

**BYLAWS  
OF  
MAIZE GENETICS COOPERATION, INC.**

**Article I: Name, Incorporation, and Offices**

Section 1. **Name.** The name of this corporation is Maize Genetics Cooperation, Inc. (hereinafter referred to as MGC).

Section 2. **Incorporation.** Initially, MGC shall be incorporated under the Wisconsin Nonstock Corporations Law, Chapter 181 of the Wisconsin Statutes.

Section 3. **Offices.** As long as MGC is incorporated in the State of Wisconsin, MGC shall have a registered office at all times in the State of Wisconsin as required by the Wisconsin Nonstock Corporations Law. Initially, the registered office of MGC shall be care of Alliance of Crop, Soil and Environmental Science Societies, Inc., 5585 Guilford Road, Madison, Wisconsin 53711. Initially, the registered agent shall be Wes Meixelsperger at that address. The initial principal office of MGC shall be at the same address. The board of directors may from time to time change the registered agent, the registered office, or the principal office.

**Article II: Purposes**

Section 1: **Purposes of MGC.** The purposes of MGC shall be generally those of a charitable, educational, or scientific organization as described in the Internal Revenue Code section 501(c)(3). To the extent consistent with those general purposes, the specific purposes of the corporation shall be to advance the interests of a community of people who (a) conduct research in maize genetics, genomics, and breeding, (b) train and develop the next generation of scientists. The overall goal is to facilitate progress in maize research through collaboration and cooperation by sharing published and unpublished materials, data, and ideas.

**Article III: Composition of MGC**

Section 1. **Members.** MGC shall have members as described below.

Section 2. **Directors and Officers.** MGC shall have a board of directors as described below in Article V, consisting of the officers described below in Article VI.

**Article IV: Membership**

Section 1. MGC shall have two types of members: (1) Professionals and (2) Students.

Section 2. **Professionals.** Professional members are individuals who have an active interest in the realizing the purpose of MGC and who opt to be members using a system determined by the Board of Directors (defined in Article V). Professional members may vote, hold office, attend, present at and participate in all MGC meetings.

Section 3. **Students.** Student members are individuals who are undergraduate or graduate students. Student members have the same privileges as professional members, except that they may not be part of the board of directors (as defined in Article V). A student membership shall convert to a professional membership upon completion of degree/study. MGC may request evidence of student eligibility status

Section 4. **Annual Meetings.** MGC shall hold an annual meeting at a time and place approved by the board of directors. The annual meeting shall serve as a primary event for dissemination of information in maize genetics, genomics, breeding, and related fields.

Section 5. **Code of Conduct.** Members and meeting participants have the right and are expected to participate in MGC-related activities in a professional atmosphere with equal opportunities and without discriminatory practices, including sexual harassment. The board of directors reserves the right, by vote of 2/3 of the directors, to prohibit individuals that do not follow this guidance from participating in any MGC-related activities, including its annual meeting or revoking their membership privileges.

## **Article V. Board of Directors**

Section 1. **General Powers.** The corporation and its affairs shall be managed by a board of directors. The board of directors shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporations Law, except as limited by the articles of incorporation or these bylaws.

Section 2. **Number.** The board of directors shall consist of nine voting-eligible individuals who hold the following principal offices: incoming chair, chair, past chair, secretary, treasurer, communication coordinator and up to three members at large. In addition, one past secretary, past treasurer or past communication coordinator will remain on the board of directors as a non-voting ex officio member for one additional year after the end of their voting-eligible term on the board of directors.

Section 3. **Annual and Regular Meetings.** The annual meeting of the board of directors shall be held at generally the same time and place as the annual Maize Genetics Meeting. The board of directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution. At any annual or

regular meeting, the board of directors may transact any business that comes before the board of directors.

Section 4. **Notice of Meeting.** Except as otherwise provided in the bylaws, notice of a meeting of the board of directors shall be given to each director at least 5 days prior to the meeting. The attendance of a director at a meeting or participation in a meeting by telephone or electronic messaging shall constitute a waiver of notice of such meeting, except where a director objects at the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or regular meeting of the board of directors needs be specified in the notice of such meeting.

Section 5. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of any director for the purpose of conducting business on any matter described in the notice of the meeting. The director calling any special meeting of the board of directors may determine any reasonable time or place, including participation by telephone or electronic messaging, for holding the special meeting.

Section 6. **Participation by Telephone or Electronic Messaging.** Any or all directors may participate in a board of directors meeting or in a committee meeting (and any meeting may be conducted) through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

Section 7. **Quorum.** A quorum for the transaction of business at any meeting will be constituted by 2/3 of the total number of voting members of the board of directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 8. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 9. **Conduct of Meetings.** Meetings of the board of directors shall be chaired by the first office holder who is present at the meeting following the order of chair, incoming chair, and treasurer; or any director chosen by the directors present. The secretary shall record the actions taken at the meeting. In the absence of the secretary, the chair may appoint a director present to act as the secretary of the meeting.

Section 10. **No Compensation.** Directors shall serve without compensation.

Section 11. **Presumption of Assent.** A director who is present at a meeting of the board of directors or a committee thereof which he or she is a member at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent in written form to the secretary of the corporation immediately after the adjournment of the meeting.

Section 12. **Committees.** The board of directors, by affirmative vote from a 2/3 majority of the directors then in office, may designate one or more committees for any purpose. The committee shall have and may execute such powers as are provided in the resolution of the board of directors designating such committee, as such resolution may from time to time be amended and supplemented. The board of directors will ensure the population and perpetuation of such committee. The committee shall determine its own rules governing the conduct of its activities and shall report to the board of directors of its activities as the board of directors may request. The committee shall also invite one of the voting members on the board of directors to serve as a liaison with them, and shall decide whether this representative will have a voting or ex-officio role on their committee.

Section 13. **Unanimous Consent Without Meeting.** Any action required or permitted by the articles of incorporation or these bylaws or any provision of law to be taken by the board of directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to such action.

Section 14. **Closed Meetings.** The board of directors may, by vote of 2/3 of the directors, hold a closed meeting.

Section 15. **Open Records.** All records of the board of directors shall be open for inspection by any MGC member, with the exception of minutes of closed meetings and such other records as the chair shall determine as confidential based on advice of legal counsel. Decisions of the chair regarding the confidentiality of records are subject to appeal to the board of directors.

Section 16. **Information to Members.** The members of MGC shall be kept apprised of MGC affairs and business via one or more websites dedicated to MGC, email communication, and/or by other means as deemed appropriate by the board of directors.

Section 17. **Rules of Order.** Robert's Rules of Order will be used as a guide for conducting meetings of MGC members, the board of directors, and committees.

## Article VI. Officers

Section 1. **Number and Titles.** The corporation shall have nine principal officers, namely: chair, incoming chair, past chair, secretary, treasurer, communication coordinator, and three members at large. The corporation could also have one *ex-officio* (non-voting) member, namely the past secretary, past treasurer or past communication coordinator. No two or more principal office positions may be held by the same person. Up to two principal officer positions could be filled with individuals that are from the same institution at the time of election.

Section 2. **Duties.** The duties of the officers shall be those enumerated in the articles of incorporation or these bylaws or any further duties designated by the board of directors. The duties for particular officers may be transferred to and vested in such other officers as the board of directors shall elect, from time to time, and for such periods or as the board of directors shall decide.

Section 3. **Election and Term of Office.** Election of the principal officers of the corporation shall occur annually by the membership. Each officer will be elected to a three-year term. Each year, the incoming chair will be elected, and will proceed in subsequent years to the chair and then past chair positions. The secretary, treasurer, and communication coordinator positions will serve three-year terms and elections will be staggered so that one position is open for election each year. Persons in the secretary, treasurer, and communication coordinator positions may be re-elected for one additional term, serving up to seven years total (six as voting member). Members at large will serve three-year terms and elections will be staggered so that one member at large is open for election each year. Any member of the board of directors can be re-elected by the membership to the board of directors three years after the end of their prior active (voting) term.

Section 4. **Removal.** Any officer may be removed by 6/9 majority vote by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 5. **Vacancies.** A vacancy in any principal office because of death, resignation, removal, or otherwise, for a period greater than 6 months, may be filled from within the board of directors (members at large), or directly from the membership by the board of directors by appointment. This individual shall have voting rights. The appointed officer will remain in this position until the following election. If the chair position becomes vacant, the incoming chair will fulfill the chair role and continue through the scheduled progression of the chair tier. The board of directors can decide to fill a position for a period of less than 6 months if the duties conducted by the person on the vacant position are considered critical for the function of the MGC at any time.

Section 6. **Chair.** The chair shall in general supervise and approve all business affairs of the corporation and shall, when present, preside at all meetings of the board of directors. The chair shall ensure the election process is conducted in a timely manner. The chair should convene the annual meeting of the board of directors at each MGC annual meeting. The chair shall lead fund-raising efforts. The chair shall coordinate with the corporation's members to evaluate future needs. The chair shall organize at least one annual meeting(s) of the members and the directors.

Section 7. **Incoming Chair.** The incoming chair shall act for the chair when the chair is not present or not able to act. Generally, at the end of his or her term as incoming chair, the incoming chair shall become the chair, barring extraordinary circumstances.

Section 8. **Secretary.** The secretary shall (a) keep the minutes of the meetings of the board of directors in backed up electronic form for that purpose; (b) see that all notices are duly given in accordance with the provisions with these bylaws or as required by law; (c) be custodian of the corporate records; (d) provide continuity with newly-elected officers; and (e) in general perform all duties incident to the office of secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors.

Section 9. **Treasurer.** The treasurer shall (a) oversee the financial records of the corporation and shall report thereon to the board of directors from time to time; and (b) in general perform all duties incident to the office of treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors.

Section 10. **Communication Coordinator.** The communication coordinator shall (a) oversee the maintenance of the corporation's website and domain name; (b) oversee the maintenance and use of the cooperation's social media accounts; (c) assist with the corporation's mailing list; (d) assist with maintaining communication with funding agencies and other stakeholders; and (e) post minutes of meetings on the appropriate site.

Section 11. **Members at Large.** The members at large on the board of directors shall represent any committees on which they serve and the community at large.

Section 12. **Archivist.** The board of directors may appoint an individual to serve as MGC archivist who shall maintain and share the history, biographies, memorabilia, and relevant records of MGC.

Section 13. **Liaisons.** The board of directors may appoint individuals to serve as liaisons between MGC and other organizations.

Section 14. **Committees.** The board of directors is charged with creating and terminating committees, appoint committee members, if necessary, and assign duties to the committees and committee members using a 2/3 majority vote.

Section 15. **No Compensation.** Officers, archivists, assistants, liaisons, and committee members shall serve without compensation.

## **Article VII. Nonliability and Indemnification**

Section 1. **Nonliability.** A member, director, officer, employee, agent, or volunteer of MGC is not liable for MGC's debts or obligations and is not liable for any loss or damage suffered by a person on account of any action taken or omitted to be taken by an MGC associate (in such capacity as noted above), in good faith, if such associate (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of legal counsel for MGC or upon statements made or information furnished by officers or employees of MGC which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which the individual may be entitled as a matter of law.

Section 2. **Indemnification.** Every individual who is or was a director or officer of MGC shall (together with the heirs, executors, and administrators of such individual) be indemnified by MGC against all costs, damages, and expenses asserted against, incurred by, or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interest of MGC and with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all rights to which officers or directors may be entitled as a matter of law.

Section 3. **Transactions with the Corporation.** No contract or other transaction between MGC and one or more of its directors or any other corporation, firm, association,

or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors which authorizes, approves or ratifies the contract or transaction (by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors); or (b) the contract or transaction is fair and reasonable to MGC. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes, approves or ratifies such contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

### **Article VIII. General**

Section 1. **Seal.** The corporation shall not have a corporate seal.

Section 2. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of June each year.

### **Article IX. Amendments**

Section 1. **By Directors.** These bylaws may be amended or repealed (and new bylaws may be adopted) by the board of directors by affirmative vote of 7/9 of the number of directors present at any meeting at which a quorum is in attendance. Amendment requests initiated by a written petition that includes signatures from 10% or more of the membership (as defined at the time of the petition submission to the board of directors) should be considered by the board of directors and voted on within a period of 90 days upon receiving it.

Section 2. **Implied Amendments.** Any action taken or authorized by the board of directors, which would be inconsistent with the bylaws then in effect, but which is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws (so that the bylaws would be consistent with such action), shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

.....  
I, Shawn M. Kaeppler, secretary of MGC, hereby certify that the above bylaws were adopted by the board of directors on the 20th day of November, 2019.



Shawn M. Kaeppler

November 20, 2019