Member’s Designated Representative.

Section 4. President. The President shall be the principal executive officer of NASDA and shall in general supervise and control all of the business of NASDA. The President shall preside at all meetings of the members and of the Board of Directors. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Subject to any restrictions imposed by these Bylaws, the President shall appoint chairs, vice chairs and members to committees.

Section 5. First Vice President. The First Vice President shall assume the duties and powers of the President in the President’s absence, and shall perform such other duties as the Board of Directors may direct. The First Vice President shall automatically become President of NASDA whenever a vacancy in that office occurs, pending interim action by the Board of Directors as set forth in Article VI, Section 8. If the First Vice President assumes the President’s duties due to a vacancy in that office, the First Vice President remains
Section 6. Second Vice President. The Second Vice President shall assume the duties and powers of the First Vice President in the First Vice President’s absence or of the President, in the absence of both the First Vice President and the President, and will perform such other duties as the Board of Directors may direct.

Section 7. Secretary-Treasurer. The Secretary-Treasurer, under the direction of the President, shall keep, or cause to be kept, the minutes of all NASDA meetings and meetings of the Board of Directors, and will submit the minutes for approval of the Board of Directors. The Secretary-Treasurer shall, in general, perform all the duties incident to the office of secretary subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

Section 8. Chief Executive Officer (herein referred to as the “CEO”). NASDA’s administration and management shall be carried out by a salaried CEO, employed by and directly responsible to the Board of Directors. The CEO shall employ and may terminate the employment of staff members necessary to carry on NASDA’s work. The CEO shall manage and direct all NASDA’s functions and activities, serve as a fiduciary to NASDA, and perform such other duties as the Executive Committee and Board of Directors may specify. The CEO shall perform the duties necessary to carry out NASDA’s purpose and daily functions. The CEO reports directly to the President. The Board of Directors may authorize the CEO to enter into any contract or execute and deliver any instrument on NASDA’s behalf.

ARTICLE VI
Board of Directors

Section 1. Members of the Board. There shall be a Board of Directors, which shall manage the affairs of NASDA. The Board shall consist of (i) the President; (ii) the First Vice President; (iii) the Second Vice President; (iv) the Secretary-Treasurer; (v) the most recent past President; (vi) Board member at large; and (vii) one Regional Representative from each of the four Regional Associations. With respect to (v), the most recent past President must still be active as a Designated Representative of a Full Member and if not available or willing to continue to be on the Board of Directors, an additional Board member at large may be chosen from the Designated Representatives of Full Members for this Board position.

Section 2. Duties. The Board of Directors shall act for and on behalf of NASDA in the interim of annual or special meetings, and shall carry out such other duties as are herein prescribed, or as may be authorized at any NASDA meeting. No officer shall be compensated, but officers may be reimbursed from funds of NASDA for expenses incurred in accordance with NASDA’s policies as adopted by the Board of Directors.

Section 3. Indemnification. NASDA shall indemnify all Directors, officers, committee members, employees and agents of NASDA, and their heirs and assigns, to the full extent permitted by the District of Columbia Nonprofit Corporation Act. The Board of Directors shall endeavor to purchase liability insurance for such indemnification.

Section 4. Meetings. The Board of Directors shall meet at the call of the President, by a majority of the members of the Board of Directors or at the request of the CEO. A written or verbal notice of each Board of Directors meeting shall be delivered either personally, by telephone, by mail, overnight courier, or by electronic mail, to each Board member. Meetings shall be called on not less than forty-eight (48) hours’ notice, except that the Board of Directors shall meet immediately after each annual NASDA meeting. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone; for
purposes of all business transacted, including voting, such participation shall constitute presence in person at the meeting. Proxies are not permitted at any meeting of the Board of Directors, except as provided for Regional Representatives.

Section 5. Quorum. At least one more than one-half of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 6. Voting. If any or all members of the Board of Directors choose to vote via telephone, for a roll call vote, each Board member so voting shall send written confirmation of such vote to the CEO or designee within 48 hours of casting such vote. The Board of Directors may also act without meeting in person or by telephone by written vote of a majority of its members, only if all Board members have been notified in writing 48 hours prior to the vote deadline. Each Board member so voting shall send written confirmation of such vote to the CEO or designee within 48 hours of the notification. Confirmation can be sent by mail or by overnight courier, or by electronic mail in such manner as the Board of Directors shall determine.

Section 7. Removal. Any Designated Representative serving as Board member may be removed by the Full Members’ Designated Representatives, whenever in their judgment NASDA’s best interest will be served, but such removal shall be without prejudice to the contract rights, if any, of the person removed. The affirmative vote of two-thirds of the Full Members entitled to vote and present or represented by proxy, shall be necessary to remove any Designated Representative.
In addition, Regional Representatives may be removed by the affirmative vote of two-thirds of the body by whose authority they were selected to serve as members of the Board of Directors, at a meeting called expressly for that purpose.

Section 8. Vacancies. Should a position on NASDA’s Board of Directors become vacant by reason of a Director’s death or resignation, by a Director’s removal as Designated Representative of a Full Member, or pursuant to Section 6 of this Article, the Board of Directors shall select, as soon as possible by an affirmative vote of the remaining members of the Board, a Designated Representative from the Full Members of NASDA, to serve on the Board until the next annual meeting of NASDA. The foregoing provision notwithstanding, this section shall not apply to the Regional Representative, for whom successors shall be selected pursuant to Article III, Section 5.

Section 9. Conflict of Interest. NASDA shall maintain a conflict of interest policy further defined by its Board of Directors.

ARTICLE VII
Committees

Section 1. Committees of the Board
Subsection 1. Executive Committee. There shall be an Executive Committee of the Board of Directors composed of the President, the First Vice President, the Second Vice President, the Secretary-Treasurer, and the most recent past President (or at-large designee). The President shall chair the Executive Committee. This committee shall carry out such duties and activities as may be prescribed by the Board and the Bylaws of NASDA.

Subsection 2. Personnel Committee. There shall be a Personnel Committee of the Board of Directors composed of the President, First Vice President, and the most recent past president (or at-large designee). The President shall chair the Personnel Committee. The Committee shall meet at least once each year and
shall review the CEO’s performance and compensation.

Subsection 3. Audit and Finance Committee. The Secretary-Treasurer shall serve as Chair of the Audit and Finance Committee, which shall have four additional members, appointed by the President representing each of the Regional Associations. The Audit and Finance Committee shall be responsible for oversight of the financial structure of NASDA and shall make financial policy recommendations to the Board and its Executive Committee. Committee activities shall include review of financial management policies, budget, audit, and investment policy. The Audit and Finance Committee shall be responsible for the proper audit of NASDA’s accounts, and shall report to NASDA members at the annual meeting.

Subsection 4. Policy Committees. The President shall appoint policy committees, task forces and working groups annually. The President shall appoint a Chair and a Vice-Chair from the Designated Representatives of the Full Members for each such committee. These policy committees serve as the primary vehicle for discussing, setting and amending policies and recommending action items to be voted on by the Full Members during NASDA meetings. NASDA staff is authorized to take positions on rules, procedures, bills and statutes consistent with NASDA policies. Procedures for the review of policies and conduct of business may be set by the Board of Directors.

Subsection 5. Nominating Committee. The President shall appoint a Nominating Committee comprised of one Designated Representative from each of the Regional Associations. This committee shall report its recommendations for the elected officers of President, First Vice President, Second Vice President, Secretary/Treasurer, most recent past President and Board member(s) at large to the members of NASDA at the annual meeting. The Board of Directors will detail criteria to be considered for each office.

Subsection 6. Other Committees. The President may appoint other committees as needed and appoint chairs for such committees as needed.

Section 2. Quorum and Voting. Committee members who are present in person or by phone for a committee meeting, shall be recognized in determining the quorum authorized to transact any business or otherwise make decisions related to the subject area of any such committee. A quorum shall consist of at least one more committee member representative than half of the committee membership eligible to vote on any matter before the committee and within the committee’s purview.

ARTICLE VIII
Fiscal Affairs

Section 1. Dues. The amount of dues shall be fixed by formula by NASDA at an annual meeting. Dues must be paid by January 15th. Nonpayment of dues suspends the member from all rights and privileges of membership in NASDA. Nonpayment of dues in a prior year suspends the member from all rights and privileges of membership in NASDA until current dues are paid.

Section 2. Fiscal Affairs. The Board of Directors shall set forth its policies regarding contracts, the fiscal year, and withdrawal of funds and management of financial accounts.

ARTICLE IX
Books and Records

Section 1. Accounts and Minutes. NASDA shall keep correct and complete books and records of account and
shall also keep minutes of the meetings of its members and Board of Directors, and shall keep a record giving the names and addresses of members entitled to vote. All books and records of NASDA may be inspected by any Designated Representative of a Full Member or by a Full Member’s agent or attorney for any proper purpose at any reasonable time.

**ARTICLE X**

*Waiver of Notice*

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of NASDA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

**ARTICLE XI**

*Amendments*

The Bylaws may be amended at any annual or special meeting by a two-thirds vote of the Full Members present or voting by proxy, provided however, that the meeting notice must contain a statement of the intention to amend, repeal, or adopt new Bylaws, together with a copy of the proposed amendment or new bylaw. Proposals to amend the Bylaws will be placed on a meeting agenda if a timely written request is made by the Board of Directors or by at least three (3) Full Members with at least thirty (30) days’ prior notice of the meeting.

**ARTICLE XII**

*Dissolution*

Dissolution, voluntary or involuntary, shall be governed by the District of Columbia Nonprofit Corporation Act. After satisfying all liabilities and obligations of NASDA, all funds and property not subject to limitations imposed by law or contract shall be distributed to organizations chosen by the Board of Directors which are exempt from taxation under section 501 of the Internal Revenue Code of 1954 and succeeding acts.

**ARTICLE XIII**

*Nondiscrimination and Fair Employment Opportunity Policy*

NASDA will not discriminate in any of its activities on the basis of any legally protected classification. NASDA has a policy of fair employment opportunity for all qualified employees and applicants for employment. NASDA does not discriminate on the basis of race, color, religion, sex, sexual orientation, age, national origin, marital status, disability, veteran status, genetic information, personal appearance, gender identity or expression, familial status, family responsibilities, matriculation, political affiliation, source of income, status as a victim of an intra-family offense, place of residence or business, or any other basis protected by applicable law. NASDA does not discriminate against persons with disabilities as defined in the Americans with Disabilities Act or any applicable law. It is NASDA’s policy to keep the workplace free of discrimination, including sexual or other discriminatory harassment, or retaliation and open to qualified persons with disabilities. Employees who believe that they have been subjected to any unlawful discrimination are directed to report their concerns in accordance with NASDA’s Employee Manual.