

**Bylaws of the  
Agriculture and Forestry**

**Hall of Fame Foundation for West Virginia, Inc.**

**ARTICLE I:           NAME**

The name of this organization is Agriculture and Forestry Hall of Fame Foundation for West Virginia, Incorporated, herein referred to as the Hall of Fame.

**ARTICLE II:           OBJECTIVE**

The objective of this organization shall be to establish and operate an Agriculture and Forestry Hall of Fame for West Virginia and to select and enshrine deserving individuals and groups into the said Hall of Fame. The specific objectives of the Hall of Fame may include, but are not limited to:

1.     Honoring those individuals, businesses, organizations, institutions, and foundations who have helped make this state and nation great by their outstanding contributions to the establishment, development, advancement, or improvement of the agriculture and forestry industries in West Virginia, and to perpetuate the memory and record of their contributions and achievements through the establishment and maintenance of memorials at an appropriate location.
2.     Promoting a greater sense of appreciation of the prime importance of agriculture and forestry to West Virginia.
3.     Encouraging the establishment and maintenance of museums for the collection, preservation, and display of agricultural tools, equipment, and other memorabilia.
4.     Cooperating with other organizations with similar purposes and objectives.
5.     Soliciting, receiving, holding, and disbursing funds, obtaining loans, and using the whole or part of any income therefrom and any principal thereof for the establishment and operation of a whole or a part of a structure for the Hall of Fame and related purposes.
6.     Engaging in any and all activities incidental thereto or necessary and appropriate for the accomplishment of the above objectives, all in accordance with the subject terms and provisions of these articles.

### **ARTICLE III: MEMBERSHIP**

*Section 1:* The Hall of Fame shall have the following categories of membership: enshrinees (enshrinee members), individual members, agency and/or organization members, business and/or corporation members, and founding members.

*Section 2:* Enshrinee members are those individuals, groups, or businesses enshrined in the Hall of Fame. An enshrinee member will be entitled to one vote at business meetings of the Hall of Fame and shall not be required to pay dues.

*Section 3:* Individual membership shall be open to persons with a demonstrated interest in agriculture and/or forestry. Individual members shall pay annual dues at a rate determined by the Board of Directors.

*Section 4:* Agency and/or Organization membership may be open to any organization, group, or agency with an interest in promoting, serving, or advancing agriculture and/or forestry in West Virginia. An organization, group, or agency will be admitted as an Agency and/or Organization member only by a majority vote of the individual, founding, and enshrinee members. Agency and/or Organization members shall pay annual dues at a rate determined by the Board of Directors.

*Section 5:* Business and/or Corporation membership may be open to any organization, group, or agency with an interest in promoting, serving, or advancing agriculture and/or forestry in West Virginia. A business will be admitted as a Business and/or Corporation member only by a majority vote of the individual, founding, and enshrinee members. Business and/or Corporation members shall pay annual dues at a rate determined by the Board of Directors.

*Section 6:* Those individuals who initially contributed \$25 to the Hall of Fame and were given the understanding that they had been granted a life membership will be considered Founding Members. Founding members will not be required to pay dues.

*Section 7:* Except where otherwise noted in these bylaws, members of all categories shall be entitled to vote on all questions that come before the Hall of Fame. No member will be entitled to more than one vote on any question or election to come before the Hall of Fame.

*Section 8:* The Hall of Fame shall not discriminate against any person because of race, religion, sex, or level of financial contribution.

### **ARTICLE IV: OFFICERS**

*Section 1:* The officers of the Hall of Fame shall be a president, first vice president, second vice president, secretary, treasurer, and immediate past president.

*Section 2:* The president, first vice president, second vice president, and treasurer shall be elected by the board of directors from among those members of the board. Elected officers shall serve a term of two years or until their successors are elected. Officers are to be elected at the meeting of the board of directors immediately following the Hall of Fame Annual Meeting.

*Section 3:* The secretary shall be appointed by the president with the approval of the board of directors. The secretary may be a member or nonmember of the Hall of Fame, and shall have the right to attend all meetings of the Hall of Fame and the board of directors but shall not have the right to make motions or vote. The president shall have the power to replace the secretary at his/her discretion.

*Section 4:* A person may not serve two consecutive terms in the same office, except for the office of treasurer. A person that has served a portion of an unexpired term shall not be considered to have served a term in that office.

*Section 4:* The duties of each officer will be as follows:

*President* – a) Serve as the presiding officer for all meetings of the membership and the board of directors; b) Serve as the principal corporate officer of the Hall of Fame; c) Sign all contracts, deeds, and other instruments required on behalf of the Hall of Fame; d) Appoint all standing and ad hoc committees except the recognition committee; e) Serve as ex officio member of all committees; and f) Perform all other duties ordinarily performed by the president and executes such powers, responsibilities, and duties as may be directed by the Board of Directors.

*First Vice President* – a) Serve as chair of the recognition committee; b) Perform the duties of the president in his/her absence or inability to act; and c) Perform duties as requested by the president or the board of directors.

*Second Vice President* – a) Serve as chair of the banquet committee; and b) Perform duties as requested by the president or the board of directors.

*Secretary* – a) Gives or causes to be given proper notice of all meetings of the membership and the board of directors and all other notices required; b) Attends all meetings of the membership and the board of directors, acts as the clerk thereof, and records all votes and minutes of all proceedings in a book kept for that purpose; c) Attests all deeds, leases, conveyances, and contracts duly authorized by the board of directors and affixes the corporate seal to all authorized documents requiring it; d) Collects all committee reports and keeps a copy of all papers for the permanent file; e) Keeps the official membership roll of the Hall of Fame; and f) Performs such other duties and exercises such other powers as may be prescribed by the president.

*Treasurer* – a) Receives all monies and assets designated for the Hall of Fame and records same according to generally accepted accounting practices; b) Has custody of all monies and securities of the Hall of Fame, deposits such monies in such bank or banks as may be designated by the board of directors, pays out such funds by check executed in such manner as may be required by the board of directors, pays the necessary expenses of the Hall of Fame and pays such extraordinary expenses as shall be authorized by the board; c) Furnishes complete quarterly balance sheets and operating statements to the board, and such other reports as the board may direct; and d) Performs such other duties and exercises such other power as may be prescribed by the board of directors.

*Immediate past president* – a) Serves as an advisor to the president, and b) Performs such other duties and exercises such other powers as may be prescribed by the board of directors.

*Section 5:* The board of directors shall appoint an historian for the organization whose duties shall be to collect and record important events and documents in such manner that the historical record of the Hall of Fame will be available to members and the general public for their use and satisfaction. The historian shall not be required to be a member of the board of directors and may be a member or nonmember of the Hall of Fame. By majority vote of the board of directors, the position of Hall of Fame Historian may be transferred to another individual. The specific responsibilities of the historian shall include a) maintaining the records, papers, and archives of the Hall of Fame in such a place and in such a manner determined by the board of directors, b) making such items available to the public and organization members upon reasonable request, c) publishing updated histories of the Hall of Fame at the request of the board of directors; and d) any other responsibilities or duties as assigned by the president or the board of directors.

*Section 5:* Any vacancy in the office of president shall be filled by the first vice president for the remainder of the unexpired term. Vacancies in any other office shall be filled for the remainder of the unexpired term by the board of directors. Any person who fills the remainder of an unexpired term shall not be considered to have served a term in that office.

## **ARTICLE V: MEETINGS**

*Section 1:* An annual meeting of the Hall of Fame shall be held each year during the month of April. The board of directors shall choose the location, date, and time for the meeting at least two months in advance and the secretary shall notify the membership accordingly.

*Section 2:* At each meeting of the Hall of Fame, the order of business shall be as follows, subject to amendment by the membership by majority vote at each meeting:

- a) Reading and approval of minutes
- b) President's Report
- c) Standing Committee Reports
- d) Special or Ad Hoc Committee Reports
- e) Unfinished Business
- f) New Business
- g) Announcements

*Section 3:* An awards/recognition banquet shall be held annually on a Friday or Saturday in July to provide appropriate recognition for the new enshrinees, to provide an opportunity for all members of the Hall of Fame to become acquainted with the new enshrinees, and for general fellowship of the members.

*Section 4:* A meeting of the membership will be held in August at the State Fair of West Virginia for the purpose of a) hearing interim reports of standing and/or ad hoc committees, as requested by the president; b) providing an open forum for discussion of issues believed to be important by the board or any member of the organization; and c) making recommendations for further consideration by the board or the membership at the next annual meeting.

*Section 5:* Special meetings of the Hall of Fame may be called upon request of the board of directors or the president, provided written notice of such special meeting is provided to the membership not less than ten days prior to the meeting.

*Section 6:* The quorum for any meeting of the Hall of Fame shall consist of those members who attend the meeting.

## **ARTICLE VI: BOARD OF DIRECTORS**

*Section 1:* The board of directors of the Hall of Fame, herein after referred to as the board, shall consists of twelve (12) members, four from each of the following categories of members: representatives of Agency/Organization Members, with not more than one representing any Agency/Organization Member; Enshrinee Members; and Individual Members.

*Section 2:* Directors shall be elected at the annual meeting and shall serve a term of four years or until their successors are elected. If a director cannot continue to serve on the board, the president shall appoint a replacement for the duration of the unexpired term. Any member chosen to fill an unexpired term must be selected from the same category of members represented by the director whose departure resulted in the vacancy. A person that has served a portion of an unexpired term shall not be considered to have served a term in that position.

*Section 3:* Directors may be elected to consecutive terms.

*Section 4:* The board shall be the principal decision making body of the Hall of Fame. The board shall meet at least four times a year. Meetings of the board may be called by the president, or at the request of any five board members. The secretary shall notify board members at least two weeks prior to the meeting of the board regarding location, date, and time.

*Section 5:* The board shall have general supervision of the affairs of the Hall of Fame, including establishing policy; soliciting, receiving, recording, and disbursing funds; recommending appointment of committee chairs; providing oversight to all standing and ad hoc committees; making recommendations for action to the membership; and shall perform such duties as prescribed in these bylaws. Authority reserved for the general membership includes amending the bylaws, election of directors, selection of enshrinees, disposal of any real property held by the organization, and dissolution of the Hall of Fame.

*Section 6:* Any action taken by the board may be rescinded by a two-thirds vote at any annual or special meeting of the Hall of Fame.

*Section 7:* The quorum for all meetings of the board shall be seven (7) members.

*Section 8:* The board may hold meetings by teleconference or other electronic means as necessary, provided that all members may participate simultaneously and are afforded equal opportunity for participation.

*Section 9:* The immediate past president shall be an ex officio member of the board of directors. This shall in no way affect his/her status as a regular member of the board of directors if still serving a portion of an elected term during his/her tenure as immediate past president.

## **ARTICLE VII: COMMITTEES**

*Section 1:* The Hall of Fame shall have the following standing committees: finance, auditing, recognition, nominating, and banquet. The membership of all standing committees except the recognition committee shall be appointed by the president.

*Section 2:* The finance committee shall have four (4) members in addition to the treasurer, who shall be an ex officio member. The finance committee shall assist and advise the treasurer as necessary, prepare the annual budget for the fiscal year and submit it for approval to the board prior to the annual meeting each year, and perform such additional duties as directed by the board.

*Section 3:* The auditing committee shall have three (3) members. The auditing committee shall perform the annual audit on the Hall of Fame financial operations and present a report on its findings and any recommendations to the annual meeting of the Hall of Fame in April.

*Section 4:* The recognition committee shall be chaired by the first vice president. The secretary shall serve as secretary for the recognition committee. Neither the first vice president nor the secretary shall have a vote in the recognition committee. The membership of the recognition committee shall consist of one representative chosen by each Agency/Organization Member. No member of the recognition committee shall represent more than one organization or have more than one vote. The representatives must be selected and report to the secretary before the start of the recognition committee meeting. No person who submits a nominee for enshrinement shall be eligible to serve on the recognition committee.

The recognition committee shall screen and evaluate all nominations submitted for enshrinement in the Hall of Fame. No person or group can be enshrined without review and recommendation for enshrinement by the recognition committee.

The first vice president shall establish a meeting date and place for the recognition committee meeting at least 30 days prior to the April annual meeting of the Hall of Fame. A minimum of twelve (12) members of the committee must be present to conduct business. The recognition committee shall determine its own rules of order and procedures for selecting nominees within the requirements set forth in these bylaws.

No more than six (6) enshrinees, a maximum of three (3) each from agriculture and forestry, shall be recommended or enshrined annually. Selection of nominees should be based wholly on the information submitted in the approved nomination form. Letters of support for a nominee which do not provide additional information will be disregarded. Campaigning for or against a nominee by committee members is unacceptable. Procedural questions are in order.

The recognition committee will recommend nominees for enshrinement in the Hall of Fame to the Hall of Fame membership at the annual meeting in April. A two-thirds vote of those members in attendance at the recognition committee meeting is required for a nominee to be recommended for enshrinement.

The Hall of Fame secretary is responsible for providing logistical support, to assure adequate notice is given for all meetings, to issue the call for nominations, to reproduce nomination materials for the committee, to prepare photographs and citations for the enshrinement ceremonies, to provide any data requested by the membership at the annual meeting, and to return the original nomination data to the nominators.

Discussions and actions of the recognition committee shall be considered confidential.

*Section 5:* The nominating committee shall consist of three (3) members. The nominating committee shall recommend a list of directors to be elected at the annual meeting of the Hall of Fame. Nominees must be made for each of the categories of members represented on the board of directors. Nominations from the floor shall be permitted, provided that any person placed in nomination has agreed in advance to the nomination.

*Section 6:* The banquet committee shall consist of three (3) members in addition to the second vice president, who shall act as chair. The banquet committee shall make arrangements for the annual recognition banquet, including but not limited to, selection of menu, banquet room reservations, and arrangements, program details and printing, reception arrangements, and ticket sales for the recognition banquet.

*Section 7:* The president and the board of directors shall have the power to create such other standing or ad hoc committees that they may from time to time deem necessary for conducting the work of the Hall of Fame. All such committees will report to the president of the Hall of Fame.

#### **ARTICLE IIX: PARLIAMENTARY AUTHORITY**

The conduct of business by the Hall of Fame or the board of directors shall conform to the rules of order in the most current edition of *Robert's Rules of Order, Newly Revised* in all cases where not inconsistent with the provisions of these bylaws or any special or standing rules of order otherwise adopted by the Hall of Fame or the board of directors.

#### **ARTICLE IX: AMENDMENT**

These bylaws may be amended at any meeting of the Hall of Fame by a two-thirds vote, provided that the proposed amendment has been circulated in writing to the membership at least thirty (30) days in advance of the meeting.

#### **ARTICLE X: STATUS**

The Hall of Fame shall be an incorporated, independent, nonprofit, nonpartisan foundation that will observe all guidelines and regulations in the Internal Revenue Code of 1954, Section 501 (C)(3) (or corresponding provision of any future United States Internal Revenues Law), regarding corporations exempt from federal income tax.

#### **ARTICLE XI: DISSOLUTION**

Upon dissolution of the Hall of Fame, the board shall, after paying or making provision to pay all liabilities of the Hall of Fame, direct the disposition of all assets of the Hall of Fame to charitable, educational, religious, or scientific groups which qualify as exempt organizations under Section 501 (C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenues Law).

**ARTICLE XI: MISCELLANEOUS**

*Section 1:* The fiscal year for the Hall of Fame shall be the twelve (12) month period of January 1<sup>st</sup> to December 31<sup>st</sup>.

*Section 2:* All officers and employees authorized to handle any monies or securities shall be bonded by such surety companies and in such amounts as may be determined by the board, and the cost thereof shall be born by the Hall of Fame.

*Section 3:* No part of the earnings of the Hall of Fame shall inure to the benefit of any member or officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Hall of Fame affecting one or more of its purposes). No member or officer of the Hall of Fame shall be entitled to share in the distribution of any of the Hall of Fame's assets upon dissolution.

*Section 4:* The Hall of Fame shall not engage in propaganda or otherwise attempt to influence legislation or participate in or intervene in any political campaign (including publication or distribution of statements) on behalf of any candidate for public office.