



≈ **National Association of Institutional Agribusiness** ≈

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# Constitution

Adopted, 11-07-53 Amended: 2009.10.14, Amended: 2023.11.16

## **Preamble**

It is recognized that institutional agribusiness (farm, ranch, and food industries) exist only for their service to related institutions. Such services must contribute to therapy, rehabilitation, security, education, and economy. We believe that such a contribution can be attained only through an alert and progressive agribusiness program. We further believe that the citizens of our respective states should expect and demand that institutional agribusiness present a sound program and demonstrate the best in farm practice. To this end, we associate ourselves in the National Association of Institutional Agribusiness.

## **Article I – Name**

The name of this organization shall be the **National Association of Institutional Agribusiness**.

## **Article II – Objectives**

The objective of this National Association of Institutional Agribusiness shall be without profit to itself, to sponsor discussions of mutual problems, exchange of useful ideas, development of organized studies, and other activities designed to increase the contributions of institutional farms to both the treatment of inmates or patients and the economy of the respective institutions.

## **Article III – Membership**

### **Section 1**

Membership in this Association shall be open to all individuals and organizations who subscribe to the statements set forth in Article II of this constitution and are in compliance with the Association by-laws.

### **Section 2**

Each active member shall pay to the Association, as a condition for retaining active membership, the annual dues established by the Board of Directors.

## **Article IV– Officers**

A Board of Directors consisting of nine persons shall be elected by the membership. This Board shall, in turn, elect from its own number a President, a President-Elect, and Vice President. The immediate past President shall serve as ex-officio member to the Board for one year following his/her term of office unless he/she is still an active Board member. The Treasurer shall be appointed by the Board of Directors from the active membership, and he/she will become an ex-officio member of the Board. A Secretary shall be appointed by the Board of Directors from the active membership or from its own number, and he/she will become an ex-officio member of the Board. Up to two Board Members Emeritus can be appointed by the Board of Directors annually from the retired and active members, and they will become ex-officio members of the Board.

## **Article V – Meetings**

Meetings shall be held annually at a place and time determined by the Board of Directors. Meetings of the Board of Directors shall be subject to call by the President.

## **Article VI – Amendments**

This constitution and by-laws shall be subject to amendment by two-thirds vote of members present at the annual meeting of the general membership. Any proposed amendment shall be mailed to all voting members at least 30 days prior to the annual business meeting.

## **Article VII – Funds**

### **Section 1**

No funds of the Association shall be used to benefit any director, officer, or individual and no director, officer, or individual of the Association shall be entitled to receive any income of any kind except reasonable compensation for services rendered to or for the Association.

## **Section 2**

The Association may be dissolved by a majority vote of the Board and upon adoption by a majority vote of the membership of the Association replying within 30 days to mail ballot sent to all active members of the Association. All valid votes shall be counted by a committee of the three members appointed by the President and the results reported to the membership.

## **Section 3**

The assets held by the Association at the time of dissolution shall be converted to cash holdings and used to the extent necessary to meet all expenses of the Association, including the costs of dissolution. The balance of the assets shall be donated to one or more welfare, correctional, or agricultural organizations conducting research or other projects on a national level. The selection of the specific organization or organizations shall be accomplished by the Board of Directors in office at the time the dissolution election is made.

# **Bylaws**

## **Article I – Membership**

### **Section 1 – Types of Membership**

The Board of Directors shall have the final authority to determine type of membership for each application.

#### **1. Professional Membership**

Professional members shall be those persons, including clerical and support staff, who are currently employed in or retired from the institutional agribusiness fields on a federal, state or local level. Professional members may include those who are actively involved in criminal justice and mental health systems. Said members shall have the right to vote on all matters arising before the Association and to hold office in the Association.

#### **2. Associate Membership**

Associate members are those persons who participate in and/or support the events and/or activities of the Association but do not otherwise qualify for other

classifications of membership. Associate members may include but is not limited to spouses, family members, friends, and/or associates of professional members; representatives of related governmental agencies; and/or representatives of the field of, or industry of agribusiness in general. Associate members shall not have the right to vote or to hold office.

3. **Supporting Membership**

Supporting members shall include any individual, business, partnership, or corporate entity that is interested in and/or is actively financially supporting the objectives of our Association. Said members shall not have voting privileges nor be entitled to hold office.

4. **Affiliate Organization Membership**

Affiliate organization members shall include any other facility, institution, or organization entity not otherwise specifically mentioned in the Bylaws of NAIA that operates an agribusiness enterprise. Affiliated organization members of any given facility, institution, or organization shall be comprised of no more than five (5) constituents of its employment, each of whom must meet the same general requirements of Professional Membership. Affiliate Organization Membership shall carry the name of that entity, and the names of its constituents shall be submitted at the time of membership application. An Affiliate Organization Membership entitles that entity to appoint one representative having the power of one vote, to represent its interests at Association business meetings. The representative will have eligibility privilege to hold office in the Association should said representative be elected in accordance with Article IV of the Constitution of this Association.

5. **Honorary Membership**

Retired members with ten (10) years background of active membership in this Association will be honored with a lifetime membership in this Association.

**Article II – Government**

**Section 1 – Governing Body**

The Association shall be governed by the voting membership of the Association, the officers, and the Board of Directors.

**Section 2 – Officers and Board of Directors**

1. The officers of the Association shall be President, President-Elect, Vice President, Treasurer, Secretary, and immediate Past President, if not currently an active Board member. Board of Directors shall include six (6) officers and three (3) Board members, to total nine (9) persons.

2. Only persons who are professional members in current good standing shall be eligible for office, except as stated in the Bylaw, Article I.
3. Board members shall be elected by plurality vote of the Association as prescribed in these Bylaws.
4. The term of office of each elected Board member shall be three (3) years. Elected Board member terms of service is limited to two (2) consecutive terms after which a one (1) year break shall occur before eligibility for re-election. No term limitation applies to individual terms separated by breaks of one (1) or more years. A Board member may serve one (1) partial term if so appointed by the Board or elected by membership. The term limit of office for Board-appointed officers shall be one (1) year.
5. In the event of death, incapacitation, or resignation, Board executive and officer positions may be filled for the balance of the current year at the discretion, vote, and appointment of the Board of Directors. A vacancy filled in such manner shall not disqualify that member as a candidate for election/re-election back onto the Board, as otherwise referenced in the one (1) partial term limitation stated in Section D.

### **Section 3 – Duties of Officers**

The duties of the officer shall be such as are implied by their respective titles and such as are specified in these Bylaws. Each officer shall keep accurate records of his/her work and turn them over to his/her successor.

#### **1. President**

The President shall preside at the annual conference of the Association and at all meetings of the Board of Directors, shall appoint the chairperson of each standing committee and have final approval of all committee members, shall serve as the chairperson of the Board of Directors, shall represent the Board of Directors between its meetings, and shall report to the Board of Directors all important interim actions.

#### **2. President-Elect**

The President-Elect shall be responsible for such general administrative and other duties that may be assigned to him/her from time-to-time by the Board of Directors or President. In the event of a vacancy in the office of President, the President-Elect shall succeed to that office for the unexpired portion of that term.

#### **3. Vice-President**

The Vice-President shall have general administrative duties under the direction of the President and such other duties as may be assigned to him/her from time-to-time by the Board of Directors. The Vice-President shall be an ex-officio member of all standing committees except nominating.

4. **Treasurer**

The Treasurer shall be the financial officer of the Association, shall be responsible for the custody and disbursement of the Association funds and other assets, shall be custodian of the financial records of the Association, shall have charge of the investment of the Association's funds subject to the approval of the Board of Directors, and shall maintain a current mailing list of all Association members. The Treasurer shall give such bond for the faithful discharge of his/her duties as the Board of Directors may require at the expense of the Association, and shall perform such duties as may, from time-to-time, be assigned to him/her by the Board of Directors. Also, he/she shall keep an itemized record of all receipts and expenditures in a permanent file, prepare and present a financial report to the Board of Directors, and shall turn over to his/her successor all books, records, and semiannual papers within thirty (30) days of vacating office.

5. **Secretary**

The Secretary shall keep an accurate and permanent written proceeding of the Association and Board of Directors meetings, shall be responsible for answering all correspondence as directed by the President and Board of Directors, shall maintain a current mailing list of all Association members (in conjunction with Treasurer) and all Standing Committee Chairpersons and their respective Committee members, and shall preserve in a permanent file all records and letters of value to the Association and its officers.

6. **Installation**

The officers and members of the Board of Directors shall be installed at the annual conference and shall assume their respective duties prior to the adjournment of the annual conference.

## **Section 4 – Powers and Duties of the Board of Directors**

1. The Board of Directors shall exercise all powers of the Association as specified in these Bylaws.

2. Supervise the affairs of the Association and transact any business of the Association in the interim between annual conferences.

3. Make recommendations to the Association regarding proposed amendments to the Bylaws.

4. Consider all recommendations proposed by committee chairpersons, or by the Association, before such recommendations are presented at the annual conference.
5. Establish and/or dissolve committees and task forces based on the program and administrative needs of the Association.
6. Have responsibility for the financial policy of the Association, adopt the budget, and prepare an annual financial report to be sent to all Association members.
7. Supervise and support programs for the recruitment of new members.
8. Be responsible for all other business of the Association that fulfills Association purposes.

### **Section 5 – Meetings of the Board of Directors**

Any Board meeting may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the number of Directors participating in the meeting would be sufficient to constitute a quorum.

1. **Semiannual Meetings** – The Board of Directors shall hold semiannual meetings, one of which shall be at the annual conference.
2. **Special Meetings** – Special meetings shall be held at the call of the president or by petition of the majority of the Board.
3. **Quorum** – A majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business.
4. **Rules of Order** – The meetings conducted by the Board of Directors shall be governed by “Robert’s Rules of Order, Newly Revised.”

### **Article III – Committees and Task Forces**

## **Section 1 – Formation of Standing Committees**

The President of the Association shall appoint the chairperson of each standing committee and shall have final approval of all committee members. In making appointments to the standing committees, the President shall give consideration to the following.

1. Representation of a variety of institutional agribusiness.
2. Geographic distribution.
3. Special competence.
4. A member in good standing.

## **Section 2 – Other Committees and Task Forces**

The President shall appoint from time-to-time such other committees or task forces as may be desirable in forwarding the purposes of the Association. Such committee or task force shall exercise such powers and perform such duties as may be prescribed by the President. Members of such committee or task force need not be members of the Board of Directors but shall be members of NAIA. The Board of Directors shall review annually the composition and duties of such committees or task forces.

## **Section 3 – Committee and Task Forces - Term of Office**

The term of office for each committee or task force member shall be one (1) year. Members may be re-appointed.

## **Section 4 – Committee Reports**

All committees and task forces shall file written reports to the Board of Directors at least annually and shall present oral reports when requested or needed.

## **Section 5 – Duties of Standing Committees**

### **1. Publication Committee**

It shall be the duty of the Publication Committee to develop and publish a newsletter and annual Directory of members.

2. **Conference Committee**

It shall be the duty of the Conference Committee to plan a well-coordinated Association program in harmony with the objectives of the Association. Prior to each annual meeting, the conference chairperson shall prepare for approval and present to the Board of Directors a budget showing all estimated costs.

3. **Nominating and Election Committee**

The President shall appoint a chairperson to guide and supervise the nomination and election of constitutional officers. The chairperson shall have the authority to select a committee of three to serve at his/her discretion and assist in performing duties of the election process. Rules for mail balloting will be established by the Board of Directors in accordance with the procedure for mailed secret ballot as outlined in the parliamentary authority of the Association, as defined by "Roberts Rules of Order, Newly Revised."

4. **Membership Committee**

It shall be the duty of the Membership Committee to promote membership and participation in the Association.

5. **Audit Committee**

It shall be the duty of the Audit Committee to examine the books of the Secretary/Treasurer and to submit a written report to the President and the Board of Directors at the annual conference session.

6. **Resolution Committee**

It shall be the duty of the Resolution Committee to review, revise as necessary, and recommend approval or disapproval of the proposed resolutions to the Board of Directors. Proposed resolutions may be submitted to the Committee by any member or committee. The Committee will accept resolutions for consideration at any time; however, they must be submitted for consideration no later than forty-eight (48) hours prior to the Association's annual business meeting. The Board of Directors will approve, disapprove, or refer resolutions for further study.

7. **Public Relations Committee**

It shall be the duty of the Public Relations Committee to foster a positive image of the Association to the entire continuum of the correctional and agribusiness community through available revenues.

## **Article IV – Meetings**

### **Section 1 – Annual Conference**

There shall be an annual conference each calendar year at a site approved by the Board of Directors. The details of such conference shall be prepared and approved by the Board of Directors and disseminated to the membership.

### **Section 2 – Mid-Year Board of Director’s Meeting**

There shall also be a mid-year business meeting of the Board of Directors at a site agreed upon by the Board of Directors at the annual conference.

## **Article V – Dues**

The Board of Directors shall establish the annual membership dues and shall determine and assess registration and other fees necessary to finance the annual meetings and other activities approved by the membership.

## **Article VI – Miscellaneous**

### **Section 1 – Association Authority/Assignment of Consent**

No Association member shall act as an agent or make position statements for the Association without the expressed written consent of the Board of Directors.

### **Section 2 – Fiscal Year**

The fiscal year of the Association shall be October 1 through September 30.

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