



CONSTITUTION AND BYLAWS OF THE WASHINGTON FFA ASSOCIATION

Article I. Name

The Washington Future Farmers of America organization shall be known and shall do business as “Washington FFA Association”. Recognized units of the organization may officially use the letters “FFA,” “WAFFA,” and/or the words “Washington Future Farmers of America” to designate the organization, its units and/or members.

Article II. Objectives of the Organization

The objectives of the organization shall be consistent with the organization’s federal charter, Public Law 116-7 (*formerly Public Laws 105-225 and 81-740*). The organization shall cooperate with national and state government agencies and officials in career and technical education to accomplish the following objectives:

1. To be an integral component of organized instruction in agricultural education, including without limitation, agriculture, food, and natural resources. As such, the corporation shall be intra-curricular to the agricultural education program, and will work with contextual classroom/laboratory instruction and work-based experiential learning in furtherance of a complete and comprehensive agricultural education program;
2. To be an integral component in agricultural education, to prepare students for successful entry into productive careers in agriculture, agribusiness, food and natural resources, other agriculture-related occupations, or connect students to relevant postsecondary educational pathways, focusing on the complete delivery of classroom and laboratory instruction, work-based experiential learning and leadership development;
3. To be a resource and support organization that does not select, control or supervise local chapter or individual member activities. The association will develop educational materials, programs, services and events as a service to local agricultural education chapters and members;
4. To create, foster and assist subsidiary chapters in state-approved agricultural educational programs;
5. To cooperate with others, including state boards and officials for career and technical education, in accomplishing the foregoing purposes;
6. To build character and develop competent and assertive agricultural leadership, as well as strengthen the confidence of students in themselves and in their abilities by developing desirable work habits and the effective usage of their time; by learning to assume responsibility; and by developing competencies in communications, human relations, and other social abilities leading to the intelligent choice of a career and successful employment or entrepreneurship in agriculture industry;
7. To encourage and recognize achievement in supervised agriculture experience programs, scholarship, leadership, and other individual and group activities by providing awards to deserving members and chapters;
8. To increase awareness of the global and technological importance of agriculture, food and natural resources and its contribution to our well-being;
9. To promote the intelligent choice and establishment of a career in agriculture, food and natural resources;
10. To provide agriculture-related programs and activities which will develop pride, responsibility, leadership, character, scholarship, citizenship, patriotism, and thrift, and which will improve the economic, environmental, recreational, and human resources of the community;
11. To seek and promote inclusion and diversity in its membership, leadership and staff to reflect the association’s belief in the value of all human beings; and,
12. To engage in other activities, consistent with these purposes, determined by the governing body to be for the best interests of the association.

Article III. Organization

Section A: The Washington FFA Association is the state organization of, by, and for students enrolled in agriculture education programs. It shall consist of chartered chapters, which, in turn are composed of students enrolled in public secondary and post-secondary programs, and which shall be chartered only in such schools where recognized systematic instruction in agriculture education is offered under the provisions of the federal and state vocational education legislation.

Section B: [CHARTERING CLAUSE] Students enrolled in agriculture education may meet, organize, adopt a constitution not in conflict with the Articles of Incorporation and Constitution and Bylaws of the Washington FFA Association, elect officers, set up a Program of Activities and then apply for a charter, after which, if such charter is approved, such members will be recognized as WAFFA. Chapter officers shall consist of at least a president, vice president, secretary, treasurer, reporter, and sentinel. The local teacher of agriculture education shall be the local advisor. The chapter officers of the local chapters shall be elected annually or semi-annually at a regular meeting of the local chapter. If a chapter has been chartered for two years or more, all chapter officers shall have attained the Chapter FFA Degree.

Section C: A local chapter shall be in good standing with the Washington FFA Association when the following general conditions have been met:

1. All current state and national dues, as well as the annual Events and Activities fee of \$100.00 have been paid by December 1 of each year. State and national dues of new members from the spring supplemental roster have been paid by April 1 of each year. Chapters that fail to meet the deadlines for submission of membership rosters and payment of state and national dues and the Events and Activities fee may incur a \$100 late fee for each infraction, not to exceed \$200 per school year.
2. All reports have been submitted as required by the state association. This includes but is not limited to the Program of Activities being sent electronically to the state advisor by November 1 on an annual basis, and the End of Year Report due annually in the spring. The membership roster is required to be submitted to state staff by November 1 annually. Spring supplemental rosters must be submitted by March 1.
3. Provisions of the chapter constitution do not conflict with the State or National FFA constitutions and chapter activities are in harmony with the ideals and purposes of the State and National organizations.

Section D: The governing body of the state association shall have the power to suspend the charter of any chapter which violates the State or National FFA constitutions or bylaws. A report on all suspensions shall be presented to the delegates at the next succeeding state convention. In the event any local chapter is not in good standing with the state association at the time of the opening of a state convention, the delegates in state convention shall have the power, upon recommendation of the state governing body, to withdraw the chapter and refuse such chapter official representation at the state convention. When such action is taken, the chapter in question and members thereof shall be denied the privileges of membership in the state association. Upon meeting the requirements for good standing, a chapter may be reinstated by action of the Washington FFA Association Board of Directors, not earlier than ten days after the closing date of the state convention during which it was not in good standing.

In the event a local department of agriculture education which has a chartered chapter of FFA is discontinued, its chartered FFA chapter may be permitted to officially operate for a period not to exceed three years (36 months) from date of the discontinuance, providing proper supervision is given to the chapter by a person having the approval of the local school administrator and the state FFA advisor. The chapter's charter must be surrendered to the state advisor at the end of the 36-month period if a local department of agriculture education is not in operation in the school at the time.

Article IV. Membership

Section A: Membership in this organization shall be of two types: student and adult.

Section B: Student Membership: To be eligible for membership in a chartered FFA chapter, a student must be enrolled in a secondary agricultural education program. Washington FFA Association considers “secondary education programs” to be grades 7-12.

To become a student member and retain membership, a student must:

1. While in school, be enrolled in at least one agricultural education course during the school year and/or follow a planned course of study; either course must include a supervised agricultural experience program, the objective of which is preparation for an agricultural career.
2. Show an interest in, and take part in, the affairs of the chapter by attending meetings, striving for degrees of membership and participating in other organized activities of the chapter.
3. Pay all current state and national dues/fees by the date determined by the chapter.
4. Display conduct consistent with the ideals and purposes of the National FFA Organization.

A member may retain student membership until November 30, following the fourth National FFA Convention after graduation from high school.

A member who is in good standing at the time of induction into the armed forces of the United States of America or into the FFA International program shall be in good standing during the period of active service without further payment of dues or attendance at meetings. Time spent in the armed forces or FFA international program shall not be considered as elapsed time in determining the maximum period of four conventions following graduation from high school or leaving high school. Members making use of this waiver of service time for the purpose of maintaining student membership for application for advanced degrees of membership must resume active participation within six months after having been honorably discharged from military service or completing their FFA international program and indicate such a desire by paying dues and attending chapter meetings. Members participating in a six-month armed services program or participating in the FFA international program for six months shall be eligible for one full year of extended membership. No individual may retain active membership beyond their twenty-third birthday

Section C: Adult Membership: Membership shall be open to former student members and honorary degree recipients, present and former professional agricultural educators, parents of FFA members and others interested in and supportive of the FFA.

Article V. Degrees and Privileges of Membership

Section A: Within the state FFA association there shall be four degrees of active membership based on individual achievement. These degrees are: (1) Discovery (2) Greenhand; (3) Chapter FFA; and (4) State FFA. The minimum standards are set by the national organization.

Section B: Discovery Degree: The Discovery Degree is intended for use in chapters where middle school courses and membership is offered. Receipt of this degree is not necessary in order to obtain the Greenhand or subsequent degrees. To be eligible to receive the Discovery FFA Degree from a chapter, the member must meet the following minimum requirements:

1. Be enrolled in an agricultural education class for at least a portion of the school year while in grades 7-8.
2. Become a dues-paying member or included in the program affiliation fee at the chapter, state and national levels.
3. Participate in at least one FFA chapter activity outside of scheduled class time.
4. Have knowledge and understanding of agriculturally related careers, ownership and entrepreneurial opportunities.
5. Be familiar with the local FFA chapter's Program of Activities (POA).
6. Submit a written application for the degree.

Section C: Greenhand Degree: To be eligible to receive the Greenhand FFA Degree from the chapter, the member must meet the following minimum qualifications:

1. Be enrolled in agricultural education and have satisfactory plans for a supervised agriculture experience program.
2. Learn and explain the FFA Creed, Motto, Salute and FFA Mission Statement.
3. Describe and explain the meaning of the FFA emblem and colors.

4. Demonstrate knowledge of the FFA Code of Ethics and the proper use of the FFA jacket.
5. Demonstrate knowledge of the history of the organization, the chapter constitution and bylaws, and the chapter Program of Activities (POA).
6. Personally own or have access to the *Official FFA Manual* and the *FFA Student Handbook*.
7. Submit written application for the Greenhand FFA Degree.

Section D: Chapter FFA Degree: To be eligible to receive the Chapter FFA Degree from the chapter, the member must meet the following minimum qualifications:

1. Must have received the Greenhand FFA Degree.
2. Must have satisfactorily completed the equivalent of at least 180 hours of systematic school instruction in agricultural education at or above the ninth-grade level, have in operation an approved supervised agriculture experience program, and be currently enrolled in an agriculture education course.
3. Satisfactorily participated in the planning and conducting of at least three official functions in the chapter Program of Activities (POA).
4. After entering agricultural education, a student must have:
 - a) earned and productively invested at least \$150 by the member's own efforts; or
 - b) worked at least 45 hours in excess of scheduled class time; or
 - c) a combination thereof, and have developed plans for continued growth and improvement in a supervised agriculture experience program.
5. Have effectively led a group discussion for 15 minutes.
6. Have demonstrated five procedures of parliamentary law.
7. Demonstrate progress toward individual achievement in the FFA award programs.
8. Have a satisfactory scholastic record.
9. Have participated in at least 10 hours of community service activities. These hours are in addition to and cannot be duplicated as paid or unpaid SAE hours.
10. Submit application for the chapter FFA Degree.
11. Meet other requirements as established by the chapter and/or state association.

Section E: State FFA Degree: To be eligible to receive the State FFA Degree from the state association, the member must meet the following minimum qualifications:

1. Have received the Chapter FFA Degree.
2. Have been a student member and paid dues for at least two years (24 months) at the time of receiving the State FFA Degree.
3. While in school, have completed the equivalent of at least two years (360 hours) of systematic school instruction in agricultural education at or above the ninth-grade level, which includes a supervised agricultural experience program.
4. After entering agricultural education, a student must have earned and productively invested:
 - a) at least \$1,000; or
 - b) worked at least 300 hours in excess of scheduled class time; or
 - c) a combination thereof, in a supervised agriculture experience program.
5. Demonstrated leadership ability by:
 - a) performing ten procedures of parliamentary law,
 - b) giving a six-minute speech on a topic related to agriculture or the FFA, and
 - c) serving as an officer, committee chairperson, or participating member of a chapter committee.
6. Demonstrated competency in an agriculture occupation and have a satisfactory scholastic record as certified by the chapter agriculture education instructor and principal or superintendent.
7. Participated in the planning and completion of the chapter Program of Activities (POA).
8. Participated in at least five different FFA activities above the chapter level.
9. Completed at least 25 hours of community service in a minimum of two different activities. All community service hours are cumulative, i.e. the 10 community service hours used to obtain the chapter degree can be used toward the state degree. These hours are in addition to and cannot be duplicated as paid or unpaid SAE hours.

10. Meet other requirements as established by the state association.

Written records of achievement of all requirements, verified by the chapter FFA advisor, must be submitted to the state association at least one month prior to the state FFA convention at which the State FFA Degree is to be received. The state advisor shall review the records and submit recommendations to the governing body of the state association, which will nominate at a regular state convention the candidates who have been found qualified to receive the honor. The State FFA Degree will be awarded to the candidates upon approval by the delegates at the state convention. **Any state association, in the judgment of its delegates, may be more restrictive but may not exceed the amended quota.*

Section F: Honorary Degree: Farmers and other agriculturalists, school superintendents, principals, members of boards of education, chapter advisors, teachers, staff members in agriculture education, business, and others who are helping to advance agriculture education and the FFA, and who have rendered outstanding service, may be elected to honorary membership by a majority vote of the members present at any regular meeting or convention. The Honorary FFA Degree shall be limited to Honorary Chapter FFA Degree in the local chapter and the Honorary State FFA Degree in the state association. All Honorary Degree recipients will be considered alumni/adult members as part of their Honorary Degree.

Article VI. Emblem

Section A: The official emblem of the National FFA Organization, as well as Washington FFA Association, shall include five symbols, namely: (1) the plow, representing labor and tillage of the soil, the basis of modern agriculture; (2) the owl, representing wisdom, provided by agricultural instructors; (3) the rising sun, representing progress; (4) a cross-section of an ear of corn, representing common agricultural interests since corn is native to America and is grown in every state; and (5) an American eagle surmounting the cross-section of the ear of corn, representing the national scope of the organization. The emblem shall also include the letters, “FFA” and the words “Agricultural Education.”

Section B: The emblem shall be uniform in all state associations and recognized units thereof. All members are entitled to display the emblem.

Section C: Greenhand Degree recipients are entitled to wear the official bronze emblem pin; Chapter Degree recipients are entitled to wear the official silver emblem pin; and State Degree recipients are entitled to wear the official gold emblem charm; and American Degree recipients are entitled to wear the official gold emblem key.

Section D: Honorary Chapter FFA Degree recipients are entitled to wear either the official silver emblem pin; Honorary State FFA Degree recipients are entitled to wear the official gold emblem charm; and Honorary American FFA Degree recipients are entitled to wear the official gold emblem key.

Section E: FFA advisors are entitled to wear the official gold owl pin.

Article VII. Washington FFA Association State Officers and Procedures for Election

Section A: The Board of Washington State FFA Officers shall consist of a president, vice president, secretary, treasurer, reporter, and sentinel.

Section B: The elected officers will constitute the board of student officers. It will be the duty of this board to advise and make recommendations to the Washington FFA Board of Directors with respect to the activities and business of the organization.

Section C: Successful State FFA Degree candidates who are juniors or seniors, or members who have been out of school one year or less who have previously received the State FFA Degree, and who have submitted a state officer application by March 1 will be considered for office in the state association. The number of candidates selected to run for office will be determined by the number of applications received. Candidates will be selected from the top 30 applications if 46 or more are received. Candidates will be selected from the top 25 applications if 45 or less are received. Each chapter will be limited to a maximum of two candidates for state office.

Section D: Each officer candidate will undergo written examinations and interviews at the state convention. Written examinations are: knowledge of the FFA and knowledge of parliamentary law. Interviews are given by a Nominating Committee comprised of 7-9 individuals representing the following stakeholders: current FFA members, agricultural educators, FFA alumnus/past state officers, agricultural industry representatives.

Section E: The state officer process shall be scored using the following guidelines:

- *Application: 100 points Knowledge Exam: 100 points*
 - *Parliamentary Knowledge Exam: 100 points Stand & Deliver: 250 points*
 - *Personal Interview: 250 points*
 - *Comprehensive Interview (Agricultural issues, FFA, CTE/Agricultural Education, Situational): 400 points*
 - *Committee's Choice (Call Back) – no points awarded*
 - *Top Ten Speech: 400 points*
- Total: 1,600 points**

Section F: The top ten high-scoring candidates will be nominated as follows:

1. The top ten candidates will be named, in random order, to the delegate assembly at the evening session before the day of election.
2. Any officer candidate currently enrolled as a junior in high school will be allowed to participate in the state FFA officer election process but will be officially dropped from the election process prior to announcement of top 10 candidates.
3. A special drawing for speaking order and placement on the ballot will be done at the close of the evening session.
4. The Secretary, upon request of the President, shall place before the convention the names of the nominees. Following this, the President will give each candidate an opportunity to speak for no more than two and a half minutes, based on the order of the drawing at the evening session.
5. Additional nominations are not permitted from the floor of the assembly.

Section G:

1. There will be one vote by each official delegate for the full slate of state officers, with the person placed on the ballot as president to receive six points; vice president, five points; secretary, four points; treasurer, three points; reporter, two points; and sentinel, one point.
2. Each top ten candidate's speech score will be totaled and divided by the total number of points available. The total number of points available for the top ten speech is calculated by multiplying the number of voting delegates by six. The resulting decimal will be multiplied by 400, the maximum number of points available for the top ten speech. This process normalizes the top ten speech score to no more than 400 points.
3. When the ballots are counted and top ten speech points normalized, the total points from the Top 10 speeches will be added to the original 1,200 points from the election process.
4. The six candidates with the highest total points are elected. The person receiving the most points will be named president; second, vice president; third, secretary; fourth, treasurer; fifth, reporter; and sixth place, sentinel.
5. In case of a tie, the Board of Washington State FFA officers and the State Advisor shall vote to break the tie.

Section H: State FFA Officers will serve from one state convention through the next succeeding state convention and will not be re-elected. In the event a state convention is not held in any given year, the Washington FFA Board of Directors will make provisions for the appointment of state officers for the next succeeding year. The Washington FFA Board of Directors will have the power to appoint a qualified member to fill any office which becomes vacant between state conventions.

Article VIII: State Advisor, Executive Director and Governing Body

Section A: The State Supervisor of Agriculture Education shall be the Advisor of the Board of Washington State FFA Officers (*ceremonially serving as State FFA Advisor*).

Section B: An executive director, an executive treasurer, an executive secretary-treasurer, and/or an assistant advisor from the state professional staff may also be named, where necessary, by the Advisor of the Board of Washington FFA State Officers subject to approval of the Washington FFA Board of Directors.

Section C: The governing body of the organization shall be the WAFFA Association Board of Directors which shall consist of the State Supervisor of Agriculture Education; one former member of the agriculture education state staff; two members representing the Washington Association of Agriculture Educators; a Washington FFA Alumni & Supporters representative; one member representing business; one Washington FFA Foundation board member; one member of the legal profession; two members of the WSU agricultural education faculty; one member representing a business directly related to agriculture, five members at large, and two members of the Board of Washington FFA State Officers or their designees.

Section D: The terms of office members of the FFA Board of Directors and method of selection, other than ex officio members, shall be described in the bylaws.

Section E: Governing Committee: The Washington State FFA Board of Directors shall name the Governing Committee to include the State Advisor, a member of the Board of Directors, and a member of the Board of Washington FFA State Officers. The Governing Committee shall have the power to deal with items of business of the state association. All official actions of the Governing Committee shall be reported to the Washington FFA Board of Directors.

Section F: The FFA Board of Directors shall meet quarterly at such time and place as may be designated by the State Supervisor of Agriculture Education, at which time the annual report of the board shall be presented.

Article IX: Meetings and Conventions

Section A: Except in case of an extreme emergency declared by the WAFFA Board of Directors, a convention of the Washington FFA Association will be held annually. The purpose of the state convention will be to conduct the business of the state association and to recognize outstanding achievements of FFA members and chapters. The time and place of the convention will be determined by the WAFFA Board of Directors.

Section B: At the state convention, an official delegate assembly will convene. This delegate body will consist of one official delegate from each chapter in good standing. A quorum shall exist at state convention when a simple majority of the official delegates registered at the convention are present. Business items shall only be considered when approved by a delegate committee, or by a two-thirds vote of the delegate body.

Section C: The president of the Board of Washington FFA State Officers shall appoint delegates to committees annually. All committees will bring through resolutions, their recommendations to the delegate body for consideration.

Section D: Official delegates shall consider the following annually: approval of previous year minutes, the Association finance report provided by the State Advisor, the state POA developed by the seated Board of Washington FFA State Officers.

Section E: Business items approved by the delegate assembly shall be submitted by the Board of Washington FFA State Officers to the Washington FFA Board of Directors for final approval.

Article X. Membership Year and Dues

Section A: The membership year of the state association will be **August 1 to July 31**.

Section B: Annual membership dues in the state association will be fixed by a majority vote of the delegates present at the state convention of FFA. In the event the annual state convention is not held and/or the official delegates fail to set dues, the annual membership dues of the state association will remain the same as the previous year. The Washington FFA Board of Directors will submit its recommendation concerning dues to each chapter at least 45 days prior to the state convention.

Section C: The dues of any chapter shall be fixed by a majority vote of the membership of the chapter.

Section D: Affiliate Fees.

1. A chapter in good standing may elect and must notify the FFA state staff (*State Advisor & Executive Director*) in writing by October 1 of the current year the chapters' intent to pay an affiliation fee for membership in the State and National FFA rather than individual member dues. The State shall invoice the Chapter as per affiliation fee schedules provided by the National FFA and State FFA. Affiliation fees shall be based on total Agricultural Education enrollment as of April 1 of the previous year.
2. A chapter in good standing that elects to opt-out of the affiliation fee program for membership must notify the FFA state staff (*State Advisor & Executive Director*) in writing by July 1, prior to the beginning of the new membership year, of the chapters' intent to change their dues program status in the State and National. Failure to notify by the deadline will result in the chapter remaining responsible for the associated fees.
3. Once a chapter opts-out of the affiliate fee program, they cannot opt back in for a period of at least four years, unless the state association elects to move to a full state affiliate membership program.

Article XI: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* will govern the Washington FFA Association in all cases to which they are applicable and in which they are not inconsistent with this constitution and bylaws, any special rules of order the Washington FFA Association may adopt and any statutes applicable to this organization that do not authorize the provisions of this constitution and bylaws to take precedence.

Article XII. Amendments

Section A: Proposed amendments to the WAFFA Constitution and Bylaws may be submitted to the Association by the Board of Washington State FFA Officers, or by a local chapter. Proposed amendments from the chapters must be submitted in writing to the state association 60 days prior to the opening date of the next state convention for review by the Board of Washington FFA State Officers.

Section B: All proposed amendments shall be submitted to each local chapter 30 days prior to the opening date of the next state convention.

Section C: The Board of Washington State FFA Officers shall present their recommendations concerning each amendment to the official delegates at the state convention.

Section D: An amendment to the WAFFA Constitution may be adopted by a two-thirds vote of the official delegates at the annual Washington FFA state convention. An amendment to the bylaws shall require a majority vote of the official delegates at the annual Washington FFA state convention.

Section E: The Constitution and Bylaws changes passed by the delegate body will be submitted to the Washington Association of Agriculture Educators for review at their next annual summer conference; where delegate resolutions can be amended prior to WAAE recommending them to the Washington FFA Board of Directors for final approval.

Section F: An amendment to the Constitution and Bylaws may be adopted at any meeting of the WAFFA Board of Directors by a majority vote of the members present, provided they represent a quorum. Quorum, as it pertains to the board, is defined as 50 percent or more of the members.

Section G: Amendments to the bylaws must not conflict with the WAFFA Constitution.

--- BYLAWS ---

Article I. Relationship to the Constitution

The Bylaws shall be a part of the Constitution of the Washington FFA Association.

Article II. Location of Office

The headquarters and physical principal office of the Washington FFA Association shall be at the Washington Farm Bureau Building-FFA Office, 975 Carpenter Rd NE, Lacey, WA 98516. The mailing address for the Washington FFA Association and contact for the State FFA Executive Director shall be P.O Box 789, Pullman, WA 99163.

Article III. Official Districts

Section A: Chapters of the Washington State FFA Association will be assigned to districts based on their location as follows:

- District 1 Northwest Washington
- District 2 Central Western Washington
- District 3 Southwest Washington
- District 4 South Central Washington
- District 5 Northeast Washington
- District 6 Southeast Washington
- District 7 North Central Washington
- District 8 Southwest Washington
- District 9 Central Eastern Washington

Section B. The Executive Director, in coordination with the State Advisor, will make determinations regarding a chapter's district assignment.

Section C. A chapter may petition the state Board of Directors for re-districting. The chapter must formally contact the Executive Director a minimum of two weeks prior to the next board meeting and request the change, as well as submit documentation of: why the change is requested and necessary, documentation of notification to the current district of the intent to leave, and support documentation from at least 2 advisors in the new/requested district.

Article IV. WAAE FFA Committee

The Washington Association of Agriculture Educators influences the Washington FFA Association through business handled within their association, their FFA Committee, and their participation on the Washington FFA Board of Directors. The WAAE, through their FFA Committee, reviews FFA convention delegate body business and/or amendments to the FFA Constitution/Bylaws and the CDE/LDE Rules and Guidelines. Their recommendations are submitted to the Washington FFA Board of Directors, by their representatives, prior to the final approval of resolutions passed by the state convention delegate body.

Article V. Washington FFA Association Board of Directors

Section A. General Powers. This association shall have powers to the full extent allowed by law. All powers and activities of this association shall be exercised and managed by the Board of Directors of this association directly or, if delegated, under the ultimate direction of the Board. The Association's Board of Directors is the governing body of the corporation and is responsible for managing the affairs of the corporation. The board may delegate certain of its responsibilities to committees and officers of the corporation, but the board retains ultimate responsibility for the corporation. The association exercises its powers through resolutions and acts of the board.

Section B: Number. The Board of Directors will be composed of not less than thirteen and not more than thirty-five directors. The number of directors may be changed from time to time by resolution of the Board, but no decrease will have the effect of shortening the term of any incumbent director.

Section C. Member Selection. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article. The members of the Board of 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.

Section D: Terms.

1. Each director shall be selected for a term of five years. The Washington FFA State Officers will serve for one year. The State Supervisor of Agriculture Education will serve indefinitely. At the expiration of a term any director may be reelected. No person may be nominated as a director after serving two consecutive five-year terms until a year shall have lapsed.
2. In order to provide continuity and rotation of the board, the following provision is made: It will be established in 2020 that two members of the initial board will serve for two years; two members will serve for a four-year period; and two members will serve a six-year period. Thereafter, the term of office will be for a period of five years. These efforts will result in staggered terms so the Board of Directors shall make its best effort to equalize the number of director terms expiring in a given year.
3. Any director who is absent from two consecutive regular Board meetings may be removed from office by action of the Board.

Section E. Quorum. Quorum, as it pertains to the Board of Directors, is defined as 50 percent or more of the members. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section F. Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. Appointments to fill vacancies on the board shall be made within a 60-day period from the date of creation of such vacancy.

Section G. Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section H. Confidentiality. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section I. Removal. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Article VI. State FFA Board of Directors Meetings

Section A: The meetings of the State FFA Board of Directors shall be held quarterly at such place and time as prescribed by the board.

Section B: Special meetings of the board may be called by the chairperson.

Section C: Directors may participate in a meeting through use of conference phone, electronic video screen

communication, email, or other electronic transmission. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Article VII. Duties of Board of Washington FFA State Officers

Section A: The President: It shall be the duty of the president to preside over the state FFA convention and over meetings of the Board of Washington FFA State Officers. The president shall call one state convention each year on such date and at such place as shall be fixed by the Washington FFA Board of Directors. The president shall appoint all committees and may serve as an ex officio member of these committees.

Section B: Vice President: It shall be the duty of the vice president to assist the president in all things, have charge of committee work in general; preside at conventions and meetings in the absence of the president, and to be prepared to assume the duties and responsibilities of the president.

Section C: Secretary: It shall be the duty of the secretary to perform all duties common to such an office, such as preparing and reading the minutes of the meetings and conventions; have available the list of business and agenda for each meeting; attend to official correspondence, and the like.

Section D: Treasurer: It shall be the duty of the treasurer to assist in preparing an annual budget of estimated receipts and expenditures, be aware of financial records of the state association, and make an annual report of the same to Washington FFA Board of Directors and the delegates at the State FFA Convention. The State FFA Advisor shall act as the custodian of the state funds and assets of the association collect dues and assessments and send in national dues; and keep correct and complete books and records of accounts concerning all financial transaction of the association.

Section E: Reporter: It shall be the duty of the reporter to gather and classify news from the local chapters in the state; prepare news notes and articles for publication in the estate magazine; send news notes to different organization, news media, as well as the chapters.

Section F: Sentinel: It shall be the duty of the sentinel to set up and prepare the meeting room for the convention; attend the door during meetings and convention, and welcome visitors; see that the meeting room is kept comfortable; take charge of candidates for degrees ceremonies; and to generally assist the president.

Article VIII. State Officer Agreement/Contract and Removal from Office

Section A. When the conduct/actions of an elected State Officer breaks any of the qualifications, expectations, agreements of their term in office there is consideration for removal. The following are offenses that will result in dismissal from State FFA Office:

1. Any use of alcohol under the age of 21 is prohibited by law.
2. Any use and/or supply of controlled substances (drugs), not under direction of a physician.
3. Participation in any illicit or promiscuous acts.
4. Commission of any misdemeanor or felony against the laws of State or Nation.
5. Other violations of State Officer Agreement/Handbook or irresponsible behavior so identified that may be acted upon by the State FFA Board of Directors, which may also include unexcused absences from meetings or events.

The above apply to any FFA activity (official or unofficial) or membership involvement by the State FFA Officers, individually or as a group.

Section B. If any of the above violations occur, the state officer or officers will be asked to appear before the FFA Board of Directors to give a complete explanation of the incident which occurred. The FFA Board of Directors will then rule on a dismissal or consequences of the officer or officers involved.

Section C. The State FFA Advisor retains the ability to immediately dismiss an officer should the infraction be overtly egregious.

Section D. In order to hold state officers accountable, the state staff have the following authority:

1. If any state officer is delinquent in responsibilities, or perceived to have broken the State Officer Agreement, those state officers can be limited or removed from any activities or responsibilities as recommended by the Executive Director to and approved by the State Advisor.
2. Notify the State FFA Advisor and state Board of Directors of a report of breach in the State Officer Agreement. The state officer will also be notified of the report. The Executive Director will talk with the state officer and investigate the report to determine the validity. If the report is found to be valid, the Board of Directors will determine what action should be taken.

Article IX. Duties of the State FFA Advisor and Executive Director

Section A: It shall be the duty of the State FFA Advisor to:

1. Advise the Board of Washington FFA State Officers, Board of Directors, delegates, and committees on matters of policy and assist the officers in conducting meetings and carrying out programs.
2. Serve as an ex officio member of all committees.
3. Provide for & oversee the review of all applications for State FFA Degree, American Degree, National Chapter, and Proficiencies.
4. Oversee, assist with and provide/offer professional development for Washington FFA at all levels (*ie. student members, chapter advisors, state officers, etc.*).
5. Perform such other duties as may be prescribed by the Washington FFA Board of Directors.

Section B: It shall be the duty of the State FFA Executive Director to:

1. Issue charters to local chapters.
2. Keep official records of members and the progress of the organization.
3. Keep a record of all officers of the state organization and of all official state convention delegates.
4. Arrange for annual state convention.
5. Submit an annual budget to the Washington FFA Board of Directors.
6. Be responsible for the financial assets of the organization.
7. Present an annual financial report to the State FFA Board of Directors, Board of Washington State FFA Officers and Official Delegates at the state convention.
8. Perform such other duties as may be prescribed by the Washington FFA Board of Directors.

Article X. Reports to the National Organization

Each state association shall submit the following information annually to the national organization:

1. A list of current state FFA Association officers.
2. A report of any changes in, or amendments to, the state association constitution and bylaws.
3. A list of official delegates to the national convention at least four weeks prior to the convention.
4. An association annual report as may be requested by the National FFA Board of Directors.

Article XI. Procedure for Issuing Charter to Local Chapters

The Executive Director shall charter a local chapter when the following have been completed:

1. An application for charter has been filed with the state association and the school and advisors have been verified by the state advisor.
2. A list of the names of members and officers has been filed in the office of the state association.
3. A copy of the proposed local chapter constitution and bylaws has been filed in the office of the state association.
4. A copy of the program of activities has been filed in the office of the state association.
5. Current state and national FFA dues have been paid.

Article XII. Fiscal Year

Section A: The fiscal year of the organization shall be January 1 through December 31.

Section B: The financial transactions shall be reviewed or audited annually as determined by the Washington FFA Board of Directors. The review shall be conducted at the place or places where the accounts, financial records, reports, files, and all other papers, things, or property belonging to or in use by the corporation and necessary to facilitate the audit shall be made available to the person or persons conducting the review and full facilities for verifying transaction with the balances or securities held by depositors, fiscal agents, and custodian shall be afforded to such person or persons. A report to such review shall be made by the corporation of the Bureau of International Revenue Service not later than May 15 of each year. The report shall set forth the scope of the review and shall include a verification of the person or persons conducting the review of statements of assets and liabilities, capital and surplus or deficit, surplus or deficit analysis, income and expenses, and sources and application of funds. The report shall be prepared by person or persons determined by the Washington FFA Board of Directors.

Article XIII. Indemnification

Section A: General. The corporation shall, to the extent legally permissible, indemnify each “agent” who, for the purposes of this Article shall include those persons who may serve or who have served at any time as an officer, director, or employee of the association, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such agent in connection with any threatened, pending or completed action, suit or proceeding in which the agent may become involved by reason of the agent’s service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which the agent shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any agent may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified agent under this Article shall apply to such agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified agent.

This Article constitutes a contract between the corporation and the indemnified agent(s). No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified agent under this Article shall apply to such agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section B. Insurance. The Board of Directors shall obtain and keep in force a directors’ and officers’ liability policy protecting against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide coverage against liabilities beyond this association’s power to indemnify the agent under law.

Article XIV. Conflict of Interest Policy

Section A: Duty to Disclose. For the purposes of this provision, the term “interest” shall include personal interest, interest as a director, officer, member, beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section B: Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section C: Procedures for Addressing the Conflict of Interest. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
3. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director are reasonable and do not exceed fair market value.
5. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
6. If arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
7. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section D: Violations of the Conflicts of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XV. Books and Records.

The Association will keep complete books and records of accounts and minutes of the proceedings of the WAFFA Association Board of Directors.

Article XVI. Dissolution Clause

Section A: Upon termination or dissolution of the Washington FFA Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Section B: The organization to receive the assets of the Washington FFA Association hereunder shall be selected by the discretion of a majority of the managing body of the Washington FFA Association and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper

jurisdiction against the Washington FFA Association by (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Washington.

Section C: In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Washington to be added to the general fund.