

**NATIONAL ASSOCIATION OF STATE ORGANIC PROGRAMS
BY-LAWS**

Last amended: January 2007

**ARTICLE I
Name and Purpose**

Section 1. Name. The name of this organization shall be the **National Association of State Organic Programs** (hereinafter referred to as the “Association”).

Section 2. Purpose. The purpose of the Association is to provide any State or Commonwealth government official a means to meet and discuss the promotion or regulation of the production, processing, handling and certification of organic products and services. The Association will explore problems experienced in administering organic programs, facilitate communication among the member’s respective agencies, and represent common interests to other national organizations and federal agencies.

**ARTICLE II
Membership**

Section 1. Eligibility. The following persons are eligible for active membership in the Association:

(1) Any government official in the United States who is responsible for oversight of the production, processing, handling or certification of organic products and services.

(2) The head or chief of any experiment station, department of agriculture, bureau, division, section, or laboratory, or any employee responsible for the examination or promotion of organic products and services.

(3) Any research or certification worker employed by, or under contract to, a State or Commonwealth, who is engaged in the enforcement of organic products and services. Any person not employed by a government agency must receive written authorization from the appropriate government contact person to serve as the representative of that State or Commonwealth.

Section 2. Participation. Any eligible person may become a member of the Association by attending an annual meeting. If the person is unable to attend a meeting, the person may become a member by expressing the person’s intent to participate in the Association to any member of the Board of Directors specified in Article VI.

**ARTICLE III
Meeting of Members**

Section 1. Annual Meeting. An annual meeting of the Association shall be held as determined by the Program Committee specified in Article VII. In an emergency, the Board of Directors may direct that the annual meeting not be held and that the business that otherwise would be conducted at the annual meeting be conducted by mail ballot as provided in Section 4 of Article IV. Whenever possible, the annual meeting shall be conducted according to Robert’s

Rules of Order.

Section 2. Special Meetings. Membership meetings may be called by the President or by a majority of the Board of Directors.

Section 3. Notice of Meetings. A written or printed notice stating the place, day and hour of any meeting of the members shall be delivered, either personally, electronically or by mail, to each member not less than thirty (30) days before the date of the meeting. The purpose for the meeting shall be stated in the notice.

Section 4. Election of Board of Directors. The membership shall, at each annual meeting, elect a Board of Directors by a majority vote of those present and voting.

ARTICLE IV Decision Making

Section 1. Quorum. Members present in person or by proxy shall constitute a quorum at any duly called Association meeting.

Section 2. Voting Eligibility. Each State or Commonwealth engaged in regulating, investigating or promoting organic products and services shall designate one member as the voting representative. That representative, or the representative's proxy, may vote for the election of the board and any other matter relating to the management of the Association.

Section 3. Proxies. Any member entitled to vote at a meeting of members may vote by written proxy or by the member's duly authorized representative. The proxy shall be authorized in writing, contain an expiration date, and be valid for no more than eleven (11) months.

Section 4. Voting by Mail. Voting on any matter, including the election of the Board of Directors, or any member of the Board of Directors, may be conducted by mail in any manner determined by the Board of Directors. Those members responding by a date specified on the ballot will constitute a quorum.

Section 5. Resolutions. Any resolution that is proposed as a NASOP resolution shall be presented to the full membership for a vote. Resolutions adopted by this association may not necessarily represent the singular position of each member organization. In addition, member organizations are not obligated to accept such resolutions as their own.

ARTICLE V Officers

Section 1. Length of Service. The following officers shall serve for the year beginning with the adjournment of the annual meeting in which they are elected and end with the adjournment of the next annual meeting:

President,
Vice President,
Secretary, and

Treasurer.

Section 2. Vacancies. If any office becomes vacant, the Board of Directors shall appoint a replacement to fill the vacancy for the remainder of the term. If the office of President becomes vacant, the Vice President shall become President of the Association for the remainder of the term. If the offices of President and Vice President are vacant at the same time, the Board of Directors shall appoint a President for the remainder of the term.

Section 3. Multiple Service. A member may hold more than one elected office in the Association.

Section 4. President. The President is the principal executive officer of the Association and shall supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President and one other duly elected or appointed officer must sign any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except when the signing and execution is expressly delegated by the Board of Directors, these By-Laws, or by statute to some other officer or agent of the Association. The President shall perform all duties incidental to the office and any other duties prescribed by the Board of Directors.

Section 5. Vice President. The Vice President shall perform any duties that may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. Secretary. The Secretary shall record and maintain the minutes of the Association meetings; distribute all notices in accordance with the provisions of these By-Laws or as required by law; maintain all records of the Association; maintain a register of Association members including their addresses; perform all duties incidental to the office of Secretary; maintain and report the minutes of all Board of Directors' meetings to the Association; and any other duty assigned by the President or by the Board of Directors.

Section 7. Treasurer. The treasurer is responsible for all funds and securities of the Association. The treasurer shall receive and give receipts for moneys due and payable to the Association; deposit all moneys in the name of the Association in banks, trust companies, or other depositories selected by the Board of Directors; perform all the duties incidental to the office of Treasurer; and perform any other duty assigned by the President or by the Board of Directors.

ARTICLE VI Board of Directors

Section 1. Constitution of the Board. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and one or more at large members appointed for one year terms by the Board to represent any SARE region not represented by an officer. Elected members may serve successive terms. The President shall serve as Chairman of the Board. No State or Commonwealth shall be represented by more than one member, unless the second member is elected or appointed as Secretary or Treasurer.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held without notice at the time of or immediately following, the annual meeting of the members. The Board of Directors may provide by resolution the time and place of additional meetings of the Board.

Section 3. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

Section 4. Quorum. A majority of the Board shall constitute a quorum of any annual or special meeting of the Board of Directors.

ARTICLE VII Committees

Section 1. Nominating Committee. Not less than six (6) months prior to the annual meeting, the President shall appoint a nominating committee consisting of the last three (3) past Presidents of the Association. If any or all of the three past Presidents are not available to serve, the President shall appoint other Association members as necessary to complete the three (3) member committee. The committee shall submit to the Secretary in writing a slate of candidates for election as officers and directors for the following year. Additional recommendations may be made by any member of the Association at the annual meeting.

Section 2. Program Committee. After determining the location of the annual meeting for the following year, the President shall ask for three (3) or four (4) volunteers to serve on a program committee. The program committee shall be responsible for making local hotel and meeting room arrangements, coordinating activities and serving as the contact for questions about the annual meeting. The program committee, in conjunction with the Board of Directors will develop the agenda.

Section 3. Government Liaison Committee. The government liaison committee shall consist of the President, Vice President, immediate Past President, and two (2) members appointed by the Board of Directors. The committee will represent the Association and communicate state organic program issues to the USDA-NOP, other governmental agencies, and other national organizations such as NASDA.

Section 4. General Provisions. The Board of Directors may establish any committee or task force group necessary for the management of Association affairs and for the study and development of standards, regulatory principles, definitions, or other disciplines concerning organic products and services. The Board shall provide for terms of appointment and for the continuance and dissolution to its established bodies.

ARTICLE VIII

Contracts, Checks, Deposits, Funds, and Fees

Section 1. Contracts. In addition to the officers authorized by these By-Laws, the Board of Directors may authorize any other officer or agent of the Association to enter into a contract or execute and deliver an instrument in the name of, and on behalf of, the Association. This authority may be general or specific.

Section 2. Checks, Drafts and Orders. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by the President and one other officer.

Section 3. Deposits. All Association funds shall be deposited in banks, trust companies, and other depositories approved by the Board of Directors.

Section 4. Contributions. The Board of Directors may accept on behalf of the Association any contribution, bequest, or devise for the benefit of the Association.

Section 5. Membership Fees. The annual membership fee is \$100 per year.

ARTICLE IX

Books and Records

Section 1. Books and Records. The Association shall maintain correct and complete books and records. All books and records of the Association may be inspected by any member or the member's agent during regular business hours, or as agreed upon by the member and the Board.

Section 2. Financial Report A financial report shall be provided to the membership at the annual meeting.

ARTICLE X

Amendments to By-Laws

The By-Laws may be amended at any annual or special meeting by a two-thirds vote of the members present or voting by proxy or by mail, provided that notice of the meeting contains a notice of the intention to amend or repeal existing By-Laws, or adopt new By-Laws. The Board of Directors may submit its recommendations on any proposed amendment, but this action is not required.