

**CONSTITUTION
OF THE
GEORGIA CROP IMPROVEMENT ASSOCIATION**

PREAMBLE

The Georgia Crop Improvement Association (GCIA) is an independent, not for profit organization providing unbiased, third party inspection/auditing services to agriculture in the seed, grain, food and related industries with primary emphasis on seed and turfgrass certification.

The Georgia Crop Improvement Association was organized in 1946 and made the legal certifying agency by passage of House Bill #104 in 1956. This bill was superseded by Senate Bill #583 in July of 1997. Both bills authorized the Dean of the University of Georgia College of Agricultural and Environmental Sciences to designate the Georgia Crop Improvement Association as the legal certifying agency in Georgia.

ARTICLE I – NAME

This organization shall be known as the Georgia Crop Improvement Association, Inc. and is incorporated under the Corporation Laws of the State of Georgia as an “Organization Not for Profit” under 501 (c)(5) of the Internal Revenue Service Code. The principal office is located in Athens, Georgia.

ARTICLE II – PURPOSE AND ACTIVITIES

The purpose of this association is to improve the productivity, profitability and efficiency of agriculture by providing unbiased inspection/auditing and administrative services to include:

1. Developing and adopting standards of excellence for the various classes of seed grown by members under the rules of the association.
2. Providing an inspection/audit service for growing seed crops, turf and other agricultural industries.
3. Collecting and distributing information pertinent to clients’ needs by exhibits, demonstrations, etc.
4. Providing information and promoting activities of interest and benefit to producers and consumers of seed, turf and other agricultural industries.

ARTICLE III – MEMBERSHIP

Section 1

Membership is restricted to any person or organization in Georgia who produces or conditions certified seed and/or certified turfgrass. Any other persons or firms who are interested in promoting the work of the Association and who wish to receive the benefits may become associate members. Membership is annual beginning with the date that membership is paid plus 30 days.

At any meeting of the Association, voting members only shall be allowed to vote on matters of business. In no case shall an individual be permitted to cast more than one vote. At any meeting of members, proxy votes are allowed with written notification signed by the voting member transferring their vote to the holder of proxy. The proxy is only valid at the meeting for which the proxy is presented. The proxy is to be presented to the *Credentials Committee prior to voting. Upon verification by the GCIA office that the signer of the proxy is a member in good standing and with the approval of the Credentials Committee, the proxy holder will be allowed to vote. Immediate implementation upon passing vote by the members present at the 2001 Annual Business Meeting. Since no individual may cast more than one vote, it follows that any proxy vote must be cast by a non-member.

*Credentials Committee: The Credentials Committee shall be composed of the current President and 1st Vice-President and shall allow for proxy votes with written notification to GCIA and with the approval of the Credentials Committee.

Associate Members

Associate members shall be any persons or firms who are interested in promoting the objectives of the Association, but who are otherwise not eligible for membership. Associate members shall be entitled to participate in discussion of all matters presented at meetings of the Association, but shall not have the right to vote.

Section 2

An application for membership may be accepted or rejected by the Board of Directors. An application may be rejected for various reasons including but not limited to: an outstanding balance, previous violation of Code of Ethics, activities that may have harmed the image or caused actual harm to the Certification Program, noncompliance with Certification Standards, history of noncompliance issues either resolved or not, etc. An applicant may become eligible for membership upon paying the membership fee and agreeing to abide by the Constitution, Bylaws, and Code of Ethics of the Association.

The GCIA has the right to not accept membership from a firm who has a person previously denied services, as a partner, officer, director, holder, manager or owner of 10% or more of the voting stock of an entity making an application for services.

The association reserves the right to limit the number of producers and crops inspected in accordance with the trained personnel available for such work.

Section 3

Failure to conform to the rules, code of ethics and regulations makes a voting member or an associate member subject to expulsion. The member may be expelled by a two-thirds vote of the Directors present at any meeting.

ARTICLE IV – MEETINGS

REGULAR MEETINGS – The Annual Meeting of the Association shall be held during the month of February or March each year. An announcement of the exact time and place shall be mailed to each member of the Association at least ten days in advance of the time of holding the meeting. **CALLED MEETINGS** – Any seven directors or 33% of the latest verified membership may direct the executive director to notify the membership of a called meeting. Upon receiving a request in writing (such request must include the names of person(s) asking for the meeting and their reason) the executive director will notify the membership within 10 days of receiving the request of the date, time and location of the meeting. An agenda shall be circulated to all members at least three days prior to the meeting.

ARTICLE V – ORGANIZATION

Section 1

The direction of this association shall be by a Board of Directors composed of not more than 12 directors elected from the voting membership. Each commodity group must be represented by a minimum of two elected directors. An elected director representing a commodity must be a grower or conditioner of that commodity.

Terms for directors shall be established and maintained such that each year the term of four directors will expire. First term directors shall be eligible for re-election to a second term of three years or a new director may then be elected by the voting members. At the end of each second term completed by a director, a break of a minimum of one year shall be required before any voting member is eligible to again be elected as a director. Vacancies on the Board of Directors shall be filled by temporary appointments made by the President. Temporary appointees will serve the remainder of an unexpired term.

Section 2

A president, first vice-president and second vice-president shall be elected at the annual meeting for a term of one year and until their successors are elected. These officers shall be elected by those voting members present at an annual meeting. These officers are to be elected from the Board of Directors. The Executive Committee shall serve as the nominating committee for officers of the Association.

The President will appoint a parliamentarian for each meeting of the Association. All meetings will be conducted in accordance with the most current available version of Robert's Rules of Order.

Section 3

Advisory Committee

It is desired to have an Advisory Committee composed of individuals from the following:

Appointees from the University of Georgia College of Agricultural and Environmental Sciences: Cooperative Extension Service, Horticulture, a representative of Crop and Soil Sciences, Plant Breeding, Plant Pathology and an appointee representing the College of Agriculture's administration. The GCIA Executive Director will ask the Dean of the College of Agriculture to make these appointments.

The GCIA Executive Committee may appoint individuals to serve on the Advisory Committee.

The Director of the Georgia Seed Development Commission shall be asked to serve on the advisory committee.

The Commissioner of Agriculture may designate some member of his staff from the Georgia Department of Agriculture to be a member of the Advisory Committee.

The Advisory Committee shall be invited to attend GCIA Board meetings. Advisory committee members may not vote but may serve on committees.

Section 4

Certification Committee

The GCIA Executive Director will appoint and direct the Certification Committee. However, the President shall appoint the chairman each year.

The Seed Certification Committee may be composed of the following (1) Cotton Breeder; (2) Corn Breeder; (3) Peanut Breeder; (4) Small Grain Breeder; (5) Forage and Turf Breeder; (6) Soybean Breeder; (7) Plant Pathologist; (8) any breeder of a crop eligible for certification; (9) a representative of the Cooperative Extension Service; (10) Director of the Georgia Seed Development Commission; (11) Producer or Conditioner of Peanuts;

(12) Producer or Conditioner of Small Grains; (13) Producer or Conditioner of Grasses (Forage and Turf); (14) Producer or Conditioner of Oil Seed crop; and (15) Miscellaneous Crops*.

*This committee to meet only by request of the GCIA Executive Director.

The Certification Committee shall present to the Board of Directors for approval the varieties and hybrids for certification and changes in the certification standards.

Section 5

Commodity Committees

The following commodity committees shall be organized within the Association. (1) Peanuts, (2) Small Grains/Soybeans, (3) Grasses (Forage & Turf) (4) Miscellaneous Crops (only meets at the request of GCIA Executive Director – See Article V, Section 4).

The President will appoint an elected director as chairman and vice-chairman of each commodity committee. The chairman must be one of the elected directors representing that commodity group.

Members of the Advisory Committee may serve on any commodity committee in a non-voting capacity.

ARTICLE VI – DUTIES OF OFFICERS

Section 1 - President

The President shall:

1. Preside over all meetings of the Association and the Board of Directors.
2. Call special meetings of the Board of Directors.
3. Appoint special committees as authorized by the Bylaws and by the Board of Directors. The chairman of all committees shall be a current director.
4. Perform all acts and duties usually required of an executive and presiding officer.
5. Appoint the parliamentarian for each meeting of the Association.

Section 2

The First Vice President shall in the absence of the President, perform all duties of the President.

The Second Vice President shall in the absence of the President and First Vice, perform all duties of the President.

Section 3 - Executive Director

It shall be the duty of the Executive Director to direct the activities of the Georgia Crop Improvement Association in such a way that it will successfully accomplish the purpose for which it was organized. In doing this, his duties shall include, but not be limited to:

1. Employ, supervise, and train all inspectors.
2. Act in an advisory capacity on all problems pertaining to the production, harvesting, cleaning, treating and packaging of certified seed.
3. Direct an educational campaign emphasizing the merits of certified seed and turfgrass.
4. Prepare an annual budget to be presented to the Executive Committee for review and recommendation to the Board of Directors.
5. Prepare an annual report. This report shall include a financial statement, a report of the activities of the Association and other timely information of interest to the members of the association.
6. Direct the affairs of the Association on a day to day basis under the authority of the Executive Committee and Board of Directors.

Section 4 – Secretary/Treasurer

A. Duties of Secretary/Treasurer

1. Maintain accurate and proper membership records.
2. Perform other duties of the office, as shall be directed by the Association.
3. Have custody of the seal of the Association and cause same to be affixed to such instruments, on behalf of the Association, as shall be directed by the Board of Directors.
4. Receive all funds and deposit same to the credit of the Georgia Crop Improvement Association. Disbursement of same shall be countersigned by the Executive Director in charge of seed certification. A proper set of accounts shall be kept, showing all receipts, disbursements and balance on hand.
5. Assist the Certified Public Accountant with annual financial statement to be presented to the Board of Directors at its annual membership meeting.
6. Prepare and mail quarterly financial statements to the Board of Directors.
7. Act as secretary of the meetings of the Board of Directors and meeting of the membership and keep record of all proceedings of such meetings.

Section 5 - Executive Committee

The Executive Committee shall be composed of the President, First Vice President, Second Vice President, and the immediate Past President. The Executive Committee shall:

1. Promulgate rules and regulations in accordance with the official Handbook and the minutes of the Directors.
2. Transact any and all business of the Association in the absence of the directors.
3. Meet once each quarter with the Executive Director.
4. Present a budget to the Board of Directors for approval.
5. Serve as the Finance Committee.
6. Serve as the nominating committee for officers of the Association.

Section 6 - Duties of the Directors

- a. To promote and direct the general activities of the Association. To act for the Association in detailed matters of business and to handle any questions which may arise between regular meetings of the membership.
- b. The Annual Meeting of the Board of Directors shall be not later than 30 days after the Annual Meeting of the Association each year, and they shall have another meeting in July or August each year.
- c. Two (2) consecutive unexcused absences of a Director shall automatically vacate his office.

Section 7 - Honorary Member

1. Eligibility – Any director that has served a minimum of six years and is nominated by a director or directors.
2. Qualifications – Must have rendered outstanding service toward achieving the objectives of the Georgia Crop Improvement Association.
3. Procedure -
 - a. The Executive Committee to serve as Honorary Member committee with the immediate past president or first vice-president to serve as chairman.
 - b. Nominations to be made to chairman at least three months prior to Annual Board Meeting. The sponsoring director or directors to supply the committee with full and complete information concerning the nominee.
 - c. The Honorary Member Committee will make its recommendation to the Board of Directors not less than 30 days prior to the Annual Meeting. By majority vote of the Board, the nominee may be elected as an Honorary Member.
 - d. Honorary Members are non-voting.

ARTICLE VII – QUORUMS

Six directors shall constitute a quorum at all meetings.

ARTICLE VIII – AMENDMENTS

Section 1

The Constitution and Bylaws of the Association may be amended by a two-thirds vote of the members present at a duly called meeting of the Association, provided that such proposal has been sent to each member at least 10 days before the meeting.

Section 2

All actions of the Board and Committees, if in conflict with the Constitution and Bylaws as amended this date, February 17, 1953, are hereby repealed.

Section 3

All actions of the Board and Committees, if in conflict with the Constitution and Bylaws as amended this date, February 7, 1958, February 20, 1973, February 10, 1981, February 15, 1983 and February 1989 are hereby repealed.

BYLAWS

ARTICLE I – DIRECTOR NOMINATIONS, ELECTIONS

Section 1 – Nominations

The Nominating Committee will be composed of the following: the President of the Association, Chairperson and Vice Chairperson of each commodity committee. This committee will meet and select a slate of qualified nominees equal to the positions available in compliance with Article V, Section 1 of the GCIA Constitution.

The Nominating Committee will accept additional qualified nominees from the voting members for a period of 15 days following the mailing to the membership of the initial slate of nominees. These additional nominees must be submitted in writing and received in the association office within the allotted time.

If no additional nominees are received from the voting members, the original slate of nominees presented by the Nominating Committee will be elected by acclamation and no ballots will be mailed to the voting members.

If additional nominees are presented by the voting members, ballots will be mailed not less than 40 days before the annual membership meeting and due in the GCIA office not later than 20 days prior to the annual membership meeting.

The Directors elected will be the nominees with the larger plurality of votes for the number of open positions. Under no circumstances will a commodity be represented by any less than two directors.

Section 2 – Elections

All ballots must be returned in sealed and signed envelopes. Ballots are to be officially counted by three tellers appointed by the President. New directors' duties will begin at the end of the Annual Board of Directors Meeting following the Annual Meeting of the Association.

ARTICLE II – INSPECTIONS, RESPONSIBILITIES

Section 1

Certification of seed and turfgrass shall be on the basis of reports submitted by the official inspectors of the Association to the GCIA Executive Director. The responsibility for certification shall rest with the Georgia Crop Improvement Association, through its duly elected Board of Directors.

Section 2

The Board of Directors, with input from the Advisory Committee, shall have the authority to revise annually the rules and regulations governing inspections, fees, responsibilities, credits and/or adjustments.

Section 3

Responsibility for keeping seed and turfgrass which has passed inspection up to the standards of this Association rests upon the individual grower of the seed or turfgrass; and adjustments and corrective measures, due to failure of seed and turfgrass to conform to such standards, must be made by him.

Section 4

A Constitution and Bylaws Committee of not less than five shall be appointed by the President of the Association. The Committee should be composed of a member of the Executive Committee, Chairman of the Certification Committee and the three other association members. The Executive Director shall serve as an ex-officio.

ARTICLE III – RIGHTS OF APPEAL

Should a voting member wish to appeal a decision made by the GCIA Staff or request an exception to the rules and regulations, the Board of Directors shall be the final authority. Appeals must be presented to the Executive Director in writing.

GEORGIA CROP IMPROVEMENT ASSOCIATION CODE OF ETHICS

The Georgia Crop Improvement Association is an organization composed of a diverse membership with respect to crops grown, seed conditioned, turfgrass production and support of the seed and turfgrass industry. Membership in the Association is a privilege which implies professional knowledge and imposes an obligation of morality and responsibility. The Association's members and employees will uphold and advance the integrity and prestige of the organization and further agree to:

Uphold and comply with the bylaws, constitution, rules, regulations and policies of the Association.

Maintain the highest degree of integrity with respect to the conduct of business and all activities with clients, customers, and the Association.

Avoid situations that would result in a conflict of interest, either real or perceived.

Comply with all applicable national, state and local laws, including those relating to intellectual property and plant breeder's rights.

Respect and preserve the confidentiality of all proprietary/privileged client information.

Refrain from using the Association's name, logo, or marks in a manner inconsistent with the organization's bylaws and policies or in any manner that discredits the Association.

Any member or employee found participating in conduct found to be in violation of the Code of Ethics may be subject to disciplinary action, expulsion or other sanctions deemed appropriate by the board of directors.

BOARD POLICY

All minutes of the Annual Meeting, Director's Meetings and Executive Committee Meeting shall be recorded by the secretary or a competent stenographer.

Disbursement of checks shall be countersigned by the Executive Director in charge of seed certification.

Employment and termination of full time personnel shall be approved by the GCIA Executive Committee. Full time personnel are defined as employed longer than 90 days at 40 hours per week.

GCIA POLICY FOR REVIEWING CERTIFICATION FEES

(for monitoring cash reserves for GCIA)

Approved 09/11/2014 GCIA Board of Directors meeting

The association's executive committee is responsible for an annual review of the Certification fee structure and recommending fee adjustments to the board of directors, as needed, that will result (over a period of time) in cash reserves equal to a minimum of not less than one-half of the approved annual budget. Fees should be adjusted as the budget/expenses demand rather than waiting to adjust certification fees when there are significant losses.

RESERVE FUNDS MANAGEMENT POLICY

Approved 03/25/2016 GCIA Annual Board of Directors meeting

1. The GCIA Board of Directors will establish a Cash Reserve "target amount". The target amount will be equal to the annual budget and may move up and down as dictated by the annual budget.
 - 1.1 The Cash Reserve will be determined by:
$$\text{Available Cash} - \text{Liabilities} - \text{Designated Funds} = \text{Cash Reserve}$$
2. The Cash Reserve should be calculated based on a projection as of December 31st and evaluated by the Executive Committee at its annual budget meeting for appropriate action.
 - 2.1 Due to the volatility of production agriculture, a projected three year revenue trend line should be developed and reviewed before implementing a plan to manage cash reserves above the "target". "Outside Service Income" and Seed Certification Fees should be considered together.
3. When the GCIA Executive Committee determines that the Cash Reserve fund has reached the target amount, the Executive Committee will set a credit amount to be applied to acreage fee payments made in accordance with the GCIA fee policy in effect.
 - 3.1 Acreage fees (all other fees to be excluded from the discount; including minimum application fees, late fees, conditioning plant fees, etc.), will be discounted.

RESPONSIBLE PARTY POLICY

Approved 03/25/2016 GCIA Annual Board of Directors meeting

“The GCIA has the right to not accept membership from a firm who has a person previously denied services, as a partner, officer, director, holder, manager or owner of 10% or more of the voting stock of an entity making application for services.”