



# Bylaws of the Council for Agricultural Science and Technology (CAST), Inc.

## Contents

Article I. Objective .....	1	Article VI. Decision Making.....	4
Article II. Memberships .....	1	Article VII. Committees and Board of Trustees .....	5
Article III. Officers and Elections .....	2	Article VIII. Work Groups.....	6
Article IV. Board of Directors .....	3	Article IX. Code of Ethics .....	6
Article V. Board of Representatives.....	4	Article X. Finances.....	6

## Bylaws

### Article I. Objective

The objective of the Corporation, the Council for Agricultural Science and Technology, shall be to advance in the public interest the understanding and use of the science and technology of the production, processing, and utilization of food and fiber. The objective shall be accomplished by (a) serving as a resource group from which the public and government may seek information, (b) independently identifying subjects on which scientists and technologists can provide useful information, (c) drawing on the expertise of qualified scientists and technologists in relevant disciplines to assemble and interpret the factual information available on the subjects identified, and (d) disseminating the information in usable and effective form to the public, the news media, and the government, as appropriate.

### Article II. Memberships

1. Organizations and individuals that are in accord with the objective of the Corporation may be admitted to membership in one of the following categories:
  - a. Society Member: a nonprofit scientific society whose purpose is to advance the science, education and professional development of their members
  - b. Nonprofit Member: including industry trade and non-governmental not-for-profit organizations
  - c. Commercial Companies and Cooperatives
  - d. Education Program Member: This category allows organizations to distribute *Friday Notes* widely and is typically reserved for agricultural colleges and veterinary colleges to distribute to their faculty, students, Extension Services, and Directors of Experiment Stations, but may also include

- organizations that want to sponsor *Friday Notes* distribution in support of ag education (i.e. WinField sponsorship of NAEE)
    - e. Individual Members who support the objective of the corporation and who may or may not belong to an organization that is also a member of CAST
2. Members of CAST at all levels are granted the following rights and privileges:
  - a. online access to all CAST publications
  - b. receipt of one free hard copy of each CAST publication upon request
  - c. receipt of CAST periodic e-newsletters
3. Organizational Members (e.g., Society, Nonprofit, Commercial Company, or Education Program Members) may be admitted as CAST Members or Associate Members based on their level of annual contributions in the form of annual dues.
4. Dues thresholds required for Organizational Members and Associate Members of CAST (e.g., Society, Nonprofit, Commercial Company, or Education Program Members) are set annually by the Board of Directors, Article IV).
5. Organizational Members (e.g., Society, Nonprofit, Commercial Company, or Education Program Members) whose contribution meets or exceeds the full Member threshold for the appropriate category set by the Board of Directors are invited to select and sponsor a member of the Board of Representatives (Article V) to participate in the CAST Work Groups (Article VIII).
6. Associate Members are those organizational members of CAST whose annual contribution in dues

is less than that required to sponsor a member on the Board of Representatives.

7. Individual Members and Associate Members are invited to provide input and participate in CAST processes by submitting proposals and topics for consideration to members of the Work Groups and the Board of Representatives, and will be invited to attend some Work Group meetings as invited guests and stakeholders.
8. Membership is granted on application which must be approved by a majority vote of the Board of Directors (Article IV) and payment of dues.
9. Membership is automatically terminated by nonpayment of dues. Members in arrears for dues as of March 1 of the current year will be dropped.
10. CAST membership may also be terminated for due cause as determined by a majority vote of the Board of Directors (Article IV). Notice of a proposal to drop members for due cause including the basis for the proposed action shall be sent to members of the Board of Directors 30 days in advance of a vote.

### **Article III. Officers and Elections**

1. The officers of the Corporation shall be the President, President-Elect, Immediate Past President, Executive Vice President, and Treasurer. Each officer shall normally serve approximately one year except for the Executive Vice President, who shall hold office at the discretion of the Board of Directors, and the Treasurer, who shall be appointed to a three-year term by a majority vote of the Board of Directors.
2. The President-Elect is elected annually by a vote of the Board of Directors, the Board of Representatives, and the Board of Trustees and shall succeed automatically to the offices of President and Past President. The President-Elect is elected annually from the Board of Directors or from persons having served on the Board of Directors or the Board of Representatives.
3. In preparation for the election of the President-Elect, the President shall appoint a Nominating Committee of five or more members 150 days or more before the annual meeting of the Corporation. The Nominating Committee shall select up to two persons as nominees for the office of President-Elect to be filled at the close

of the next annual meeting of the Corporation. All nominees for President-Elect shall be recent members of the Board of Directors or Board of Representatives at the time of their nomination. The Nominating Committee shall attempt to maintain equitable representation of CAST Membership and Work Groups in selection of nominees, and shall obtain consent to verify that each nominee is willing to serve if elected. In the event one of the two nominees for an office withdraws his or her name from nomination during or after the voting period, the other nominee shall be named the winner. The Nominating Committee shall submit its report to the President and the Executive Vice President 120 days or more before the annual meeting of the Corporation. The President or the President's designee, normally the Executive Vice President, shall submit a mail, fax, e-mail, or website ballot to members of the Board of Directors and the Board of Representatives 90 days or more before the annual meeting of the Corporation for voting on the nominees for President-Elect. Ballots must be received in the office of the Executive Vice President (or as otherwise directed) 60 days before the annual meeting to be counted, or at an appropriate date as determined by the Board of Directors.

4. New members of the Board of Directors, Board of Representatives, and Board of Trustees shall take their new positions at the close of the annual meeting of the Corporation.
5. In the event of a vacancy in the office of President, the President-Elect shall assume the office of President for the remainder of the term and then shall become President for the succeeding term. If a vacancy occurs in the office of President-Elect, the person receiving the next highest number of votes shall succeed to the office. If a vacancy occurs in the office of Past President, the most recent Past President available for service shall complete the term. Other questions relative to succession of officers may be resolved by the Board of Directors chaired by the President or, in the absence of the President, under the chairship of the most recent available Past President.
6. The President shall be the principal officer of the Corporation. The President (a) shall exercise general supervision and control over the business and affairs of the Corporation, (b) shall preside at meetings of the Board of Directors and all meetings of the Corporation, (c) shall provide leadership in promoting the objectives of the Corporation, and (d) shall perform the duties

## CAST Bylaws

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normally associated with the office of President, as well as such other duties as may be prescribed by the Board of Directors.

7. In the temporary absence of the President, the President-Elect shall perform the duties of the President with the authority of the President. The President-Elect shall perform such other duties as may be prescribed by the Board of Directors or the President.
8. The Past President shall serve as advisor to the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.
9. The Executive Vice President shall be appointed by the Board of Directors and shall serve at the discretion of the Board. The Executive Vice President shall be the legal representative of the Corporation, shall be responsible for the operation of the Headquarters Office, shall serve as the Secretary, and shall have such other duties as may be prescribed by the President and the Board of Directors.
10. The Treasurer's responsibilities shall include, but not necessarily be limited to, working closely with the Executive Vice President in budget preparation, monitoring income and expenses, and providing general oversight of financial matters. The Treasurer also may sign checks in the absence of the Executive Vice President or President when their signatures are required. The Treasurer shall report at least annually to the Board of Directors reviewing financial matters and budget recommendations.
11. Each CAST Work Group shall elect one representative to a three-year term on the Board of Directors. Terms are staggered so that approximately one-third of the Work Group representatives on the Board of Directors are replaced each year.

### **Article IV. Board of Directors (formerly known as the Executive Committee)**

1. The Board of Directors includes the President as Chair, the President-Elect, the Immediate Past President, the Treasurer, the Executive Vice President (nonvoting), a representative from each Work Group, one representative selected from all CAST Scientific Society members, one representative selected from all CAST Nonprofit Members, and one representative from all Commercial Company members, and one

representative from the Board of Trustees (Article VII). The Board of Directors may also make provision for *ex officio* and other nonvoting members.

2. A person elected from the Board of Representatives to the Board of Directors or appointed as Treasurer is expected to serve CAST as a whole, and thus no longer serves as a representative of a member society, nonprofit, or commercial company, and is subsequently replaced on the Board of Representatives. Sponsoring organizations are responsible for identifying, selecting, and sponsoring a new member of the CAST Board of Representatives when their prior member is elected to the Board of Directors.
3. The normal term of membership on the Board of Directors shall be approximately three years, and shall begin at the close of the annual meeting of the Corporation for installation of new personnel. The terms shall be staggered so that approximately one-third of the Board of Directors are replaced each year. To satisfy this requirement, the length of the initial term of persons named as replacements for members of the Board of Representatives elected to the Board of Directors may be adjusted as needed.
4. The time and place of meetings of the Corporation shall be determined by the Board of Directors. Sixty days or more before each meeting, the President, or the Executive Vice President, shall notify all members of the Board of Directors and Board of Representatives the time, place, and purpose of the meeting. An annual meeting of the Corporation shall be held each year for installation of officers, new members of the Board of Directors and Board of Representatives, and for transaction of such other business as may come before the Boards. New representatives to the Board of Representatives shall be eligible and are invited to attend and participate as nonvoting observers to attend the annual meeting, at the close of which they are installed. Other meetings of the Corporation may be held as needed, on call of the President. In the event of cancellation of the meeting of the Corporation, November 1 shall be the date of succession of officers and members of the Board of Directors, Board of Representatives, and the Board of Trustees.
5. The Executive Vice President shall, within 120 days after the end of the fiscal year, write and post online, an annual report on the state and activities of the Corporation. Directions for accessing the annual report shall be distributed to each CAST member and

to the president and the equivalent of the executive vice president of each CAST Organizational Member, Associate Member, and each Individual Member.

6. The Board of Directors is the policy-making and governing body of the Corporation. As such, the Board shall make any modifications needed in the Articles of Incorporation and Bylaws. The Board shall establish the dues, administer the property and funds, employ the Executive Vice President and other salaried personnel, vote on membership in the Corporation, determine the duties of the officers, and decide on specific projects to be undertaken, suspended, or terminated.
7. Each Work Group (WG) (Article VIII) shall nominate one person, subject to approval of the Board of Directors, to serve a three-year term (staggered with other WGs) as a representative on the Board of Directors. If at some point and for any reason, the representative is unable to execute the duties and responsibilities prescribed for a member of the Board of Directors, the individual shall inform the President and the Chair of the Work Group. The Work Group Chair shall immediately solicit nominations from the WG, hold an election by email or conference call, and propose the name of the new representative to the Board of Directors. Due to the importance of the WG being represented on the Board of Directors, this election process shall take place as soon as possible rather than waiting for the next formal meeting of the WG. In the event that a Board Member is unable to perform or is not performing the duties as described in these Bylaws, it is the responsibility of the President to counsel the Member regarding the Board duties. Counseling shall include the options to perform, resign, or be removed. Removal will require a 2/3 majority vote of the rest of the Board of Directors. If the person is a WG representative, the WG Chair will be notified and that Chair will proceed to identify a new representative as specified in the paragraph above.
8. If the representative of a Work Group on the Board of Directors is unable to attend a meeting, the chair of that Work Group may designate a substitute representative for the meeting. Substitute representatives shall have the same voting privileges as the regular members of the Board of Directors.

### **Article V. Board of Representatives (formerly known as the Board of Directors)**

1. The CAST Board of Representatives consists of the Board of Directors and one representative from each category of organizational members (e.g., Society, Nonprofit, or Commercial Company Members) whose contribution in the form of annual dues meets or exceeds the full Member contribution threshold for the appropriate category as set by the Board of Directors.
2. The Board of Representatives exists to develop, organize, prioritize, and promote scientific proposals on potential topics for CAST projects and publications. The Board of Representatives operates primarily through CAST work groups.
3. CAST work groups will include Animal Agriculture and Environmental Issues, Food Science and Safety, and Plant Agriculture and Environmental Issues. Additional permanent or ad-hoc work groups may be established as needed by the Board of Directors.
4. Work groups are encouraged to hold periodic stakeholder meetings, input meetings, or teleconferences and invite input and proposals from guests and stakeholders including representatives from CAST Associate members (those CAST members whose contribution in the form of dues does not meet the full membership threshold established by the Board of Directors).

### **Article VI. Decision Making**

1. Unless otherwise specified in this article, issues brought before the Board of Directors are decided by a simple majority of the members, including authorized substitutes, who vote.
2. A majority of members of the Board of Directors including authorized substitutes shall constitute a quorum for the transaction of business by the respective groups.
3. Decisions to undertake new projects shall require a two-thirds majority vote of the members of the Board of Directors, including authorized substitutes, who vote. Decisions on such matters are normally made by the Board of Directors, but the President may also authorize new activities that are clearly within the established pattern of activities and on which prompt action is required.

4. Ballots on issues other than revision of the Articles of Incorporation or Bylaws may be sent to the Board of Directors at any time by the President or the President's designee (normally the Executive Vice President), or a majority of the Board of Directors. The issues in question shall be decided by the votes received by the office of the Executive Vice President (or received as otherwise directed) by a date determined by the Executive Vice President but no later than 30 days after the date of distribution of the ballots. All ballots may be mailed, faxed, e-mailed, or placed on the CAST website for voting as determined by the Executive Vice President. Such ballots may be returned by fax, mail, e-mail, or submitted on the CAST website. For all ballots, the issue may be considered approved or rejected as soon as the required majority of ballots for or against have been received by any method described above. Unless otherwise specified at the time such ballots are submitted to members of the Board, the decisions reached shall be effective as soon as sufficient ballots are counted with the necessary votes obtained to make a decision or the ballots are counted at the deadline. Ballots shall be counted no later than 10 days after the deadline date for their receipt. Unopened election ballots shall be submitted for counting to two persons who are not members of the Board or the office of the Executive Vice President or the families thereof. A signed statement giving the outcome of the balloting shall be obtained. Ballots on other matters shall be signed or otherwise identified and may be counted by the Executive Vice President or a designee. Ballots received and signed statements giving the outcome of election ballots shall be retained at least one year following the deadline date for their receipt.
5. Amendments to the Bylaws or Articles of Incorporation may be proposed by members of the Board of Directors or members of the Board of Representatives.
6. Proposed amendments to the Bylaws or Articles of Incorporation shall be mailed, faxed, e-mailed, or placed on the CAST website for voting for each member of the Board of Directors 30 days or more before the meeting of the Board of Directors at which amendments are to be discussed and voted on. Members of the Board of Directors unable to attend the meeting may vote by any method described above, which must be received by the office of the Executive Vice President before the meeting to be counted. If a member of the Board of Directors has submitted a

mail, fax, e-mail, or website ballot before the meeting because of inability to attend, a substitute member named to take the place of the regular member at the meeting shall not be eligible to vote on the amendments on which the regular member has voted.

7. The necessity for the 30-day notice for Bylaws and Articles of Incorporation changes described in the preceding section may be waived under the following conditions by the members of the Board of Directors (including authorized substitutes) present in a regular meeting and voting: (a) The motion to waive the 30-day requirement is passed unanimously. (b) The motion to waive the 30-day requirement is passed by a simple majority and the changes in question (1) were mailed, faxed, e-mailed, or submitted on the CAST website for voting fewer than 30 days but more than 5 days before the meeting, and (2)(a) are needed to clarify proposed changes that were submitted previously in writing, or (b) are required [i] to eliminate a conflict between the Bylaws and the Articles of Incorporation, [ii] to sustain the Corporation or to conduct its business in a timely manner, or [iii] to eliminate inconsistencies in the Bylaws that have resulted from prior actions of the Board of Directors.

### **Article VII. Committees and Board of Trustees**

The President shall appoint (and discharge) such committees and shall assign to them such duties as may be necessary to accomplish the educational and scientific objectives of the Corporation. The President may delegate this responsibility to the President-Elect. The Board of Trustees is such a committee.

The Board of Trustees solicits, evaluates discusses, prioritizes and recommends major scientific projects, publications, and initiatives, and will serve as an organizational advisory team to the President and Board of Directors. The Board of Trustees will also suggest and assist in accessing funding to support the activities of CAST. The Board of Trustees will include:

1. Members appointed by the President and approved by the Board of Directors.
2. Members who will agree to act independently of other affiliations and in the best interest of CAST in evaluating, discussing, prioritizing, and approving major proposed CAST projects and activities brought to them by the CAST Board of Directors.

3. Members of the Board of Trustees will agree to convene meetings via phone- or web-conference as necessary but at least four times per year, and will plan to meet in-person at least one time each year.
4. Members of the Board of Trustees will not serve on the Board of Representatives or its Work Groups. Trustees are invited to participate in open Work Group sessions as invited guests and stakeholders.

### **Article VIII. Work Groups**

The Board of Directors shall designate and discharge such work groups and shall assign to them such duties as may be necessary to accomplish the scientific objectives of the Corporation including developing or reviewing topics for CAST projects. Each member of the Board of Directors, with the exception of the President, President-Elect, Past President, Treasurer, and Executive Vice President, shall serve on one Work Group.

### **Article IX. Code of Ethics**

1. All members of the CAST Board of Directors, Board of Trustees, Board of Representatives, Work Group Participants, and individual CAST members and CAST staff will adhere to the Code of Ethics adopted by the Corporation. The code may be amended from time to time in accordance with the principles set forth in Article VI Section 6 dealing with amendments to the Bylaws.
2. Anyone bound by the Code of Ethics may forfeit their membership if a majority of the Board of Directors finds them in sufficient breach of any provision of the Code to cause damage to the character or the reputation of the Corporation and shall be notified in writing of this Corporation's decision to suspend their membership. Such notification shall be accomplished by certified mail, return receipt requested.
3. The member whose membership has been so challenged by the Board of Directors may within ten days of the receipt of such notification file with CAST a statement of a desire to appeal this action. In such an event, this matter shall be placed on the agenda of the next Board of Directors meeting for discussion and decision, a vote of the majority of the Board of Directors present to be final and conclusive with regard to such suspension and expulsion.

4. This CAST Code of Ethics shall be posted on the CAST website, and shall include provisions for internal reporting of ethical violations to any member of the Board of Directors, subject to any confidentiality requested by the reporting CAST Representative.

### **Article X. Finances**

1. All CAST members pay dues established and determined by action of the Board of Directors.
2. Dues and other income shall be deposited in a general fund from which all expenses are paid or in an endowment fund, unless otherwise authorized by the Board of Directors.
3. The Board of Directors or its designee, normally the Executive Vice President, shall administer the property and funds of the Corporation in conformity with the Articles of Incorporation and Bylaws.
4. The annual budget shall be subject to approval by the Board of Directors.
5. An audit of the Corporation's books and accounts, made by an independent, professional auditing concern, shall be completed and presented to the Board of Directors annually.
6. Funds of the Corporation not otherwise employed shall be deposited or invested as directed by the Board of Directors.

(Version as approved by the Board of Directors in February 1988, by mail ballot in June 1989, and as amended in November 1997, October 1998, March 1999, March 2000, March 2001, September 2001, April 2005, March 2007, October 2008, May 2010, May 2012, December 2015, and April 2017.)