

**BY-LAWS AND ARTICLES OF INCORPORATION  
OF THE  
AGRICULTURAL PERSONNEL MANAGEMENT ASSOCIATION**

**ARTICLE I  
PRINCIPAL OFFICE**

The location of the principal office of the Association shall be within the State of California, at a place so designated by the Board of Directors. The official records of the Association shall be kept at the principal office.

**ARTICLE II  
ASSOCIATION OBJECTIVES  
Section 1  
MISSION STATEMENT**

APMA is committed to promoting professionalism and developing expertise in Human Resources and Safety Management for individuals engaged or interested in Agri-business Management. This will be accomplished through meetings, seminars, workshops, and the collection, interpretation and dissemination of information.

**Section 2  
CODE OF ETHICS**

Each member of the Agricultural Personnel Management Association shall acknowledge his or her personal ability to strive for growth in the field of human resources management and safety. He or she will endeavor to carry out the following Association objectives, to the best of his or her ability.

Support the goals and objectives of the Association in order to reflect the highest standards of the human resources and safety management profession.

Support the personal and professional development programs of the Association in human resources and safety management to help create an environment of recognition and support of human values and safe work practices in the workplace.

Develop a unity of spirit and cohesiveness of purpose in bringing fair and equitable treatment of all people to the forefront of employers' thought.

Practice respect and regard for each other as a paramount personal commitment to a life style exemplary in its motivation toward making agri-business profitable in both human and monetary values.

Support and contribute to the strengthening of the Agricultural Personnel Management Association in its efforts to improve and advance the field of human resources and safety management.

**ARTICLE III**  
**Section 1**  
**ELIGIBILITY**

Membership in the Association shall be limited to persons of good professional character, engaged or interested in Agricultural Human Resources and Safety Management, and/or Agricultural Industrial Relations work or studies without regard to race, sex, religion, age, national origin, or disability, who fully meet the qualifications set forth in the By-laws and Articles of Incorporation.

**Section 2**  
**MEMBERSHIP CLASSES**

The membership of the Association shall consist of five (5) classes:

- A. **Individual Membership** shall be open to individuals engaged or interested in Agricultural Human Resources and Safety Management, and/or Agricultural Industrial Relations activities in their respective business or organization.
- B. **Company Membership** shall be open to individuals or companies engaged or interested in Agricultural Human Resources and Safety Management, and/or Agricultural Industrial Relations work. A company membership can include up to three (3) designated representatives who are collectively entitled to one (1) vote.
- C. **Student Membership** shall be open to any enrolled student in an accredited junior college, college or university with a serious interest in Agricultural Human Resources and Safety Management, and/or Agricultural Relations activities and the objectives of the Association, and provided that their application bears the signed approval of his or her professor or department head. Student members are not entitled to hold elected office nor are they entitled to vote.
- D. **Non-Resident Membership** shall be open to individuals or companies engaged or interested in Agricultural Human Resources and Safety Management, and/or Agricultural Industrial Relations activities in a location outside the state of California, and who are recommended by an Individual or Company Member. Non-Resident members cannot hold elected office nor are they entitled to vote.
- E. **Honorary Membership**: Persons who have made extraordinary contributions to the advancement of Agricultural Human Resources and Safety Management, and/or Industrial Relations work may be made Honorary Members by an affirmative vote of seventy-five (75) percent of the Board of Directors. They shall have all membership privileges excluding the right to hold elected office and are excluded from having to pay Association annual membership dues and Annual Forum registration fees.

- F. **Sustaining Membership** shall be open to individuals or companies engaged or interested in Agricultural Human Resources and Safety Management, and/or Agricultural Industrial Relations work. A company membership can include up to five (5) designated representatives who are collectively entitled to one (1) vote. Additionally, Sustaining Members will be entitled to discounted advertising rates in newsletters and FORUM publications. Their names will be included on Association correspondence and they will receive special recognition at the annual FORUM

### **Section 3 MEMBERSHIP DUES**

The annual (calendar year) dues of the Membership shall be as follows: Individual Members at Ninety-Five Dollars (\$95.00); Company Members at Two Hundred Fifty Dollars (\$250.00); Non-Resident Members at Ninety-Five Dollars (\$95.00); Sustaining Members at One Thousand Five Hundred Dollars (\$1,500.00); Student Members at Twenty-Five Dollars (\$25.00). Membership Privileges are contingent upon payment of annual dues. Membership Dues may be changed by the affirmative vote of seventy-five percent (75%) of the Board of Directors.

### **Section 4 APPLICATION FOR MEMBERSHIP**

Applications for membership shall be submitted to the Board of Directors by the Executive Director for approval or rejection. Applications shall be approved by a majority vote of the Board of Directors, unless otherwise required pursuant to Article III, Section 1 (Eligibility), and no applicant shall be admitted to membership until the annual (calendar year) dues have been paid in advance. Such dues shall be refundable in case of membership rejection by the Board.

### **Section 5 MEMBERSHIP CERTIFICATION**

There shall be issued to each Member a Certificate of Membership. Such Certificate shall certify that such member is a Member in Good Standing, shall contain such other wording as the Board of Directors may determine, shall contain the Association seal with the words "Agricultural Personnel Management Association Incorporated July 29, 1981," and shall be signed by the President.

### **Section 6 CHANGE OF MEMBERSHIP STATUS**

Memberships shall not be transferable. Representative status may be changed from one individual of a company to another individual of the same company in the event the company has paid the membership dues and the individual to whom the membership is transferred is determined to be qualified and approved by seventy-five (75) percent of the Board of Directors. A member paying his/her own dues and who changes employment shall retain membership for as long as the individual is engaged or interested in the field of

Agricultural Human Resources and Safety Management, and/or Agricultural Industrial Relations work and who remains qualified as provided in Section 1 of this Article.

**Section 7  
SUSPENSION/EXPULSION**

After due process, a member may be suspended or expelled from membership for cause by the action of seventy-five (75) percent of the Board of Directors. All rights of a member shall cease upon death, expulsion, or resignation. Failure to pay membership dues for the current year prior to January 30 shall constitute cause for suspension or expulsion.

**ARTICLE IV BOARD OF DIRECTORS  
Section 1  
COMPOSITION**

The Board of Directors shall be composed of the following positions: President, Vice President, Secretary-Treasurer, Area Directors, Professional Development Coordinator, Area Membership Development Coordinators and the Immediate Past President. The Executive Board of the Board of Directors shall consist of the President, Vice President and Secretary/Treasurer, the Immediate Past President (*ex officio*) and the Executive Director (*ex officio*).

**Section 2  
POWERS/AUTHORITY**

The power and authority of the Association shall be exercised and controlled by the Board of Directors.

- A. All instruments drawn on the credit of the Association shall be signed by any one (1) of three (3) officers appointed by the Board of Directors or by the Executive Director of the Association. Expenditures may be made by Officers or other authorized Members in accordance with the budgeted amounts as approved by the Board of Directors. Officers and the Executive Director handling Association funds shall be covered by a security bond in the amount to be determined by the Directors and the premium therefore shall be paid out of the treasury of the Association.
  
- B. In the event of dissolution, all assets of the Corporation (Association) shall go to a non-profit educational institution to be designated by the Board of Directors.

**Section 3  
GOOD STANDING**

All members of the Board of Directors and individuals holding other elected and appointed offices shall be Members of the Association.

#### **Section 4 NOMINATION COMMITTEE**

The Board of Directors shall appoint, at least two (2) months prior to the election of officers, a Nominating Committee. The Committee is to be chaired by the Immediate Past President and shall consist of two (2) additional Board Members and two (2) non-Board Members.

- A. The Nominating Committee, prior to the election, shall submit in writing, for the approval by the Board of Directors, its slate of nominees for the following offices: President, Vice President, Secretary-Treasurer and Area Directors.
- B. The committee will contact candidates nominated for office, explaining the duties of the offices they are nominated for and verify that the candidates are willing and able to serve if elected.

#### **Section 5 DUTIES AND SUCCESSION OF ELECTED POSITIONS**

The President shall be the Chief Executive of the Association. The President shall preside at all meetings of the Directors and Members and shall perform such other executive duties as shall be assigned by the Board of Directors. The President shall designate, appoint members for, and discharge all committees. The President shall keep abreast of District activities and serve as Coordinator of the District Chairpersons. Following his or her term of office, the President shall, as the Immediate Past President, be entitled to retain full membership on the Board of Directors and as an *ex officio* member of the Executive Board until the next President completes his or her term of office.

The Vice President shall act for the President during his/her absence, disability or resignation, and shall, in the case of resignation or death, succeed to the office of President until the next June 30<sup>th</sup>, after which the Vice President-turned President shall be entitled to be elected to one full term as President. The Vice President shall perform such other duties and exercise such powers as the Board of Directors or the President may assign. The Vice President will serve as the Chairperson of the Annual Forum and Coordinate all related activities. In the event of a vacancy in the office of the Vice President, due to resignation, death or mid-term succession to President, the Immediate Past President shall perform the duties of the Vice President until the next June 30<sup>th</sup>. In the event the Immediate Past President is unwilling or unable to perform said duties, the Secretary/Treasurer shall perform the duties of the Vice president until the next June 30<sup>th</sup>, after which the Secretary/Treasurer shall be entitled to be elected to one full term as Vice President.

The Secretary/Treasurer shall keep a record of all minutes of the meeting of the Members and Directors, and perform any other duties as may be assigned by the Board of Directors. Additionally, the Secretary/Treasurer shall be in charge of the financial affairs of the Association and shall prepare and deliver to the Board of Directors a statement of the financial condition of the Association at least once a year and at such other times as the Board of Directors may direct. The Secretary/Treasurer shall oversee the payment of all

debts of the Association, the filing of both State and Federal non-profit tax returns and the reconciliation of the Association Books. If the event of a vacancy in the office of the Secretary/Treasurer due to resignation or death or mid-term succession to Vice President, the President shall appoint, with the approval of seventy-five (75) percent of the Board of Directors, a Secretary/Treasurer from amongst the remaining Board of Directors to serve until the next June 30<sup>th</sup>. The appointed Secretary/Treasurer shall then be entitled to be elected to one full term as Vice President.

The Area Directors shall represent the specific interest of their Areas on the Board of Directors. Area Directors shall organize and coordinate Area activities. A key responsibility of the Area Director shall be, in conjunction with the Professional Development Coordinator, the Area Membership Development Coordinator(s) and the Executive Director, to schedule meetings in their respective geographic Areas. The purpose of Area meetings shall be to encourage professional development, present educational material and exchange practical information relevant to Human Resources Management and Safety in Agriculture. In case of any vacancy of any Area Director, through death, resignation or any other cause, the President shall appoint a successor for the remainder of the term of office subject to the approval of seventy-five (75) percent of the Board of Directors.

## **Section 6 AREAS**

The Area Directors shall represent specific geographic areas within the State of California. There shall be four (4) areas designated as the Northern Area, the Coastal Area, the Valley Area, and the Southern Area. The geographic boundaries of each of the four (4) areas will be as follows:

Northern Area: The counties of Alameda, Contra Costa, Marin, Solano, Inyo, Northern San Joaquin, Sacramento, Yuba, Napa, Sonoma, Mendocino, Yolo, Alpine, Calaveras, Amador, El Dorado, Nevada, Sutter, Sierra, Plumas, Butte, Glenn, Colusa, Lake, Tehama, Humboldt, Trinity, Lassen, Shasta, Del Norte, Siskiyou, Modoc, and Placer.

Valley Area: The counties of Kern, Kings, Tulare, Fresno, Madera, Merced, Stanislaus, Tuolumne, Mariposa, Mono, and Southern San Joaquin.

Coastal Area: The counties of Santa Barbara, San Luis Obispo, Monterey, Santa Cruz, San Benito, Santa Clara, and San Mateo.

Southern Area: The counties of Ventura, Los Angeles, Riverside, Orange, San Bernardino, San Diego, and Imperial.

## **Section 7 BALLOTS/VOTING**

Ballots of the nominated candidates, approved by the Board of Directors, for each elected office, shall be sent to the voting membership prior to May 30<sup>th</sup> of each year by the

Secretary/Treasurer. Voting shall be by secret ballot. All the voting membership shall vote for the President, Vice President and Secretary/Treasurer. Area directors shall be voted upon only by the voting membership from within their respective Areas.

## **Section 8 COUNTING BALLOTS**

Not less than fifteen (15) days or more than twenty-five (25) days after mailing, such ballots shall be counted by a special committee appointed by the President. Candidates receiving the most votes cast shall be elected to the Board of Directors.

## **Section 9 TERMS OF OFFICE**

Each Area Director, shall serve for a one-year term, beginning July 1<sup>st</sup> and ending on the following June 30<sup>th</sup>. Each elected Member of the Executive Board of the Board of Directors shall serve for a two-year term, beginning July 1<sup>st</sup> and ending on June 30<sup>th</sup> of the second year following his or her election. Members of the Executive Board are expected to progress to the next higher elected position at the completion of each elected term of office.

## **Section 10 NON-ELECTED POSITIONS**

The President shall appoint, with the approval of the Board of Directors, a Professional Development Coordinator, a State Membership Coordinator and Area Membership Development Coordinators for each of the Areas (including one each for the Northern and Southern portions of the Coastal Area. The Professional Development Coordinator, in conjunction with the Area Directors and the Executive Director, shall be responsible for the development, scheduling and implementation of Professional Development activities (such as workshops and seminars) conducted by APMA at the Area level. The State Membership Coordinator and the Area Membership Development Coordinators, in conjunction with the Area Directors and the Executive Director, shall be responsible for coordination of membership promotion, recruitment, and retention.

The Professional Development Coordinator, the State Membership Coordinator and the Area Membership Development Coordinators shall serve on the Board of Directors, from appointment and approval until the next June 30<sup>th</sup>.

The Immediate Past President shall serve as a member of the Board of Directors and as an *ex officio* member of the Executive Board following his/her presidency, and shall perform such duties as assigned by the President and/or the Board of Directors.

## **Section 11 CHANGE IN STATUS/LOCATION**

If, during the term of office of any Board Member, his or her Membership status is changed but he or she remains a Member, he or she shall retain any position he or she had on the Board of Directors.

If, during the term of office of an Area Director or Area Membership Development Coordinator, as a result of relocation of his or her company or change of employer, and who remains eligible for Membership, yet is no longer located in the Area that he or she was elected or appointed to represent, he or she may request to and continue to represent that Area, if, at the discretion of the Board, it would be advantageous to the Association to accept the request.

## **Section 12 BOARD MEETINGS**

The Board of Directors shall meet at least quarterly during their term of office at times and locations as the President or the Board of Directors shall designate and given notice thereof. Meetings of the Board of Directors may be called by the President, or by a minimum of fifty (50) percent of the Board of Directors.

## **Section 13 QUORUM**

A majority of the Board of Directors shall constitute a quorum for the transaction of Association business. If, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting.

## **Section 14 REMOVAL FROM OFFICE**

After due cause, a Director of the Association may be removed from office for cause by the affirmative vote of seventy-five (75) percent of the Board of Directors. There shall be at least thirty (30) days advance written notice given by the Directors of any intention to remove a Director.

## **ARTICLE V MEETINGS OF MEMBERS**

### **Section 1 SCHEDULED/SPECIAL**

Meetings of the Members shall be held on call by the President or Directors. The Secretary/Treasurer shall give at least five (5) days written notice to Members of the Association of all scheduled and special meetings of the general membership, announcing the nature of the meeting.

### **Section 2 QUORUM**

At a meeting of the general membership, a quorum shall be at least thirty (30) percent of the total Association voting members.



## **ARTICLE VI ORDER OF BUSINESS**

Order of Business of the Association shall be according to the latest edition of Roberts' Rules of Order.

## **ARTICLE VII BY-LAWS**

These By-laws may be amended or repealed, and new By-laws may be adopted by an affirmative vote of seventy-five (75) percent of the Board of Directors, and/or by a majority vote of the eligible voting membership at large. Membership voting shall be conducted by secret ballot, and shall be mailed by the Secretary/Treasurer to the voting membership. Not less than fifteen (15) days or more than twenty-five (25) days after mailing, such ballots shall be counted by a special committee appointed by the President.

Rev. 07-08