

**RESEARCH CENTER ADMINISTRATORS SOCIETY
Bylaws**

Article I. Name

The name of this organization shall be the Research Center Administrators Society, otherwise referred to as RCAS.

Article II. Objectives

The objectives of the society shall be those of an educational and scientific unincorporated association qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or a comparable section of subsequent legislation.

Specifically, the society shall strive to advance the acquisition and dissemination of scientific knowledge concerning the nature, use, improvement, and interrelationships of research center administration scientific research, and new technology. To this end, the society shall 1) promote effective research, 2) disseminate scientific information, 3) facilitate technology transfer, 4) foster high standards of education, 5) strive to maintain high standards of ethics, 6) promote advancements in this profession, and 7) cooperate with other organizations having similar objectives.

Article III. Composition of the Society

SECTION 1. The society shall be composed of members as described in Article IV.

SECTION 2. The society shall have an executive committee, other committees, and such officers as are necessary to fulfill its objectives.

Article IV. Membership

SECTION 1. The membership shall include superintendents, resident directors, center directors, and other individuals with various titles having administrative responsibilities involving a field station, branch station, research station, research and educational centers, or other branch research facility of a state agricultural experiment station or any other governmental, public or private agricultural research organization.

SECTION 2 The membership shall be composed of regular and active members. Anyone as described in Section 1 shall be designated a regular member and shall be eligible for active membership. Any individual, as described in Section 1 who attends a meeting and pays the designated registration fees shall be designated an active member for three years with all rights and privileges afforded by the Society.

Article V. Officers

SECTION 1. The officers of the Society shall be a President, a Vice-President, a Secretary, an Executive Business Manager, a Society Proceedings Editor, a Communications Officer, and a Newsletter Editor. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society as described in Article IX.

SECTION 2. The officers shall be elected by the membership to serve for one year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected. The Executive Business Manager, the Society Proceedings Editor, the Communications Officer,

and the Newsletter Editor shall serve at the pleasure of the Executive Committee and the Society for a specified term announced upon the election of the officer. Additional terms may be served if deemed in the best interest of the Society.

SECTION 3. No member shall hold more than one office at a time, and no member shall be eligible to serve consecutive terms in the same office. An officer may move into an office through the departure of another officer, completing the existing term and then be elected to serve a full term in that office. The Executive Business Manager, the Society Proceeding Editor, the Communications Officer, and the Newsletter Editor may serve more than one term upon recommendation of the Executive Committee and approval of the Society.

SECTION 4. Duties of the President are to serve as overall coordinator of RCAS activities; preside at all society meetings; appoint nominating committee in accordance with Article VIII, Section 1; appoint local arrangements committee chair for scheduled meetings; and appoint all other committees as needed.

SECTION 5. Duties of the Vice-President are to serve as Chair of the Program Committee; coordinate program costs with the Executive Business Officer in order to establish appropriate registration fees; provide copy of program to all RCAS officers and state representatives; provide Communications Officer with copy of program to place on the website; and serve as member of the Executive Committee.

SECTION 6. Duties of the Secretary are to be responsible for registration at all meetings and provide President and Executive Business Manager with final registration list; collect fees at all meetings and turn the monies over to the Executive Business Manager for deposit in the society's bank account; prepare minutes of all meetings and business sessions; provide Communications Officer with unofficial copy of the minutes for each meeting for the website for membership review; provide the Proceedings Editor and Communications Officer with official approved copy of minutes for publication in the Proceedings and on the website; provide program agenda of all meetings and other appropriate information to membership; serve as a member of the Executive Committee; serve as recording secretary for Executive Committee meetings as appropriate.

SECTION 7. Duties of the Executive Business Manager are to maintain the societies' banking accounts, fiscal records, prepare financial statements and provide such statements to the Executive Committee and the membership at scheduled meetings; issue checks for payment of invoices as submitted by the Executive Committee or program committee chair of any Society sponsored event; work with local arrangement committee in establishing appropriate registration fees for all meetings, to establish credit accounts, and other business matters related to any RCAS sponsored meeting; represent the society when designated by the President; maintain current membership list; revise as appropriate and maintain official copy of bylaws; provide Society Proceedings Editor with official copy of bylaws for publication in the proceedings; serve as a member of the Executive Committee; maintain past and current copies of society proceedings and provide copies to libraries, new members, and other individuals as requested.

SECTION 8. Duties of the Society Proceedings Editor are to assemble all program presentations of the annual meeting and edit for publication with input from Vice-President; publish approved minutes of annual meeting and Executive Committee Meeting as provided by the Secretary; procure all needed publishing materials and report cost to the Executive Committee for approval; Serve as a member of the Executive Committee.

SECTION 9. Duties of the Communications Officer are to be responsible for maintaining the Society website.

SECTION 10. Duties of the Newsletter Editor are to be responsible for publishing and distribution of the Societies' newsletter; to place the newsletter on the website at designated times as required by the Executive Committee; and serve as a member of the Executive Committee. Mechanism and dates of distribution of the newsletter to be determined by the Executive Committee.

SECTION 11. : A Local Arrangements Representative will be appointed for each scheduled meeting. Duties of the Local Arrangements Representative are to visit the meeting site in advance of the meeting to determine if the meeting room and other facilities are adequate; meet with hotel sales person or other appropriate businesses to make arrangements for meetings, including, coffee breaks, tour buses, food functions, visual aid equipment and other related needs; coordinate business arrangements with the Executive Business Manager to establish charge accounts if appropriate; coordinate budget matters with program chairman and Executive Business Officer to establish appropriate registration fees, coordinate all program arrangements and planned activities with other Program Committee members; shall have the option to solicit additional assistance from the membership as needed; attend the Executive Committee meeting prior to their assigned meeting.

Article VI. Meetings

SECTION 1. The Executive Committee will recommend sites for the winter and summer meetings two years in advance. The Active members will approve Executive Committee site recommendations at the business meeting of the winter meeting. Nominations of potential winter and summer meeting locations will also be accepted from the membership during the business meeting.

SECTION 2. Special interim meetings can only be called by the President in conjunction with the Executive Committee.

SECTION 3. Active members in attendance at any winter, summer, or special meeting shall constitute a quorum.

Article VII. Executive Committee

SECTION 1. The Executive Committee shall consist of current officers, the immediate past President, and one representative from each participating state.

SECTION 2. The Executive Committee shall have general supervision of the affairs of the society between annual business meetings, make recommendations to the Society, and shall perform such other duties as are specified in these bylaws. The Executive Committee shall be subject to the orders of the society.

SECTION 3. State Representatives shall be selected by the membership of their respective states.

SECTION 4. The Executive Committee shall meet at least twice annually. A meeting will be held during each of the semi-annual meetings.

Article VIII. Committees

SECTION 1. The President shall appoint a Nominating Committee consisting of three immediate past Presidents that are still active in the Society. The Nominating Committee shall be appointed during the annual meeting. It shall be the duty of this committee to nominate candidates for the offices to be filled except for the office of Executive Business Manager and Society Proceedings Editor, and a Communications Officer. The Nominating Committee shall report during the business session of the annual meeting and prior to the election of officers. Before the election, additional nominations from the floor shall be permitted. An Executive Business Manager candidate and a Society Proceedings Editor, and Communications Officer Candidate shall be selected by the Executive Committee prior to the annual meeting, and the appointment shall be recommended to the Society for approval. The Society membership may also make nominations from the floor.

SECTION 2. Special committees shall be appointed by the President as the Society or the Executive Committee shall from time to time deem necessary to carry on the work of the Society. The President shall be ex-officio member of all committees except the Nominating Committee.

Article IX. Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society might adopt.

Article X. Amendment of Bylaws

SECTION 1 - Amendment by Active Membership. The Bylaws can be amended by a two-thirds vote of a quorum as described in Article VI, Section 3 during the business session of the annual meeting. Notice of the proposed change must be given to the Society President one week prior to the annual meeting. The notice shall include the full text of the amendment and the President will make such amendment available to the entire membership at least 24 hours prior to the winter business session.

SECTION 2 - Amendment by Executive Committee. In an emergency, the bylaws can be amended by action of the Executive Committee provided strict procedures are followed. A member proposing the amendment shall provide the Executive Committee Chair with the full text of the proposed change. The Chair shall distribute copies and/or place the full text on the website for committee members 45 days prior to the voting deadline. Voting may be by letter, telephone with confirming letter, or by roll call if taken during an Executive Committee meeting. State Representatives of the Executive Committee are to review the amendment with their respective delegation and cast one vote reflecting the delegation's view. A two-thirds vote of the Executive Committee members voting is required for adoption of an amendment. The Chair shall announce the voting results, and should the proposed amendment pass, the Executive Business Manager shall revise the bylaws to include the amendment(s) and place the full text of the revision on the web site for review by the Society membership. Amendments to the bylaws are to be ratified by the active membership at the winter meeting.

Article XI. Non-liability

SECTION 1. Non-liability. An officer, member, or other volunteer of the society is not liable for the society's debts or obligations and an officer,, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the society, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. The officers, members, or other volunteers of this society have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Article XII. Dissolution

Upon dissolution of the corporation, the Executive Committee, after paying or making provisions for the payment of all liabilities of the society, will dispose of all assets of the society exclusively for the purposes of the society in such a manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.

Revision Dates:

Revised 10-01-85

Revised 02-05-88

Revised 02-06-92

Revised 01-29-95

Revised 02-05-01

Current Revision 02-06-2005