By-Laws of the
Professional Nutrient Applicator Association of Wisconsin

Article 1: Name

Sec. 1 The name of this organization is the Professional Nutrient Applicators Association of Wisconsin

Sec. 2 The Professional Nutrient Applicators Association of Wisconsin (PNAAW) is a non-profit organization.

Sec. 3 The designated mailing address for the PNAAW will be the current president, however, the association may have offices at other places from time to time as designated by the board of directors.

Article II: Purposes

Sec. 1 The purposes of this association shall be:

a. To promote the common business interests of those engaged in the biosolids application industry.

b. Encourage professionalism and accountability in business practices, equipment and application methods, always in an environmentally sound and friendly manner.

c. Educate farmers and the general public about the advantages of environmentally responsible application.

d. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered.

Notwithstanding any other provision of these by-laws, 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)(5) of the Internal Revenue Code (or any corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which our deductible under Sections 170(c)(2) of the Internal Revenue Code (or any corresponding provision of any future United States Internal Revenue law).
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively as an exempt organization or organizations under Section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article III: Membership

Sec 1 Membership in this association shall consist of the following classes:

a. **Active Members**: Businesses that apply manure and biosolids to land that both apply on a regular basis and charge for their services.

b. **Associate Members**: Individuals or companies in supporting industries and agencies, including farms and businesses who apply only their own manure or biosolids.

Sec 2 Voting Members: Only Active Members who are current with association dues are eligible to vote on issues and during elections. Only the owner of the business, or a single individual he or she designates, shall be eligible to cast a vote. Any employee of an active or associate member, however, is eligible to speak at meetings of the association.

Article IV: Annual Dues

Sec 1: The annual dues of the membership classes of the association shall be set by the board of Directors at a regularly scheduled meeting of the board of directors.

Article V: Meetings

Sec 1 Annual—There shall be an annual meeting of the association ordered by the Board of Directors, for receiving the annual reports, board member elections and the transaction of other business. Notice of such meeting, signed by the secretary, shall be mailed at least 15 days before time appointed for the meeting.
Sec. 2 Special—Special meetings of the association may be called by the president of the Board of Directors, or shall be called by the president upon written request of 20 members of the association or one third of the paid Active Members, whichever is less. Notice of any special meeting shall be mailed to each member at their last recorded address at least 15 days in advance, with a statement of time and place and information as to the subject of subjects to be considered.

Sec. 3 Quorum—Twenty members, or one third of the paid Active Members, whichever is less, present at any properly called meeting of the association shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Article VI—Board of Directors

Sec. 1 The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents at it may consider necessary.

Sec. 2 The Board of Directors shall consist of nine Directors elected by the membership. Five of the directors shall be at-large positions, and serve a three year term. The remaining four directors are designated as regional positions, serving a two year term. The board shall review the regional boundaries annually. Directors shall serve no more than two full consecutive terms of office. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, of unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Sec. 3 Meetings—The Board shall meet upon call of the president at such times and places as he may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board at least ten (10) days in advance of such meetings.

Sec. 4 Quorum—A majority of the whole Board shall constitute a quorum at any meeting of the Board.

Sec. 5 Absence—Any member of the Board of Directors absent from three consecutive meetings for reasons which the Board has failed to declare to be sufficient, may be removed from office.

Sec. 6 Vacancies—Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term.
Sec. 7 Eligibility—Active Members and their employees are eligible to serve on the board of directors.

Article VII—Officers

Sec. 1 The elective officers of this association shall be a president, vice president, secretary and treasurer. These officers shall be elected annually by the Board of Directors at the regular meeting held immediately after the board election at the association’s annual meeting.

Sec. 2 Each elective officer (with the exception of vice-president) shall take office and shall serve for a term of one year and until his/her successor is duly elected and qualified.

Sec. 3 President—The president shall be the principal elective officer of the organization, shall preside at meetings of the association and of the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees except the nomination committee.

Sec. 4 Vice President—The vice president may, be delegated by the president to perform his/her duties, in the event of his/her temporary disability or absence from meetings, and shall have such other duties as the president of the Board may assign. The vice president shall serve from election until the next annual meeting, at which time the individual will automatically become board president.

Sec. 5 Secretary—It shall be the secretary’s duty to give notice of and attend all meetings of the association, to keep a record of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned to him/her.

Sec. 6 Treasurer—The treasurer shall keep an account of all moneys received and expended for the use of the Board. He/she shall make a report at the annual meeting of when called upon by the president. The funds, books, and vouchers in his/her hands shall, at all times be subject to verification and inspection by the Board of Directors.

Article VIII—Committees

Sec. 1 The president, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the bylaws or as he/she may find necessary.

Sec. 2 Nomination Committee—The Board of Directors shall appoint a nomination committee of 3 persons to nominate candidates for the Board of Directors. The committee shall notify the secretary, in writing, at least thirty (30) days before the date of the annual meeting, of the names of the candidates it proposes.
Article IX—Indemnification

The association may, by resolution of the board of directors, provide for indemnification by the association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, of a party, by reason of having been a director or officer of the association, except in relations to matters as to which such directors of officers or former directors or officer shall be adjudged in such action, suit, of proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article X—Auditing of Financial Records

The books and records of the corporation shall be reviewed at least annually by a committee appointed by the Board of Directors. The annual review shall be completed with the assistance of the Treasurer. At such other times as the Board shall determine, the Treasurer shall make or cause to be made an accurate written statement of the corporation’s financial condition. Further, at such times as the Board shall determine, the financial records of the corporation shall be reviewed and/or audited by an independent accounting firm and/or certified public accountant.

Article XI—Amendments

Upon proposal by the Board of Directors, these by-laws may be amended, repealed, or altered, in whole or in part, (a) by two thirds vote at any meeting of the association; provided, that a copy of any amendments proposed for consideration shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting.

Article XII—Governing Law

In all matters not specified in these by-laws, or in the event these by-laws shall not comply with applicable law, the Wisconsin Nonstock Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, __________________________, certify that I am presently the duly elected and acting Secretary of the Professional Nutrient Applicators Association of Wisconsin, Inc., a Wisconsin nonstock corporation, and that the above by-laws, consisting of 5 pages, are the by-laws of the Professional Nutrient Applicators Association of Wisconsin, Inc., as adopted by its membership on January 29, 2008.

Dated: ______________________

_____________________________Secretary