

By-Laws
of the
**Western Association of Agricultural
Experiment Station Directors Experiment
Station Section
Board on Agriculture Assembly
Association of Public and Land Grant Universities**

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Adopted August 8, 1975
Amended August 9, 1982
Amended June 26, 1990
Amended March 24, 1992
Amended September 30, 1999
Amended March 26, 2003
Amended February 15, 2007
Amended September 14, 2009
Amended September 25, 2013
Amended July 10, 2018
Amended July 10, 2019
Amended June 28, 2021
Amended September 26, 2023

Article I - Name

The name of this organization shall be the Western Association of Agricultural Experiment Station Directors, hereinafter called the Western Directors Association (WDA), as is stated above and established in conformity with the constitution of the Association of Public and Land Grant Universities (hereinafter called the National Association). The name of this organization may be changed to agInnovation- West to be consistent with rebranding and renaming of the Experiment Station Section and the Experiment Station Committee on Organization and Policy to agInnovation and the agInnovation Executive Committee, respectively.

Article II - Purpose

The Western Directors Association, one of five such Regional Associations, shall represent the administrators of the State Agricultural Experiment Stations (SAES) in the Western Region in their collective dealings. On matters to be ratified by, reported to, or recommended to the National Association the consensus of WDA shall be conveyed to the agInnovation Chair of the Board on Agriculture Assembly of the National Association by the Chair of WDA. The WDA shall conduct its affairs in conformance with the stated objectives and procedures of the By-laws of agInnovation and the Board on Agriculture Assembly of the National Association.

The WDA, with the other such Regional Associations, is an integral part of agInnovation, formerly known as the Experiment Station Section (referred to as the Section here after). Through its business meetings, it provides a means by which the views of the WDA may be determined formally and transmitted to the agInnovation Executive Committee and the Section

on matters either of its own origin or on matters referred to it by the agInnovation Executive Committee or the Section. The WDA also provides a forum for the exchange of information and for discussion and debate among members and guests on matters of common concern that may not require formal action. Finally, it provides the means by which the WDA may take action that is limited to the Western Region.

These and other functions of the WDA are spelled out more completely, as follows:

1. Arranges for and conducts its own affairs, elects members to the agInnovation Executive Committee, makes recommendations to the agInnovation Executive Committee and to the Section, reacts to proposals of the agInnovation Executive Committee and the Section and participates in the handling of interim business of the Section;
2. Participates with the National Institute for Food and Agriculture (NIFA) and other Regional Associations in the programming and conducting of cooperative multistate research supported by the Multistate Research Fund (MRF) authorized by section 3(c)3 of the Hatch Act, Public Law 84-352 and the Agricultural Research, Extension and Education Reform Act of 1998;
3. Facilitates cooperation among its members, with federal and other state agencies, with industry and others in the planning, programming, financing, implementing and performing of agricultural and related research;
4. Employs, and pays the salaries and/or benefits of, the Executive Director and other staff as well as other expenses related to the functions of the Executive Director, other staff and WDA operations;
5. Facilitates cooperative joint efforts with the Western Extension Directors and Western Academic Program Directors to meet AREERA legislation requirements and the pressing needs of the region;
6. Collects and disburses dues, enters into contracts with cooperators and/or granting agencies to cover the costs of the programs agreed upon within the WDA.

Article III - Membership

Section 1. Member Institutions

The members of the Western Directors Association shall be seventeen (17) in number consisting of the Directors (or duly authorized representatives) of its member institutions (Alaska, American Samoa, Arizona, California, Colorado, Guam, Hawaii, Idaho, Micronesia, Montana, Nevada, New Mexico, Northern Mariana Islands, Oregon, Utah, Washington, and Wyoming). Associate and Assistant Directors of the member SAES of the WDA and the Administrative Heads of Agriculture of the member institutions also shall be members.

Section 2. Assessments

Assessments that are invoiced through WDA shall be a single annual request following approval of the WDA budget. This budget will be presented to the Directors of the Member Institutions during the spring business meeting.

Section 3. Voting

The voting members of the WDA shall consist of the Directors of the Member Institutions in good standing (or duly authorized representatives) and the Executive Director of the WDA. Voting shall be limited to only one vote per institution. The Administrator of the National Institute of Food and Agriculture (NIFA), USDA, and the Vice President for Food and Agriculture of the National Association shall be ex officio, non-voting members of the WDA.

Section 4. Members in Good Standing

Members in good standing shall be defined as those member institutions that are current in payment of assessments (no more than two years in arrears). Members in good standing shall have the privilege of:

- Holding office in the WDA
- Participating on WDA committees
- Voting membership in the agInnovation Executive Committee, agInnovation and participation in agInnovation committees
- Recognition on the WDA website
- Inclusion on WDA-managed listservs and other communications managed by WDA

Any member institution that fails to pay its assessments for two (2) years shall be given a written (email) notice that all outstanding balances must be paid by June 30 of the current calendar year or said institution shall be removed as a member in good standing by two-thirds majority vote of the members.

Removal of member in good standing status shall result in:

- Removal from participation in any and all Association roles, votes and responsibilities
- Removal from any and all Association committees and appointed positions
- Removal from website, all listservs and other communications managed by the WDA
- Removal from agInnovation membership and any and all associated roles, votes and responsibilities
- Appropriate notifications to the institution President, Dean/Director, USDA-NIFA, the Board on Agriculture Assembly and APLU

Section 5. Reinstatement

Any member institution removed for failure to pay assessments as indicated above, may, at any time, request, in writing (email), to be readmitted as a member on good standing. This request must be accompanied by payment of outstanding assessments as mutually agreed upon in writing (email) between the institution to be reinstated and WDA.

Article IV - Officers

Section 1. Positions and Terms

The Officers of the WDA shall be a Chair, Chair-Elect, Past Chair, Secretary and a Treasurer, each for a one (1) year term, with the exception of the Secretary who will serve a two (2) year term and the Treasurer who will serve a three (3) year term, that begins at the close of the Association meeting held in conjunction with the annual meeting of agInnovation. Officers may succeed themselves (be re-elected) for one additional term. The Secretary and Treasurer may serve successive terms.

Section 2. Elections

The Officers, members of the Executive Committee and other designees of the WDA shall be elected by the membership at the WDA meeting immediately preceding the annual meeting of the agInnovation. Nominations shall be submitted by the Executive Committee or from the floor. A simple majority vote is required for election. In the event the Chair-Elect, Secretary, or Treasurer resign or are otherwise unable to serve, the remaining members of the Executive Committee shall appoint a member of WDA to complete the term.

Section 3. Executive Director

There shall be an Executive Director chosen and employed by the WDA under the terms of the Memorandum of Agreement among the states, 1967, with duties as specified therein and as updated from time to time as recorded in the Minutes. The Office of the Executive Director shall provide staff support to the WDA.

A position of Recording Secretary is established within the Office of and responsible to the Executive Director. The Recording Secretary shall assist the Secretary and the Executive Director in the keeping of the official records of the WDA including Minutes of meetings. The Recording Secretary also shall assist the Multistate Review Committee in the performance of its responsibilities and perform other duties as assigned. Other staff may be appointed at the discretion of the WDA.

Section 4. Duties

The Chair shall preside at business meetings of the WDA, at meetings of its Executive Committee and on all other occasions where the head of the organization is to be recognized. He/she is the chief executive officer of the WDA. The Chair-Elect shall serve as Vice-Chair and undertake such duties as the Chair prescribes. He/she shall become Chair for the remainder of the term should the Chair resign or otherwise be unable to serve. He/she shall preside in the absence of the Chair.

The Secretary shall see to it that the secretarial duties of the WDA are fulfilled; he/she also serves as the official Secretary of the Executive Committee. He/she presides in the absence of the Chair and Chair-Elect.

The Treasurer shall review and report on Association accounts.

Other designees of WDA are expected to exercise their own judgments in the execution of their roles and duties subject to prior policy guidance and/or policy review by the WDA.

All officers and other designees of the WDA are responsible for maintaining and then passing on to their successors complete sets of official documents of a continuing directive nature.

Article V - Executive Committee

The Executive Committee shall be composed of the Chair, Chair-Elect, Past-Chair (Senior Member of the agInnovation Executive Committee), Secretary, Treasurer, and two members at-large. See Article IV, Section I for terms.

The Executive Director shall be an ex officio, non-voting member of the Executive Committee. The Executive Committee, through the Chair, executes the program of the WDA and supervises the Executive Director and any other staff.

The Executive Committee is also empowered to handle the interim affairs of the WDA between business meetings.

Article VI – Meetings

There are typically three business meetings per annum. Essential business conducted at the spring meeting includes approval of the WDA budget as well as evaluation of the Executive Director and other WDA staff. The joint summer meeting is held with other regional associations and is often designed to explore coordination of regional efforts. The fall meeting is the agInnovation annual meeting, where each State Agricultural Experiment Station votes on items of national importance (e.g., National Research Support Projects). Other meetings may be held if determined necessary by the WDA and/or its Executive Committee.

The Chair has the authority to cancel meetings, based on his/her best judgment. The Chair is empowered to call special meetings to consider emergency or extraordinary issues. However, issues requiring action between regular meetings of WDA are typically handled by the Executive Committee.

Article VII - Committees and Designees

Section 1. General

Committees may be established and Administrative Advisors and other designees named at the will of the WDA. Administrative Advisors shall be named from among the membership of the WDA and such other administrators as the WDA may designate from time to time. A list of committees and designees for the coming year is to be prepared by the WDA and maintained on the WDA website.

Section 2. Multistate Review Committee (MRC)

The MRC is comprised of members of the WDA, the Western Extension Directors, the Western Academic Program Directors, and other partner agencies and groups. The MRC is responsible for the review and on-going evaluation of the region's portfolio of multistate activities that are funded, in part, by the multistate research fund. The MRC approves multistate activities on behalf of the WDA, the Western Extension Directors, and the Western Academic Program Directors and nominates Administrative Advisors for projects from among the WDA, and other such administrators within the region consistent with the policies of USDA-NIFA governing the multistate research program. The MRC, through the Recording Secretary, provides regular reports of its actions to the WDA, the Western Extension Directors, and the Western Academic Program Directors.

Article VIII - Quorum

For purposes of doing business of the WDA, a quorum shall consist of a majority of the duly constituted voting membership at any officially called meeting for which written or electronic notice and agenda are sent out at least one (1) week in advance of the meeting. A simple majority of the quorum resolves all issues except amendments to the By-Laws, removal of member institution in good standing status and the WDA total annual budget, each of which shall require a two-thirds majority of the quorum. A voting representative may vote by proxy, executed in writing (email), and received by the Executive Director or Chair prior to the meeting. The proxy, valid for only the specific meeting, must be a representative from a member institution in good standing. Only one actual vote is allowed per person, either as an official member or by proxy.

For formal action outside of a regular meeting, member institutions in good standing may take action without a meeting. A detailed description of the action to be taken shall be circulated two weeks prior to the action. The action will be approved if a majority of all authorized voting members give written consent. This may be accomplished by email or electronic balloting.

Article IX - Parliamentary Authority

The emphasis in all meetings shall be on orderly process to achieve an objective decision by those present and voting. Should there be a parliamentary challenge, however, it shall be answered by reference to Robert's Rules of Order.

Article X - Amendment of By-Laws

These By-Laws may be amended at any business meeting of the WDA, provided the proposed amendment has been submitted to all members one month in advance of the meeting and is passed by a two-thirds majority of the voting members present at the meeting.