



Potato Association of America

Bylaws

Amended May 11, 2023

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ARTICLE I GENERAL INFORMATION

SECTION 1. NAME

The corporation shall be known as the Potato Association of America (PAA).

SECTION 2. PRINCIPAL OFFICE

The corporation shall continuously maintain a resident agent in the state of Maine, however, the principal office shall be determined from time to time by the PAA Board of Directors.

SECTION 3. FISCAL YEAR

The fiscal year will be January 1 to December 31.

ARTICLE II PURPOSES

SECTION 1. PURPOSE

The purpose of the corporation is to collect and disseminate scientific information relating to all phases of the potato industry.

ARTICLE III MEMBERS

SECTION 1. QUALIFICATION AND CLASSES OF MEMBERSHIP

Classes of members shall include individual members, student members, sustaining members and emeritus members, upon payment of appropriate dues, and Honorary Life Members.

- (a) Individual members
 - i. Any person who pays annual dues may become an individual member with all rights and privileges of membership.
- (b) Student members
 - i. Any person enrolled in an accredited college or university is eligible for student membership. Students must have the signature or electronic acknowledgement of their Major Professor/Advisor to certify eligibility.
- (c) Sustaining members
 - i. Sustaining membership may be granted to any person, firm, association or organization upon payment of Sustaining Membership dues. Sustaining members contribute their knowledge, expertise, and professional involvement to ensure the continued strength of The Potato Association of America and promote excellence in the potato.
- (d) Emeritus members
 - i. Emeritus membership status may be granted to any person who pays the appropriate dues, has previously held an individual membership, and has retired from their professional position.
- (e) Honorary Life Members
 - i. Awarded at the discretion of the Board of Directors, this status allows for gratis membership for life. It is reserved for individuals who have made outstanding contributions to the interests of The Association or the potato industry. Not more than six new Honorary Life Members shall be awarded in any calendar year.

SECTION 2. RIGHTS OF MEMBERSHIP

Members have the right to elect the Directors and Officers of the Board and amend or replace Bylaws. Members have a right to receive the annual report and may receive awards and recognition. Members may serve on committees of the Board and may self-nominate to serve in volunteer leadership positions. Membership in the PAA is a requirement to hold office and serve in any position on the Board and in a Section.

SECTION 3. MEMBER DUES AND RECORDS

Criteria, annual dues and benefits for each category are set by the Board of Directors. Sufficient member data will be collected upon payment of annual dues to maintain accurate membership records for required retention and filings. Data will include membership class and choice of Section membership if desired.

SECTION 4. ANNUAL BUSINESS MEETING OF MEMBERSHIP

The annual business meeting of the Membership will be held each year in conjunction with the Potato Association of America's annual conference.

SECTION 5. WAIVER OF NOTICE

A member's attendance at a meeting shall constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IV NOMINATIONS, ELECTION AND REMOVAL OF DIRECTORS

SECTION 1. PERPETUATION OF LEADERSHIP

Continuance of the organization is the responsibility of the Potato Association of America Board of Directors and requires that Directors actively seek replacements as Board members leave the Board. Potential new Board members must be nurtured and encouraged to maintain continuity of the governance of the Association.

The Board of Directors will maintain an ongoing recruiting effort that will build industry leadership and fill Board vacancies with well-qualified candidates with minimal disruption to the Association's work. When considering new candidates, the Board of Directors will attempt to find a broad representation of the community that will offer diverse perspectives to Board decisions.

Potential candidates for the Board of Directors are those members who:

- (a) Believe in the cause and mission of the Association.
- (b) Will participate actively as part of the Association Board of Directors' team.
- (c) Are representative of the diversity of the potato industry.
- (d) Are industry leaders and will interact within the industry on behalf of Association programs.

SECTION 2. NOMINATIONS AND ELECTIONS

The Nominations Committee will solicit, recruit and confirm potential candidates for each open position. All qualified candidates must consent to nomination for office. From the

qualified candidates, the Board will vote to select a minimum of two candidates to compete for each open position.

A slate of nominees for all candidates for Directors of the Board for the subsequent year will be approved by the Board a month preceding distribution to the membership of the annual ballot for the Board of Directors. Ballots for election will be distributed to membership at least eight weeks prior to the annual business meeting.

Directors will be elected individually by the membership. An affirmative vote of the plurality of those voting will constitute a victory for a candidate.

SECTION 3. TERM OF OFFICE OF DIRECTORS

Newly elected Directors of the Board will begin their terms at the Board meeting following the Association's annual business meeting and shall serve three-year terms.

Directors may run for reelection for a second three-year term if they meet the qualifications to be included on the ballot.

SECTION 4. REMOVAL FROM OFFICE

Board members, including Officers, who fail to perform their expected duties may be removed from the Board of Directors by a 2/3 majority vote of the remaining Board of Directors because of:

- (a) Negligence of Board of Directors duties and responsibilities.
- (b) Failure to attend Board of Directors meetings regularly.
- (c) Illegal activity as a member of the Board of Directors.
- (d) Acting in any manner detrimental to the Potato Association of America.

The Board member or Officer to be removed will be given notice of a pending removal action and offered the opportunity to be heard by the Board prior to the vote. The board may hold the vote in closed session without the presence of the individual during discussion and vote.

SECTION 5. APPOINTMENT IN CASE OF VACANCY

Vacancies that occur on the Board of Directors, including Officers, from other than normal expiration of terms will be filled by appointment by the Board of Directors. The replacement Board member must meet all requirements of the vacant position and shall fill the position only until the expiration of the term of the replaced person. The replacement Board member will be eligible for election to a full term at the next regular election.

The process for appointment of replacements to the Board of Directors is as follows: (a) The President will accept nominations from remaining Board members; (b) Candidates must have consented before their name is placed in nomination; (c) The appointment will be decided by a majority vote of the Board members.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. POWERS

The Board of Directors is the highest governing authority of the Potato Association of America. The Board is accountable to see to it that the corporation achieves what it should and avoids unacceptable situations. The Board, as the governing body, is entrusted with the authority to establish policy for the governance of the Association.

The Board of Directors has the mandate and authority to:

- (a) Maintain the strength and stability of the organization, and also act as agents of change when change is required.
- (b) Assess and set strategic goals, see that they are executed and evaluate effectiveness.
- (c) Delegate responsibilities to individual Board members and Administrator, consider accounts and recommendations, and take action collectively.
- (d) Generate, amend, approve, file and maintain the Articles of Incorporation, federal IRS 501(c)(3) records, annual reports and other legal documents seminal to the Association's existence.
- (e) Hire and assure performance of an administrator to carry out the operational functions of the organization and operational mandates of the board.

SECTION 2. NUMBER AND QUALIFICATION

Voting Directors of the Association Board will be:

- (a) Members of the Potato Association of America
- (b) Five Officers of the Board (President, Vice President, Secretary and Treasurer, and the Immediate Past President) and
- (c) Six Directors of the Board, serving staggered three-year terms.
- (d) The Chairs of the Sections

The **Administrator** shall be ex officio, non-voting members.

SECTION 3. GENERAL DUTIES

It shall be the duty of the directors to:

- (a) Govern the Corporation, set direction, establish policy, assure member relevance and plan for long-term financial sustainability.
- (b) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.

SECTION 4. PARTICIPATION

- (a) All Directors of the Board share in a joint and collective authority which exists and can only be exercised when the group is in session or by Directors carrying out directives on behalf of the Board.
- (b) Directors are expected to participate in all Board meetings.
- (c) If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the Board President or the **Administrator** as soon as the need to be absent is known.
- (d) Directors who are absent from three consecutive meetings without prior notification will be subject to removal by vote of the Board of Directors. Additionally, Board members who do not regularly participate may be subject to removal by the Board of Directors.

SECTION 5. RIGHTS OF BOARD MEMBERS

Board members of the Potato Association of America are granted certain specific rights. All Board members have the right to:

- (a) Receive notice of Board and Committee meetings and agendas.
- (b) Attend and participate in Board and Committee meetings.
- (c) Examine the Potato Association of America's books, records, meeting minutes, financial statements and contracts,
- (d) Place items on the Board meeting agenda at the appropriate time.

SECTION 6. CONFLICTS OF INTEREST

Board members have a duty to subordinate personal interests to the welfare of the Potato Association of America and those they serve. Conflicting interests can be financial, personal relationships, status or power.

If Board members have a significant financial interest in any property or project which the Association purchases or funds, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which the Association does business, the conflict must be disclosed to other Board members and made a matter of record through an annual Procedure and when the interest becomes a matter of Board action. If a conflict is disclosed, the Board member must be absent from the meeting so that the Board may discuss the matter without undue influence. Based on the conflict in question, the Board may decide that the Board member with the conflict:

- may or may not be present during discussion of the matter,
- may or may not participate in discussion,
- may or may not vote on the action.

SECTION 7. COMPENSATION

Directors shall serve without compensation, although they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Directors may be compensated for rendering specific services to the Corporation only if such compensation is reasonable, allowable and has been authorized by Board policy through a transparent process.

Reasonable expenses includes expenses incurred for travel authorized by the Board of Directors prior to departure date.

Board members must never offer, give, solicit or receive any form of personal remuneration through their connection to the Potato Association of America. Gifts of significant value presented to Board members and employees while engaged in the business of the Association remain property of the Association.

ARTICLE VI MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS

Regular scheduled meetings for each year will be set at the Board meeting following the Association Annual Conference.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board will be called only when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the Board may be called by the President or a majority of Board Officers. A call for a special meeting will state the business to be addressed by the Board at that meeting. Every member of the Board must be notified of the special meeting at least five working days prior to the established meeting time.

SECTION 3. NOTICE OF MEETINGS

Notice and waiver of notice shall follow the same stipulations as notice and waiver of notice for member meetings found in Article III, Sections 9 and 12.

SECTION 4. VIRTUAL PARTICIPATION IN MEETINGS

Virtual Board meetings are permitted as long as all members can hear and be heard. Additionally, individual Board members may participate virtually through conferencing technology, although physical presence is strongly encouraged. Members present by prearranged video or phone conferencing are considered in personal attendance.

SECTION 5. QUORUM AND VOTING

A simple majority of all current voting Board members will constitute a quorum for the purpose of conducting official Board business.

A simple majority of votes cast will constitute consent or denial of a motion. The President votes only to break a tie vote. Voting on all motions will be by voice unless requested otherwise by a member of the Board, by direction of the President or required in the Bylaws.

Because the Association values participation in open discussion, absentee or proxy votes may be accepted only for special circumstances and by agreement of the Board at the prior meeting.

SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action. All such consents shall be noted in the minutes of the next Board meeting.

SECTION 7. OPEN AND CLOSED SESSIONS

Regular meetings of the Board will be open to the public except on the occasion when the President calls to close the session for discussion of confidential matters.

Visitors, including Association members, interested parties, the media and the general public, will be responsible for any costs associated with their participation. All visitors must refrain from taking part in the Board's deliberations except upon request from the Board. Visitors will otherwise not disrupt the Board's work. Visitors may ask for time on the agenda if the request is made in advance of the Board meeting. The Board President will determine if the request is honored and how much time will be allocated.

On occasion, Board deliberations may include issues not appropriate for discussion with visitors present. Such discussions include personnel matters, financial concerns, and legal consultations. To close a meeting, the President will state that the Board is closing the meeting to discuss confidential or sensitive material and clear the room of visitors. The Board President may request attendance of the Administrator, other staff and/or other persons during all or part of a closed session.

ARTICLE VII OFFICERS AND AGENTS OF THE ASSOCIATION

SECTION 1. GENERAL CONDITIONS

Officers of the Board are elected to be servant-leaders of the Board. All authority of the Officers is delegated to them by the Board of Directors. No Officers will have any authority to speak or act on behalf of the Board other than that authority specifically granted in Board policy or by majority vote of the Board of Directors.

Officers of the Board will be the President, Past President, Vice President, Secretary and Treasurer. Officers of the Board form the Executive Committee of the Board.

When the president is limited by employment capacity or conflict to sign official documents the authority shall be delegated to other members of the Executive Committee in the following order: Vice President, Treasurer, Secretary and the Past President.

SECTION 2. DUTIES OF PRESIDENT

The President is responsible to assure the integrity of governance of the association. The President presides at Board meetings; signs official documents requiring the President's signature; and may represent the Board in public and official capacities as instructed by the Board. The President will maintain and update a Standing Rules document to further define bylaws regarding Board Roles, Responsibilities and Procedures. This document will be made available to all Board members.

SECTION 3. DUTIES OF THE VICE-PRESIDENT

The Vice President assumes the duties of an absent or incapacitated President and is accountable for any other duties as assigned by the Board.

Further, the Vice President shall:

- (a) Champion the orientation of new board members.
- (b) Champion progress on the strategic plan.
- (c) Prepare to assume the role of President, including identification of volunteer leaders for committee appointments and strategic priorities aligned with the strategic plan.
- (d) Chairs the Bylaws and Rules Committee
- (e) Chairs the Membership Committee
- (f) Represents the PAA at the National Potato Council Expo, where possible. If VP cannot attend the Expo, alternative PAA representation will be approved by the Board.

SECTION 4. DUTIES OF SECRETARY

The Secretary oversees the records of the Board, including meeting minutes, and updates of organizational and archival documents.

Further, the Secretary shall:

- (a) Assure that key corporate records are complete, accurate and archived at the principal office of the Corporation.
- (b) Assure that minutes of the Board and membership meetings are recorded and accurately reflect proceedings
- (c) Prepare the Annual Report of the Association.
- (d) Assure an accurate, complete and up-to-date record of Board member contact information.
- (e) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (f) In general, perform all duties incident to the office of Secretary or which may be assigned from time to time by the Board.

SECTION 5. DUTIES OF TREASURER

The Treasurer oversees the financial records of Association and ensures that the Board regularly receives complete reports and relevant education about the Association's financial condition.

Further, the Treasurer shall:

- (a) Assure a proper and timely budgeting process in alignment with the Corporation's strategic plan and in consultation with Committee Chairs.
- (b) Assure adequate and accurate books and accounts of the Corporation's properties and business transactions.
- (c) Assure financial statements and reports are shared with and reasonably understood by the Board.
- (d) Assure all funds and securities are properly deposited and accounted for.
- (e) Assure expenditures are commensurate with approved policies and procedures of the society and approval of expenses or services in excess of limits as set forth in the policies and procedures outside of Board approved contracts and ongoing obligations as previously approved.
- (f) Assure that corporate finances are safeguarded with proper internal controls.
- (g) Assure the timely and accurate filing of the corporate tax forms, including Section information.
- (h) Lead efforts to establish long-term financial sustainability.
- (i) In general, perform all duties incident to the office of Treasurer or which may be assigned from time to time by the Board.

SECTION 6. DUTIES OF THE IMMEDIATE PAST-PRESIDENT

The Immediate Past President advises the President and Board members. The Immediate Past President also:

- (a) serves on the Executive Committee.
- (b) chairs the Leadership Identification and Development Committee.
- (c) chairs the Honorary Life Member subcommittee and selection process.
- (d) manages special assignments as requested by the Board President.

SECTION 7. OFFICER ELECTION PROCESS

Officer nominees for the subsequent year will be approved by the Board a month preceding distribution to the membership of the annual ballot for Officers.

The Nominating Committee will recruit and confirm candidates for each position.

- (a) Candidates must consent to seek office.
- (b) A slate of Officer Candidates approved by a majority of the Board will be placed on a ballot for election by the membership at least eight weeks prior to the annual business meeting.
- (c) Officers will be elected individually by the membership; an affirmative vote of the plurality of those voting will constitute a victory for a candidate.
- (d) Officers of the Board will begin their terms at the Board meeting following the Association's annual business meeting.

SECTION 8. OFFICER TERMS AND SUCCESSION

- (a) Officers of the Board elections shall be for a three-year term in office for Treasurer and Secretary and a one-year term for President, Vice-President, and Past-President.
- (b) The Treasurer and Secretary may seek reelection but may serve no more than three consecutive three-year terms.
- (c) The Vice-President shall succeed to the office of President and the President to Past-President, thus serving a total of three years as an Officer of PAA.

SECTION 9. ADMINISTRATOR ROLE

- (a) Hired by the association through action of the board either directly or in agreement with professional management services approved or retained by the board.
- (b) Shall be a dedicated part- or full-time position as required by the duties to be performed.
- (c) The Association will maintain a process for ongoing monitoring of the performance of the delegated duties contained in the management agreement.
- (d) The administrator will be accountable for the following:
 - i. Responsible for maintaining the day-to-day operation and structure for the Association to efficiently conduct the management functions as defined by the Board and contained in the Management Services Agreement.
 - ii. Plan and administer business functions in accordance with PAA Bylaws, state and federal laws and the purpose of the Association.
 - iii. Uphold Policies & Procedures and conduct activities that execute Board policies.
 - iv. Ensure that each Board member has informational materials about the Association programs and services.
 - v. Bring opportunities for Board member advocacy to the Board.
 - vi. Compile and archive all Association organizational documents.

ARTICLE VIII LIABILITY OF DIRECTORS

SECTION 1. INSURANCE FOR CORPORATE AGENTS

To assure that directors are not personally liable for the debts, liabilities, or other obligations of the Corporation, the Corporation shall maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

SECTION 2: INDEMNIFICATION

- (a) To the fullest extent permitted by law, this Corporation may indemnify its directors, officers, employees, and other persons (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal proceeding.
- (b) Upon written request to the Board by any person seeking indemnification, the Board shall promptly decide whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification.

SECTION 3: NO POLITICAL CONTRIBUTIONS

Members of the Board must never make any direct or indirect political contribution in cash, property or service on behalf of the Association. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense. The Association will not reimburse anyone for a political contribution.

ARTICLE IX COMMITTEES

SECTION 1. BOARD COMMITTEES

The purpose of any Committee of the Potato Association of America Board to assist the Board of Directors in governing more efficiently. A Board committee is not designed to do staff work. Committees will be used to investigate, deliberate and analyze issues and programs on behalf of the Board and forward recommendations to the full Board for debate.

SECTION 2. COMMITTEE APPOINTMENTS

The President of the Board, following assumption of office at the annual business meeting will appoint the chair of each standing Committee. The Chair of each Committee is accountable to the Board for written activity updates of the Committee. Additionally, each Committee Chair is accountable to submit an annual summary of activity to the Association Secretary for inclusion in the Annual Report.

Each Committee Chair will select committee members from Association leadership, Sections and the general membership. An effort will be made to select committee members from current and former Board members, as well as from the general membership with a variety of experience and backgrounds as a means of strengthening Committees and Association participation.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

- (a) Meetings of all committees shall be organized by the committee chair in consultation with committee members.
- (b) Committee chairs may invite additional committee members to participate in project management. All such appointments shall be reported to the President on an annual basis.

SECTION 4. COMMITTEE STRUCTURE

The Board may establish and abolish workgroups and ad hoc Committees as necessary. Ad-hoc Committees may be established by the Board for specific purposes and for specific periods of time. The Board may reestablish the ad hoc Committee if necessary. Other Standing Committees listed in Standing Rules document.

The Standing Committees of the Board are:

- (a) Executive Committee
 - i. The Executive Committee, chaired by the President, will consist of the Officers of the Board. This Committee will meet at the will of the President to conduct routine or urgent personnel, legal and other operational issues of the Association and to make emergency decisions on behalf of the Board. Actions taken by the Executive Committee must be ratified by the full Board at its next meeting.
- (b) Finance Committee
 - i. The Finance Committee, chaired by the Treasurer, meets to review the financial activities of the Association, draft the annual budget, review the Association's endowment, investments and reserve accounts, and make recommendations to the Board regarding the Association's financial policies.
- (c) Leadership Identification and Development Committee
 - i. The Leadership Identification and Development (LID) Committee, chaired by the Immediate Past President, is responsible to recruit, assure readiness to serve, and confirm qualified candidates to run for open or vacated Officer and Director positions on the Board.
- (d) Annual Conference Committee
 - i. The Annual Conference Committee, chaired by the Board Secretary, maintains general oversight of that event. It is comprised of various subcommittees, tactically responsible for site and logistics, program and scheduling, promotion, registration and fiscal management.
- (e) Membership Committee
 - i. The Membership Committee, chaired by the Vice President, is responsible for national and international member recruitment and for assessing the capacity and success of member services.
- (f) Association and Industry Outreach Committee
 - i. The Association and Industry Outreach Committee, chaired by an appointee of the President, is responsible for internal and external promotion, communications, and international relations.
- (g) Awards and Recognition Committee
 - i. The Awards and Recognition Committee, chaired by an appointee of the President, is responsible for overseeing awards for scholarship and service to the association and the Industry. Specific awards are defined in the standing rules document.
- (h) Bylaws and Rules Committee

- i. The Bylaws and Rules Committee, chaired by the Vice President, is responsible for review of the Association’s Bylaws at least once a year. In accordance with Article XIV, amendments to bylaws may be brought before the Board for recommendation of membership approval by voting.
- (i) Editorial Board
 - i. The Editorial Board, chaired by the Editor-in-Chief (EIC), and appointed by the Board, is responsible for the quality and relevance of the association’s flagship publication the *American Journal of Potato Research*. The Editorial Board shall have authority to accept any manuscript deemed worthy of publication.

ARTICLE X SECTIONS

SECTION 1. SECTIONS

The Potato Association of America operates as a “fully integrated structure” for its Sections, which means the Association retains maximum control over Section activities and also bears all liability. Sections conduct activities in the name of the Association and must comply with the statutes and regulations covering the Association, as well as abide by the limits of Association Bylaws, including:

- (a) Identical annual year and fiscal year,
- (b) Identical members’ voting rights and right to hold office,
- (c) Maintenance of membership records,
- (d) Oversight by the Potato Association of America Board of Directors.

SECTION 2. ORGANIZATION

Groups of Association members with common interests may request Section status through petition of the Association Board of Directors. Requests approved by the Board shall be submitted for a vote of ratification by the membership; an affirmative vote by a simple majority of those voting will constitute approval.

SECTION 3. DISSOLUTION

Any Section seeking dissolution must:

- (a) seek a majority vote of its membership.
- (b) petition the Association Board of Directors for dissolution.
- (c) assign any financial holdings to the Association.

SECTION 4. SECTION OPERATIONS

As Sections operate under the aegis of and to serve the membership of the Potato Association of America, the Association requires Board review of a purpose statement and a plan of projected activities and any associated budgets from each Section in advance of implementation.

Sections are required to:

- (a) Conduct activities that comply with Association Bylaws.
- (b) Participate in Association organization and activities.
- (c) Create and abide by a purpose statement for the Section.
- (d) Submit a written summary of annual activities to the Board for the annual report.
- (e) Present a report of annual activities to membership at the annual business meeting.

- (f) Provide requested reports and documentation to the Association Board.
- (g) Seek advance Board approval for any major events held, awards presented, articles published, alliances formed, or on-going programs created by the Section in the name of the Potato Association of America.

Sections are authorized to:

- (a) Elect a chair and other leadership to coordinate the activities of the Section.
- (b) Create Section Bylaws and other guidance documents.
- (c) Set composition, election and terms of their leadership.
- (d) Hold meetings and events to advance their interests within the mission of the Association.
- (e) Appoint the chair as a voting member of the Association Board.

ARTICLE XI OFFICIAL PUBLICATIONS

The official publication of The Association shall be the *AMERICAN JOURNAL OF POTATO RESEARCH*. The official newsletter shall be the *PAA Insider*.

ARTICLE XII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board may, by resolution, authorize any officer or agent of the Corporation to enter into a contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 3. GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, or bequest for the purposes of this Corporation. The Board may also decline to accept gifts that come from sources that might damage the reputation of the organization or cause the Corporation to be diverted from its mission. Monetary gifts automatically go into the general fund unless otherwise specified by the donor or donor's estate.

ARTICLE XIII TRANSPARENCY & INSPECTION RIGHTS

SECTION 1. MEMBERS' INSPECTION RIGHTS

Any member may inspect the corporate tax filings.

SECTION 2. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 3. MEMBERSHIP RECORDS

The current PAA membership Directory shall be posted to the Members Only section of the Association website. The Association will not sell nor share the Membership Directory to any business or organization outside of an active sustaining member.

SECTION 4. EXEMPT FROM PUBLIC DISCLOSURE

Periodically, public or industry members will request information or records from the Potato Association of America. However, to protect the Association and those it serves, certain information is exempt from disclosure. Information exempt from public disclosure by the Association includes:

- (a) Information about personnel matters,
- (b) Information discussed in a closed session of the board of directors,
- (c) Proprietary or legal information that could jeopardize the association,
- (d) Matters considered confidential under state and/or federal law.

SECTION 5. REQUESTS

All requests for information about the Association, other than routine public information, will be submitted as a Public Records Request to the Administrator for a decision by the President. If there is a question about the appropriateness of releasing any information, the President will seek legal advice.

ARTICLE XIV AMENDMENT OF BYLAWS

SECTION 1. AMENDMENTS

- (a) These bylaws may be altered, amended or repealed.
- (b) Amendment to bylaws may be brought before the Board by Committees of the Board, individual Board members or the Administrator. All proposed revisions will be researched to ensure that they are legal, comply with state and federal statute, and do not contradict already established policy of the Potato Association of America.
- (c) If approved by a simple majority of the Board, proposed amendments to the bylaws will be sent to all Association members at least 30 days in advance of a vote by the membership.
- (d) Bylaw amendments may be approved by electronic vote of the membership or in person at the Annual Business Meeting of the Membership. An affirmative vote of at least two-thirds of those voting and entitled to vote is required for passage.
- (e) The Board may independently approve "clean up" provisions such as typographical, spelling and grammatical errors.

ARTICLE XV DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to another tax-exempt non-profit organization with similar interests as the Potato Association of America, or to the federal government, or to a state or local government, for a public purpose.