

Associates Board Bylaws

Note: These bylaws govern the operation of GEAPS Associates Board of Directors, and have no authority over GEAPS as a whole or GEAPS members. These bylaws should not be confused with the GEAPS International Bylaws

ARTICLE I — Name and Objectives

SECTION 1. NAME:

This shall be a voluntary, non-profit subsidiary of the Grain Elevator and Processing Society [GEAPS] organization and shall be known as GEAPS Associates Board.

SECTION 2. MISSION:

GEAPS Associates Board is dedicated to the pursuit of GEAPS' Mission through the achievement of its General Objectives.

SECTION 3. OBJECTIVE:

The objective of GEAPS Associates Board is to provide Associate members of GEAPS with a means to achieve GEAPS' General Objectives and to use the faculties and facilities of GEAPS Associate members to the benefit all GEAPS members.

SECTION 4. LIMITATION OF METHODS:

The GEAPS Associates Board shall be non-partisan, non-sectarian and non-discriminatory, and shall take no part in nor lend its influence or facilities to the nomination, election or appointment of any candidate for office in city, township, county, state, province or nation.

ARTICLE II — Membership, Dues and Assessments

SECTION 1. MEMBERSHIP:

GEAPS Associates must be members in good standing of GEAPS as defined by GEAPS International bylaws.

ARTICLE III - ASSOCIATES BOARD, MEETINGS, PURPOSE AND OBJECTIVES

SECTION 1 - ASSOCIATES BOARD:

The Associates Board shall comprise:

- (a) Twelve (12) directors, duly elected as described in Articles IV and V respectively;
- (b) The Associates President, Vice President and Secretary duly elected as described by Article V, who may concurrently hold a director seat; and
- (c) The immediate past Associates President.

Any Associates Board member must resign her/his seat and/or office effective with any change in their GEAPS member classification.

SECTION 2 - ASSOCIATES BOARD MEETINGS AND QUORUM:

The Associates Board shall meet at or as soon as practical following the GEAPS Annual meeting to conduct any Associates business as necessary and appropriate at that time. In the interim between Annual meetings, the Associates Board will hold meetings on the call of the Associates Board President or majority of Associates Board directors upon giving at least 10 days notice to GEAPS Associates Board members by mail or other accepted modes of transmittal as may be deemed appropriate.

A quorum shall be a simple majority of the Associates Board members for the purpose of conducting Associates business. In the case of a tie vote, the presiding officer shall cast the deciding vote.

SECTION 3 - ASSOCIATE BOARD PURPOSE AND OBJECTIVES:

The Associates Board in consultation and cooperation with the GEAPS International Board, shall represent GEAPS Associate member interests in the pursuit of GEAPS' Mission and achievement of its General Objectives. The Associates Board shall:

- (a) Adhere to the provisions of GEAPS' International Constitution and Bylaws;
- (b) Have the authority to transact GEAPS Associate member business consistent with GEAPS' International Constitution, Bylaws and policies established by the GEAPS International Board;
- (c) Set the time, place and agenda of each and all successive Associates Board and membership meetings and adopt the rules for conduct of those meetings;
- (d) Consider all suggestions and recommendations consistent with the GEAPS Missions and General Objectives that may come before the Associates Board from GEAPS International Board, committees or members at-large.

Article IV - Director Nomination, Election And Vacancies

SECTION 1 - NOMINATION OF DIRECTORS:

A committee of five [5] Associate members shall be designated annually to serve as the Associates Nominations committee. The committee shall be comprised of the most immediate past Associates Board President who shall chair the committee, the Associates Board Vice President, and three Associate members at-large appointed by the Associates Board President, of whom at least one shall be a current Associates Board director. The President shall serve as an ex-officio member of the committee.

The committee shall solicit candidate recommendations from the GEAPS Associate membership, certify and nominate a slate of qualified candidates at least sufficient to fill each vacant or expected-to-be-vacant Associates director seats.

SECTION 2 - ASSOCIATES BOARD DIRECTOR QUALIFICATION:

All nominees must be current GEAPS Associate members in good standing, willing and able if elected to fulfill the responsibilities of Associates Board Director.

At the time of nomination, all candidates must meet minimum membership tenure and prior volunteer leadership service criteria, if any, established in advance by the Associates Board of Directors. Qualifying criteria may be revised from time to time at the discretion of the Associates Board of Directors provided that qualifying criteria, if any, is established at least 90 days in advance of the nominations deadline set by the Associates Board of Directors and at least 180 days prior to the GEAPS Annual Meeting set by the International Board of Directors.

At the time of nomination, no candidate may represent or be employed by a company or organization employing or represented by two succeeding incumbent Associates Board officers or directors in any combination. Further, there shall not be more than two current directors or officers in any combination representing or employed by the same company or organization.

At the time of nomination, no candidate may be a member of a GEAPS chapter represented by two succeeding incumbent Associates Board officers or directors in any combination. Further there shall not be more than two current directors or officers in any combination who are members of the same chapter.

SECTION 3 - ELECTION OF DIRECTORS:

The Associates Board shall conduct an election by electronic voting through which each GEAPS Associate member will have one vote to cast for each Associates director position to be elected. Only votes received from eligible members and consistent with voting instructions will be considered valid and counted.

The results of the election as certified by the International Secretary shall be announced at the next scheduled GEAPS annual meeting and published in the association's member newsletter or other official publication within 45 days of that meeting.

The candidates receiving the highest number of votes will be given preference in filling director seats with the longest terms.

There shall be no more than two elected or incumbent directors or officers representing the same chapter or company. If there are more candidates than available seats representing the same chapter or company, the candidate or candidates receiving the greatest number of votes among the remaining candidates shall succeed in election to fill the vacancy or vacancies.

In the event of a tie, a runoff election will be conducted among the GEAPS Associate Board members present at the next scheduled Associates Board meeting.

The results of the runoff election will be announced and published in the GEAPS member newsletter or other official publication within 45 days of the Associates Board meeting at which the election results are announced.

SECTION 4 - DIRECTOR TERMS:

Except as described under Director Vacancies (Article IV, Section 4), directors shall serve staggered maximum three (3) year terms.

Incumbent directors shall retain their seats until their successors have been duly elected or appointed. Newly elected directors shall assume the authority and responsibilities of office upon announcement of the election results at the first Associates Board meeting following the GEAPS Annual meeting.

Newly appointed directors shall assume the authority and responsibilities of office upon written confirmation of appointment by the Associates Board President.

SECTION 5 - DIRECTOR VACANCIES:

Director mid-term vacancies shall be filled from the field of remaining unelected candidates from the most immediate prior Associates Board director election. The remaining candidates who received the greatest number of votes shall fill vacancies with the longest terms as they occur.

If there is no available unelected candidates from the most immediate prior director election to fill a vacancy, the Associates Board President shall fill the vacancy by appointment from currently eligible Associate members. The appointee[s] shall serve until the next election at which time the vacancy shall be filled by election.

Article V - Officer Nomination, Election, Vacancies, Succession & Duties

SECTION 1 - OFFICERS:

Associates Board officers are the President, Vice President, and Secretary.

SECTION 2 - NOMINATION AND ELECTION OF ASSOCIATES SECRETARY:

At the first meeting of the Associates Board following the GEAPS Annual meeting, Associate Board members shall nominate and elect an Associates Board Secretary.

Associates Board Secretary candidates must be incumbent Associate Board directors or immediate past directors from the preceding term.

SECTION 3 - OFFICER TERMS:

Except as noted in Officer Vacancies (Article V, Section 6), the Associates Board President, Vice President and Secretary shall serve for one year or until the first Associates Board meeting following the next GEAPS Annual meeting.

The Secretary shall assume the authority and responsibilities of office upon election or appointment.

Officers may retain or resign their director seats for their remaining director term, if any.

SECTION 4 - OFFICER SUCCESSION:

Upon completion of her/his term, the Associates Board President serves for one year as an ex-officio member of the Associates Board with full voting privileges.

The Associates Board Vice President succeeds to the office of President upon completion of the President's term.

The Associates Board Secretary succeeds to the office of Vice President upon completion of the President's term.

SECTION 6 - OFFICER VACANCIES:

In the event that the office of Associates Board President becomes vacant in mid-term, the Vice President shall immediately assume the responsibilities of that office for the remainder of the term and remain President for the subsequent term.

In the event that the office of Associates Board Vice President becomes vacant in mid-term, the Secretary shall immediately assume the responsibilities of that office for the remainder of the term and remain Vice President for the subsequent term.

In the event that the office of Associates Board Secretary becomes vacant in mid-term, the Associates Board will nominate and elect a successor from among the incumbent directors. The newly-elected Secretary shall immediately assume the responsibilities of that office for the remainder of the term and remain Secretary for the subsequent term.

SECTION 7 - PRESIDENT:

The Associates Board President shall:

- (a) Be a GEAPS Associates member succeeding to office through election as set forth in Article V.
- (b) Preside at the Associates membership, board and any special meetings of GEAPS Associates.
- (c) Appoint Associates standing and special project committees as necessary and appropriate to pursue Associates Board programs.
- (d) Serve as a member ex officio of all Associates standing and special project committees.
- (e) Present to the Associates Board at least annually a report of the activities and accomplishments of the Associates Board.
- (f) Have such additional authority and duties as are given to her or him from time to time by the Associates Board of Directors.

SECTION 8 - VICE PRESIDENT:

The Associates Vice President shall:

- (a) Be a GEAPS Associate member succeeding to office through election as set forth in Article V.
- (b) Oversee the GEAPS Associates Board program funding consistent with the policies and objectives established by the Associates Board of Directors.
- (c) Make available to the Associates Board President, International Treasurer and Secretary, contemporaneous records and reports of the GEAPS Associate Board program revenues, expenses and fund balance as appropriate and necessary consistent with the authority and responsibilities set forth by these bylaws.
- (d) In the absence or disability of the Associates Board President, assume the authority and duties of the Associates president.
- (e) Represent the Associates Board President upon her or his request as a member ex officio of any Associates standing or special project committee(s) the Associates President shall so designate.
- (f) Have such additional authority and duties as are given to her or him from time to time by the Associates president within the limitations set forth by Article V, Section 7.

SECTION 9 - SECRETARY:

The Associates Board Secretary shall:

- (a) Be a GEAPS Associate member succeeding to office through election as set forth in Article V.
- (b) Prepare and issue to GEAPS Associates members, board officers and directors, as appropriate, notices of the Associates member, board and board committee meetings.
- (c) Maintain or direct and oversee the maintenance of the GEAPS member, board and board committee meeting minutes and other Associates Board business records, correspondence and documents, as appropriate and consistent with applicable laws and regulations.
- (d) Have such additional authority and duties as are given to her or him from time to time by the Associates President within the limitations set forth by Article V, Section 7.

ARTICLE VI — Meetings and Governing

SECTION 1. ASSOCIATES MEMBER AND BOARD MEETINGS:

There shall be at least one meeting of the GEAPS Associates Board each year. The meeting will generally be held in conjunction with the GEAPS annual International Technical Conference and Exposition.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS:

Special GEAPS Associate membership meetings shall be called by the Associates President or when requested in writing by majority of the Associates Board of Directors, provided that the Associates Board Secretary shall notify all Associate members in good standing of the meeting in writing, stating the purpose of such meeting, at least 10 days before the date fixed by the call.

SECTION 3. QUORUM:

Twenty-five GEAPS Associate members shall constitute a quorum at all Associate membership meetings.

SECTION 4. VOTING:

Each GEAPS Associate member in good standing shall be entitled to one vote upon all questions presented to the GEAPS Associate members for its consideration at special membership meetings.

SECTION 5. GOVERNING:

The Associates Board shall be governed by Robert's Rules of Order in all matters not provided for by these Bylaws, the GEAPS International Bylaws and policies established by the International Board of Directors.

ARTICLE VII — Dissolution

The GEAPS Associates Board may be dissolved by a vote of two-thirds of GEAPS Associates Board members present at any regular Associates Board or member meeting. In the event this Associates Board is dissolved:

- 1) Notice of disbandment must be given in writing to the International Secretary within 10 days;
- 2) All GEAPS Associates Board assets and business records in existence at the time of disbandment shall be distributed within 45 days to the GEAPS International Secretariat and Treasury, to be used for the purpose of pursuing GEAPS Mission and the achievement of its General Objectives.

ARTICLE VIII — Amendments

Any two or more GEAPS Associate members in good standing may propose an amendment or alteration in the Associates Board Bylaws at the Associate annual membership or any Associates Board meeting.

Voting and final action may be conducted by electronic voting or vote at an Associate membership meeting, at the discretion of the Associates Board of Directors. A copy of any such proposed amendment(s) or alteration(s) shall be distributed to the membership by publishing notice of proposal or publishing the proposed amendment in the GEAPS member newsletter or official publication at least 60 or more days in advance of the annual Associates membership meeting.

Any amendment or alteration shall require the approval of the majority of qualified votes or two-thirds of the voting members present at the Associate membership meeting providing a quorum is present.

ARTICLE IX — Enactment

These Associates Board Bylaws were approved at the annual meeting during the GEAPS International Technical Conference and Exposition, February, 1998, San Antonio, Texas and subsequently revised as provided by under Article VIII in February 2010. As adopted, they supersede all previous Articles and bylaws thereof, which are hereby annulled.