

# NORTH CENTRAL WEED SCIENCE SOCIETY (NCWSS) BYLAWS

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The purpose of the NCWSS MOP is to record the general policies to be followed by the officials of the North Central Weed Science Society and to outline their normal duties.

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## NORTH CENTRAL WEED SCIENCE SOCIETY (NCWSS)

### BYLAW 1. PURPOSE

The North Central Weed Science Society, Inc. (NCWSS), incorporated under the laws of the State of Illinois, is established to bring together representatives of the North Central area of the United States and the South-Central area of Canada associated with agencies, institutions, and industries plus persons who are directly interested in or engaged in weed science through agricultural production, research, education, regulation, industries, service, and merchandising. The purpose is to facilitate the exchange of ideas, experience, opinions, and information and discuss and plan means of securing more adequate weed control through correlated and coordinated effort on weed research, education, and control of weeds by Federal, Dominion, State, Provincial, and public and private agencies. The Society will remain a scientific and educational organization dealing with rural and urban weed science activities without an objective of financial gain.

**MISSION STATEMENT:** The NCWSS delivers research, education, and training to persons responsible for weeds and their management in land use systems.

**VISION:** The North Central Weed Science Society:

- is the authoritative source of weed science information within the north central region;
- is a dynamic and vital organization comprising public and private sector scientists, educators, industry, and agency personnel and others interested in weed science;
- provides forums for scientific interaction and information exchange among its members;
- provides professional development and educational outreach to members, students, and the public;
- interacts and collaborates with other specialized fields of weed science and with other disciplines of crop systems;
- promotes multi-faceted approaches for persons responsible for weed management and ecosystem development.

### BYLAW 2. MEMBERSHIP

**Section 1.** Membership of NCWSS shall be of four kinds: (a) state or provincial, (b) active, (c) sustaining, and (d) fellow. Active and sustaining membership shall be for the term for which the dues or fees are paid (generally on an annual basis) and shall become effective upon the payment of dues or fees. Such

members shall be considered in good standing until the next annual dues are unpaid.

**Section 2.** State or provincial membership. The members of NCWSS shall be Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Ontario, Pennsylvania, South Dakota, Wisconsin, and Wyoming. Other states, provinces, or other legally established divisions of the United States or Canada may be admitted to membership by a two-thirds vote of the Board of Directors. There shall be no dues in this category.

**Section 3.** Active membership. Active membership shall be available to all those who have an active and sustained interest in some phase of weed management. To maintain active membership (including students), a person shall either register at the annual meeting or pay a membership fee.

**Section 4.** Sustaining membership. Sustaining membership shall be open to firms who are engaged in the manufacture, distribution, sale or application of materials, equipment, or services for weed control. These members shall constitute the Industry Section of the NCWSS. The number of voting representatives in the section allowed each member firm shall be determined by the Industry Section. The Chairperson of the Industry Section shall be a member of the Board of Directors of the NCWSS. A list of sustaining members shall be included in the Proceedings and Program of each annual meeting.

**Section 5.** Fellow. The title of Fellow may be conferred upon individuals who have made outstanding contributions to weed science. Fellows shall be approved by a majority vote of the Executive Committee upon recommendation of the Fellow Committee. The list of Fellows shall be included in the Proceedings and Program of each annual meeting.

### BYLAW 3. GOVERNING AND VOTING

**Section 1.** The government of this Society shall be vested in a Board of Directors, which shall consist of the elected officers an Executive Secretary (ex-officio, non-voting) and eight Directors at Large, consisting of three Strategic Planning committee members representing the Eastern, Central, and Western regions of the Society and the chairpersons of the Strategic Planning, Extension, Graduate Student, Industry, and

Education Committees. The President shall act as chairperson of the board.

Section 2. The Executive Committee shall be composed of the President, the President-Elect, the Vice-President, the Past President, the Secretary-Treasurer, the Proceedings and Communication Editors, and NCWSS representatives to the Board of Directors of the WSSA and CAST, and the Executive Secretary.

**Section 3.** The Board of Directors shall conduct the business and affairs of the Society at the annual meeting of the Society and throughout the year..

**Section 4.** Voting. A majority vote is required in all cases except as otherwise provided.

**Section 5.** Voting between meetings. Voting between meetings of the Board of Directors shall be conducted by the President by electronically mailing ballots to all board members and notifying them of the purpose of the vote. The call for the vote shall specify a reasonable deadline for the return of the ballots.

**Section 6.** An individual cannot hold more than one position on the Board of Directors at the same time.

#### **BYLAW 4. ANNUAL MEETING**

The time and place for the annual meeting will be determined three years in advance. It shall be the duty of the Future Site Selection Committee to propose to the Board of Directors the meeting site city, dates, local arrangements chairperson, and the headquarters hotel .

#### **BYLAW 5. ELECTED OFFICERS**

**Section 1.** The officers of the Society shall be:

1. President,
2. immediate Past President,
3. President-Elect,
4. Vice-President,
5. Secretary-Treasurer,
6. Proceedings Editor,
7. Communications Editor,
8. NCWSS representative to the Board of Directors of the Weed Science Society of America (WSSA)
9. NCWSS representative to the Council for Agricultural Science and Technology (CAST).

All officers shall be elected by the membership of the Society. Electronic ballots will be sent to the membership from the Nominating Committee two months prior to the annual North Central Weed Science Society meeting. Officers will be selected from the active membership of the Society.

**Section 2.** The NCWSS representative on the Board of Directors of the WSSA shall be elected, at specified times, for a three-year term and shall begin attending the first Board of Directors and WSSA meeting immediately following the society business meeting announcing his/her election.

**Section 3.** The NCWSS representative on the Board of Directors of CAST shall be elected, at specified times, for a three-year term and shall begin attending the first Board of Directors and CAST meetings immediately following the society business meeting announcing his/her election.

**Section 4.** The Proceedings Editor, Communication Editor, and the Secretary-Treasurer shall be elected for a four-year term which is renewable by choice of the officer and approval by the Board of Directors.

#### **BYLAW 6. REGIONAL DIRECTORS AT LARGE**

**Section 1.** The Regional Directors at Large of the Society will be elected from the membership serving as State and Provincial Directors on the Strategic Planning Committee. One State or Provincial Director of the Strategic Planning Committee will be elected from each region of the Society. The regions are Eastern, Central, and Western. The Strategic Planning committee will establish standard procedures to elect the Regional Directors from their members.

**Section 2.** Term of office. Regional Directors shall assume office immediately upon election and shall serve for a term of three years, or until their successors have been selected and duly qualified.

**Section 3.** If a Regional Director at Large is unable to attend a board meeting, he/she may appoint a Strategic Planning Committee member from his/her region as an alternate. The Director shall inform the President of the appointment prior to the meeting.

#### **BYLAW 7. COMMITTEES**

**Section 1.** In addition to the interest group committees (Strategic Planning; Extension; Industry; Education; and Graduate Student), there shall be ten standing committees: Distinguished Achievement Awards; Fellow; Finance; Future Site Selection; Invasive Plants; Local Arrangements; Nominating; Program; Resolutions and Necrology; and Women in Weed Science.

**Section 2.** Special committees shall be appointed by the President of the NCWSS as the need arises.

### **BYLAW 8. QUORUM**

Section 1. Two-thirds of the Board of Directors shall constitute a quorum for transaction of business at any meeting. Five members shall be a quorum for the Executive Committee.

### **BYLAW 9. RULES OF ORDER**

Roberts' Rules of Order Newly Revised shall govern the conduct of all meetings.

### **BYLAW 10. GENERAL AND FISCAL POLICIES OF THE SOCIETY**

1. **GENERAL POLICIES:** The NCWSS shall maintain a financial reserve approximately equal to one and one half the annual operating expenses. Upon exceeding this level, the Society may invest or spend this excess in the interests of the Society or in the interests of the weed science profession.

#### **2. MEMBERSHIP DUES:**

- a) **Active members:** Annual membership dues are to be determined by a majority vote of the Board of Directors at the recommendation of the Finance Committee and Executive Secretary.
- b) **Sustaining members:** Annual dues for sustaining members shall be determined by a 2/3 majority vote of the Board of Directors following the recommendation of the Industry Committee.
- c) **Fellows:** They shall be considered lifetime members, exempt of annual dues. They will still be liable for either Retired or Active Fellow registration fees for the annual meeting.

3. **ANNUAL CONFERENCE:** The registration fee shall be determined by the Executive Committee. Active Fellow registration shall equal that of regular members, while Retired Fellows and students will have a reduced registration fee. A discount will be given to those that pre-register, the amount to be determined annually by those determining the registration fee. The registration fee (but not the annual dues) shall be returned to those who pre-register but are unable to attend the meeting. Primary authors are limited to a maximum of 2 for papers, 2 posters or one paper and one poster. Authors may present an additional invited symposium paper.

4. **HONORARIA:** The Finance committee shall annually review honoraria given to the Proceedings and Communication Editors and for the Secretary-Treasurer and bring their recommendations to the Board of Directors.

5. **STUDENT CONTESTS:** The NCWSS shall bear the expense of the student paper, poster, and video contests which include a \$200 first place and \$100 second place cash award to the winners of each division. The Society will partially finance the summer field contest and/or educational events. Revenues from active and sustaining member dues and investment income shall be used to finance all three contests.

6. **ANNUAL BUDGET:** The Secretary-Treasurer, in consultation with the Executive Secretary, and members of the Finance Committee, shall prepare an annual budget for consideration of the Board of Directors a minimum of one business quarter prior to the new fiscal year. The budget must be consistent with the policies described in this section and all other policies of the Society.

7. **TIME OF MEETING:** The meeting of the Society shall be held annually the first, second, or third week of December. Alternative timing can occur when a joint meeting is approved by the Board of Directors.

8. **GUEST SPEAKER EXPENSES:** At the discretion of the President in coordination with the Program Chair, travel expenses within the United States and/or Canada and food, lodging, and registration expenses at the meetings may be paid by the Society for guest speakers invited to appear on the General Session or symposia at meetings. Expenses for guest speakers should be included in the budget for the meeting.

9. GUEST SPEAKER PAPERS: Papers presented at meetings of the Society by guest speakers shall be published in the Proceedings of the Society subject to the same editorial policies as other manuscripts.
10. LOCAL ARRANGEMENTS: All matters pertaining to the headquarters hotel and arrangements for all facilities, equipment supplied, and services shall be handled by the Future Site Selection Committee and Executive Secretary. During the meeting, all services will be handled by the Local Arrangements Committee.
11. MEETING SITES: Future meeting sites for the annual meeting are determined by the Board of Directors based on the recommendations from the Future Site Selection Committee.

#### **BYLAW 11. WHISTLE BLOWER POLICY – SARBANES OXLEY ACT**

In the spirit of the Sarbanes Oxley Act of 2002, it is the responsibility of NCWSS Board of Directors to comply with the Code of Ethics. All Board members are encouraged to report violations in accordance with this Whistleblower Policy.

1. A whistleblower is defined by this policy as a Board member of the NCWSS who reports an activity that he/she considers illegal or dishonest to one or more of the parties specified in this policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.
2. Examples of illegal or dishonest activities are violations of federal, state, or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.
3. If a Board member has knowledge of or a concern of illegal or dishonest fraudulent activity, the member is to contact a board member not involved in the illegal or dishonest activity. The member must exercise sound judgment to avoid baseless allegations. Anyone who intentionally files a false report of wrongdoing will be subject to discipline up to replacement on the Board.
4. Whistleblower protections are provided in two important areas – confidentiality and against retaliation. Insofar as possible, the confidentiality

of the whistleblower will be maintained.

However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The NCWSS will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse action. Any whistleblower who believes he/she is being retaliated against must contact the Board immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

5. All reports of illegal and dishonest activities will be promptly submitted to the NCWSS President and/or outside counsel who is responsible to investigate and coordinate the corrective action. If the activity in question is of a financial nature, the activity should be reported to the Society's outside counsel.

#### **BYLAW 12. CODE OF ETHICS**

##### **PREAMBLE**

The NCWSS is vital to the continued success of American agriculture. Members of the Society have the position and authority to render effective services to both humanity and to the agricultural community. The NCWSS Code of Ethics defines professional conduct binding on all members of the Society. Members should recognize that this code of ethics signifies a voluntary assumption of the obligation of self-discipline and members should strive to uphold and maintain the honor and dignity of the Society.

The following rules and standards of conduct have been developed for the safe and efficient operation of the NCWSS and for the benefit and protection of the rights and safety of all. NCWSS members are expected to always observe the highest standard of professional conduct, while at work or engaged in Society business.

1. **Obey all laws, rules and regulations governing our business.** The NCWSS is subject to federal laws and regulations and the laws and regulations of the District of Columbia and state of Illinois. It is the policy of the NCWSS that all laws, rules and regulations are complied with fully and completely. If it is unclear whether an action or activity is a legal or ethical violation, contact the NCWSS President or Executive Secretary immediately for advice. Any incident or situation that violates the law or this policy should be immediately reported to the President and/or Executive Secretary.



2. **Be honest, truthful, fair and trustworthy in all NCWSS activities and relationships.** The NCWSS expects each member to treat members with respect and honesty. This includes providing information that is accurate, complete, objective, timely, relevant and understandable.
3. **Respect and protect NCWSS assets.** Assets are anything of value owned by the NCWSS. All NCWSS members are expected to be the custodian of those assets. Members are responsible to maintain Society assets in good condition and to protect them from loss. This includes real assets and equipment of all kinds. It also includes so-called “soft assets” such as intellectual property, member lists, and other confidential information owned by the Society. NCWSS assets of any kind should not be used for personal benefit.
4. **Avoid all conflicts of interest between Society business and personal affairs.** All NCWSS members are expected to act with total objectivity about NCWSS business. Accordingly, it is improper for a NCWSS member to be in a position where their personal interest(s) conflict, or appear to conflict, with NCWSS interests. NCWSS members should not use their position with the NCWSS to influence NCWSS members or others for their personal benefit. If a member believes that a conflict of interest has developed or may develop, it should be promptly reported to the NCWSS President or Executive Secretary. The Society’s Conflict of Interest Policy is outlined in Bylaw 13.
5. **Promote fair practices for all NCWSS members.** The NCWSS supports and adheres to laws and regulations dealing with fair member practices. Membership discrimination in our Society based on sex, race, age, religion, national origin, or sexual preference will not be tolerated.
6. **Use your best efforts to maintain a safe environment and protect the Society.** The NCWSS believes in and supports the laws designated to keep our Society safe and designed to protect the environment. If you believe that an unsafe condition exists in our Society, bring it immediately to the attention of the President or Executive Secretary. If an accident takes place, report it pursuant to policy and immediately take action to address the problem.
7. **Promote an ethical culture for all NCWSS members.** The NCWSS expects all members to

always conduct themselves ethically and to encourage and support that behavior in their fellow members.

8. **Relation of professionals to the public.** Members shall not knowingly permit the publication of reports or other documents for any unsound or illegitimate undertaking.
9. **Respect fellow NCWSS members.** Members shall freely give credit for work done by others to whom the credit is due and shall refrain from plagiarism in oral and written communication and not knowingly accept credit rightfully due another person.

Violation of the NCWSS Code of Ethics and Conduct may subject a member to disciplinary action up to and including dismissal.

### **BYLAW 13. CONFLICT OF INTEREST POLICY**

Whenever any member has a conflict of interest with the NCWSS, he/she shall call such conflict to the attention of the Board of Directors.

After identifying the issue, matter or transaction with respect to which a conflict exists, a director with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless a majority of the disinterested directors shall determine that the conflict is (i) immaterial or not adverse to the interests of the NCWSS or (ii) the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion or decision.

It is the duty of each director to disclose any conflict of interest he/she is aware of to the Board.

A director who is uncertain as to whether he/she may have a conflict should ask the Executive Secretary for an opinion. The Executive Secretary shall issue a written opinion which shall be presumed to be correct and may be relied upon unless challenged by another director, in which case the final decision as to whether a conflict exists shall be made by the directors. The Executive Secretary shall advise the Board and the President of each and every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclose the basis for opinion. Copies of all opinions shall be

retained by the Executive Secretary and made available to the Board upon request to permit and encourage consistency.

The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict and was not present for the final discussion of the matter and any vote thereon.

A conflict of interest exists when:

1. Any director or close relative of a director or the employer of either of the foregoing has an interest in an issue, matter or transaction in which the NCWSS has an interest; or
2. When any director or close relative of a director acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence the NCWSS name on any issue, matter or transaction.

An individual or organization has an interest for purposes of this policy if he/she or it: (1) is an agent for a person or organization when an identified goal or influencing a decision by the NCWSS; or (2) would experience a material economic gain or loss from a decision by the NCWSS on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by (a) a member of the general public, (b) the holder of less than five percent (5%) of the equity in any business entity, or (c) a nonexempt employee of the NCWSS. Someone is a close relative if they are a spouse, a child, natural or adoptive parent, grandparent, grandchild, brother or sister whether natural, adoptive or by marriage of a director. The term also includes any other family member who resides in the same household as a director or shares living quarters with a director under circumstances that closely resemble a marital relationship.

In addition to the foregoing, directors should not:

- a. Use inside information – i.e., information made available to them because of their position as a director which is proprietary or confidential or otherwise not generally known to the public for their personal advantage or that of any close relative.
- b. Accept any service, discount, concession, fee for advice or service or thing of value from

any person or organization when an interest in an issue, matter or transaction in which the NCWSS also has an economic or programmatic interest under circumstances that would suggest an obligation of the part of the director to exert any influence on the NCWSS to enter into a transaction or adopt, alter or abolish any policy or position.

New directors will be given a copy of this policy and specifically asked to read it. Each director will be asked to complete a Conflict-of-Interest Policy Disclosure Statement upon his/her appointment or reappointment to the Board.

## **BYLAW 14. RECORD RETENTION POLICY**

### **GENERAL POLICY STATEMENT**

1. The purpose of this policy statement is to allow the NCWSS to identify, retain, store, and dispose of the Society's records in an appropriate, legally sound, and orderly manner.
2. Except as otherwise indicated, documents shall be retained for the number of years indicated in Appendix A.
3. Irrespective of the retention periods specified in Appendix A, upon (i) receiving notice of a lawsuit, government investigation, or other legal action against or involving the Society, or (iii) learning of circumstances likely to give rise to such an action, proceeding or investigation, all documents in any way relating to such matter shall be preserved and safeguarded.
4. No officer, director, or member of the Society shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter.
5. Officers are expected to utilize documentation practices as trained and are required to comply with the documentation standards outlined in this policy. Failure to do so could result in disciplinary action, up to and including termination of the office. Questions about this policy should consult with management or seek legal advice.
6. The Executive Secretary will maintain complete, accurate, and high-quality records electronically or

in local, damage-proof storage for the duration of the time periods provided for in this policy. Once any such time period is complete, the records are to be destroyed.

7. The Executive Secretary and Secretary shall be responsible for authorizing, overseeing, and ensuring that records are destroyed pursuant to this policy. Destruction of paper files and electronic media will be performed by shredding and disposal. Disposal of records or electronic media into our general trash service is strictly prohibited.

#### **BYLAW 15. NONPROFIT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Bylaw 1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws and/or Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### **BYLAW 16. DISSOLUTION OF THE NORTH CENTRAL WEED SCIENCE SOCIETY, INC.**

Upon the dissolution of the Corporation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to some other similar organization with similar purposes (such as the WSSA) that has been qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or as amended).

#### **BYLAW 17. AMENDMENTS**

The Bylaws may be amended by two-thirds vote of the Board of Directors at any meeting or by electronic mail ballot provided previous notice in writing has been given to the Directors of the proposed amendments at least thirty days prior to the date of the vote.

Amended Dec. 12, 1960; Dec. 15, 1964; Dec. 5, 1966; Dec. 2, 1968; Dec. 6, 1972; Dec. 2, 1974; Dec. 3, 1979; Dec. 6, 1982; Dec. 5, 1983; Jan. 13, 1984; Mar. 4, 1986; Feb. 5, 1987; Jan. 8, 1988; Feb. 8, 1989; Feb. 7, 1990; Feb. 6, 1991; Dec. 9, 1991; Dec. 11, 1992; Feb. 10, 1993; Nov. 1, 1994; Dec. 12, 1994; Nov. 30, 1995; Dec. 4, 1995; Nov. 4, 1996, Aug. 26, 1997, Nov. 4, 1998, Feb. 21, 2000, Aug. 6, 2001, Nov. 1, 2002, Apr. 29, 2003, Dec. 19, 2003, Feb. 28, 2005, Mar. 1, 2006, Feb. 14, 2007, Feb. 20, 2008, July 20, 2010, Nov. 13, 2010, Dec. 15, 2010. April 17, 2024, Dec. 9, 2024, Apr. 16, 2025.