

**CONSTITUTION
WISCONSIN ASSOCIATION OF PROFESSIONAL AGRICULTURAL CONSULTANTS**

ARTICLE I. Name:

The name of this organization shall be the “Wisconsin Association of Professional Agricultural Consultants,” herein referred to as the “Association.”

ARTICLE II. Purposes:

It shall be the purpose of the Association to:

1. Promote and maintain high professional standards and ethics while serving Wisconsin commercial agriculture.
2. Provide a registry of qualified professionals in agricultural consulting.
3. Provide a framework of communication and continuing education for the Association membership.
4. Provide a unified voice in public policy matters relating to agriculture and consulting.
5. Provide an environment for the exchange of ideas and information among agricultural service organizations, industry, farm producers and academia.

ARTICLE III. Membership:

Section A. Voting Membership

A voting member shall be one who devotes a majority of his/her time to providing professional agricultural consulting services or technical service support to the public and who meets the requirements of training and experience as stated in the bylaws and interpreted by the membership committee.

Item 1. Professional Agricultural Consultant

A professional agricultural consultant is a person certified by and in good standing with a professional organization possessing a certification program and code of ethics in the field of the person’s expertise. A list of certifying organizations for the various disciplines shall be determined by the Board of Directors and the Membership and Recruitment Committee and stated in the bylaws. In cases where no certifying organization exists for a particular discipline, professional agricultural consultant status shall be determined on a case by case basis by the Membership and Recruitment Committee. Professional agricultural consultants devote a majority of their time to providing professional agricultural consulting services or technical service support rather than to sales. Professional agricultural consultants have full voting privileges.

Item 2. Academic Member

An academic member is a person who works as an instructor, researcher, extension service member or administrator at a qualified educational institution and meets the requirements of Academic members have full voting privileges.

Item 3. Retired Voting Membership

A retired voting member is one who no longer engages in the paid activities of Professional Agricultural Consultants or Academic members as a primary source of income. Retired members may become lifetime voting members by recommendation of the Board of Directors.

Section B. Non-Voting Members

Item 1. Associate Membership

An associate member is one who does not meet the requirements of voting membership. Associate members do not have voting privileges.

Item 2. Provisional Membership

A provisional member is one who possesses all the qualifications required of voting members except the education or experience requirements of the discipline or certification by a professional group. Provisional members do not have voting privileges.

Item 3. Sustaining Membership

A sustaining member is an individual, corporation or organization wishing to support the Association. Sustaining members do not have voting privileges.

Item 4. Student Membership

A student member is enrolled in an accredited college or university. Students may remain in this classification for one year following graduation. Student members do not have voting privileges.

Article IV. Administration:

Section A. Board of Directors

Item 1. The membership is responsible for the management of the Association. However, the Board of Directors, herein referred to as the Board, is established to manage the Association between the annual meetings as provided by the constitution. This includes hiring and directing the Executive Secretary. The duties of the Executive Secretary shall be to plan all meetings, publish the newsletter, assist the Treasurer in paying all Association bills and preparing treasurer's reports, distribute minutes and meeting notices, collect annual dues and meeting registration fees, and other duties as assigned.

Item 2. The Board shall be made up of nine members elected by the voting membership. All representatives shall be nominated by the nominating committee. The committee shall make an effort to keep a diverse Board, representative of the diverse disciplines within the membership at large.

Item 3. The Board representatives shall serve a term of three years with one-third of the Board positions coming up for election every year.

- A.) Directors are subject to removal during their term of office by the Board of Directors by majority vote whenever, in its judgement, the best interests of the Association would be served.
- B.) The Board has the authority to appoint a replacement Director for the remainder of any vacant term.

Item 4. The Board may engage an ex officio advisor from the University of Wisconsin system to serve on the Board. This person will serve as a liaison to connect WAPAC and its members with campus activities, research and policies of interest to the agricultural consulting community. This is a non-voting position and the term is three years with no term limits.

Item 5. External communications stating a position or opinion on behalf of the Association by the officers, Board representatives or individual members must be presented to the Board for discussion and approval by a majority of the Board.

Section B. Officers

Item 1. The officers of the Association shall be the President, Vice President, Secretary and Treasurer.

Item 2. The officers shall be members of the Board of Directors and shall be elected by the Board.

Item 3. Office terms shall be for a period of one year with no limitations on number of terms.

Section C. Duties of the President

Item 1. To preside at the meetings of the Association.

Item 2. To establish the time, date and place of all meetings.

Item 3. To represent the Association both verbally and in writing on issues which affect the profession of agricultural consulting.

Section D. Duties of the Vice President

- Item 1. To preside at the meetings in the absence of the president.
- Item 2. To support the president in his/her duties.
- Item 3. To direct and coordinate all committees.

Section E. Duties of the Secretary

- Item 1. To keep a written record of each meeting and send copies of the minutes to each member of the Board.
- Item 2. To preside over the meeting in the absence of the President and Vice President.

Section F. Duties of the Treasurer

- Item 1. To have the authority to pay all bills on his/her signature.
- Item 2. To give an account of all money received and spent at every regular meeting.
- Item 3. The Treasurer's Reports, checkbook and all financial documents shall be reviewed annually by an outside firm or entity selected by the Board of Directors.

Article V. Dues:

Section A. An initiation fee equivalent to the annual membership dues shall accompany all membership applications. Annual dues shall be assessed as stated in the Bylaws for each membership category.

Section B. Dues for the following year shall be established by the Board of Directors for each class of membership.

Section C. Members who have not paid their annual dues to the Treasurer by the annual meeting shall lose membership rights until such outstanding dues have been paid. If dues remain unpaid for more than one year, it will be at discretion of the Board of Directors to terminate membership.

Section D. Special assessments may be made of all members by the majority vote of the membership.

Article VI. Meetings:

Section A. There shall be one annual meeting in the winter to elect the Board of Directors, consider proposed amendments to the Constitution, and conduct appropriate business brought forward by the membership.

Section B. The Board of Directors shall meet bimonthly throughout the year or as needed and may call special meetings of the membership.

Section C. Special meetings may be called within 60 days upon petition of 25% of the membership.

Section D. Notice of all special meetings shall be mailed to membership at least 14 days prior to the meeting.

Section E. Symposia or workshops may be sponsored by the Association and may be open to the membership and/or the general public and/or invited guests.

Article VII. Amendments:

Section A. This constitution may be altered or amended with a 2/3 vote. Quorum must be present.

Section B. Amendments must be submitted to the Board 30 days prior to the annual meeting or the mail ballot deadline to allow ample time for processing and distribution.

Article VIII. Bylaws:

Section A. The Constitution and Bylaws Committee shall prepare a series of Bylaws for adoption by the Association. The Bylaws shall govern all procedures under this constitution, including those of the Board and of the committees.

Section B. Bylaws may be introduced or amended with 15 days prior notice at any annual meeting by majority vote. Quorum must be present. Mail in or electronic ballots returned in accordance with voting procedures will be counted in the final vote of any bylaw changes.

Article IX. Code of Ethics

Section A. The Code of Ethics attached is considered to be adopted in its entirety into the Constitution.

Section B. All members recognize that this Code of Ethics signifies a voluntary assumption of the obligation of self-discipline above and beyond the requirements of the law and shall strive to uphold the honor and maintain the dignity of the profession.

Article X. Committees

Section A. The chairperson and members of each standing committee shall be appointed by the Board.

Section B. The duties of the standing committees shall be as provided in the Bylaws.

Section C. The duties of special committees shall be defined by the Board.

Article XI. Status and Dissolution

Section A. This Association is a nonprofit organization without capital stock, dedicated to the furtherance of agricultural consulting for the benefit of the general public and not for the monetary profit or gain of its members.

Section B. In the event this Association is dissolved, the last Board shall pay all debts of the Association from Association funds and transfer all remaining monies and assets to the University of Wisconsin as designated by the Board.

**BYLAWS OF
THE WISCONSIN ASSOCIATION OF PROFESSIONAL AGRICULTURAL CONSULTANTS**

Article I. Fiscal and Administrative Year

Section 1. The fiscal year of the Association shall be that period from January 1 through December 31.

Section 2. The administrative year of the Association shall be that period from the adjournment of an Annual Meeting to the adjournment of the succeeding Annual Meeting.

Article II. Changes to the Bylaws

Section 1. Bylaws may be introduced or amended with 15 days prior notice at any annual meeting by majority vote. Quorum must be present. Mail in or electronic ballots returned in accordance with voting procedures will be counted in the final vote of any bylaw changes.

Article III. Membership

Section 1. Candidates for membership in the Association shall submit an application to any member of the Association. This application shall be forwarded to the Membership and Recruitment Committee for processing and determination of membership status. An application for membership must be submitted with the appropriate annual dues payment for the intended membership category. Accepted applicants shall be recognized as members for the current fiscal year of acceptance.

Section 2. Minimum requirements for application and voting membership are as follows:

(Applicants must meet one)

1. High school diploma and 6 years of experience.
2. Associate degree and 3 years of experience.
3. B.S. degree and 3 years of experience.
4. M.S. degree and 3 years of experience
5. Ph.D. degree and 3 years of experience.

In addition, applicants for voting membership must be certified by and in good standing with a professional organization possessing a certification program and code of ethics in the field of the person's expertise. The Membership and Recruitment Committee maintains a list of acceptable certifying organizations. These organizations (and their corresponding designations/certifications) include, but are not limited to: American Society of Agronomy and ARCPACS (CCA, CPag, CPSS and CPSC); National Alliance of Independent Crop Consultants (CPCC and CPCC-I); American Registry of Professional Animal Scientists (PAS, RAS, RAPS and Diplomate); American Society of Farm Managers & Rural Appraisers (AAC and AFM); American Society of Agricultural Consultants (CAC); Certified Financial Planners Board of Standards (CFP); Wisconsin Department of Regulation and Licensing (Licensure of Veterinarians). The Membership and Recruitment Committee shall review applicants on a case by case basis when no certifying organization exists for a particular discipline.

Section 3. If not sponsored by a current WAPAC member, applicants must provide two qualified personal references (subject to review of the Membership and Recruitment Committee). If not sponsored by a current WAPAC member, applicants for Professional Agricultural Consultant membership status must also provide two client references.

Section 4. Maintenance of membership status shall require annual payment of dues, maintaining good standing as determined by the Ethics Committee and meeting criteria of continuing education programs if required.

Article IV. Dues

Section 1. Annual dues shall be reviewed and set on an annual basis by the Board of Directors and shall be due by the Annual Meeting.

Article V. Committees

Section 1. The standing committees of the Association shall be:

Item 1. Membership and Recruitment Committee

- A.) This committee shall be chaired by the Vice President and shall consist of two Board members plus additional members appointed by the Board as needed.
- B.) Duties of this committee: Assist in soliciting members; review all applications for membership and accept, reject, or redirect to the appropriate membership category, with consideration to the Code of Ethics; periodically examine the eligibility of all members and encourage members to correct the deficiencies or cancel those memberships.

Item 2. Constitution and Bylaws Committee

- A.) This committee shall be chaired by the President and shall consist of two Board members plus additional members appointed by the Board, as needed.
- B.) Duties of this committee: Develop and refine the existing Constitution and Bylaws of the Association to best suit the needs of the membership and Wisconsin agriculture.

Item 3. Ethics Committee

- A.) The Board of Directors shall be the membership of the committee.
- B.) Duties of this committee: Review any grievances one member may report against a fellow member; make cancellation recommendations to the Membership and Recruitment Committee when necessary; and maintain, update, enforce and distribute the Code of Ethics of the Association.

Item 4. Communications Committee

- A.) This committee shall be chaired by a Board member and shall consist of three or more members appointed by the Board.
- B.) Duties of this committee: Develop and distribute necessary publicity for the Association; provide guidance and assistance to the Executive Secretary to produce the newsletter and maintain the Association webpage.

Item 5. Nominating Committee

- A.) This committee shall be chaired by the Treasurer and shall consist of the Board of Directors.
- B.) Duties of this committee: Develop a list of nominees 15 days prior to any election and circulate the names of the nominees to the membership prior to the election.

Item 6. Program Committee

- A.) This committee shall be appointed by the Board and shall work under the guidance of the Board of Directors.
- B.) Duties of this committee: Develop an agenda for the educational portion of the New Horizons Seminar and the Annual Meeting, invite speakers and coordinate details of the programs with the Executive Secretary.

Item 7. Scholarship Committee

- A.) This committee shall consist of two or more members appointed by the Board.
- B.) Duties of this committee: Coordinate the scholarship program with the University of Wisconsin campuses, promote the scholarship, and select scholarship recipients.

Item 8. Research Committee

- A.) This committee shall consist of one member from the Board of Directors and others as appointed by the Board.

- B.) Duties of this committee: Develop guidelines for research programs and coordinate research activities within the organization.

Item 9. Legislative Committee

- A.) This committee shall consist of at least one member from the Board of Directors plus four other members as appointed by the Board. Committee Chair will be elected by the committee.
- B.) The duties of this committee shall be to evaluate how pending legislation will affect agricultural consultants and recommend a course of action for WAPAC members.
- C.) Coordinate meetings and correspondence between WAPAC and agency staff, legislative interests and/or trade organizations.
- D.) Develop annual resolutions that guide WAPAC's legislative and regulatory goals for the coming year. Resolutions will be amended or approved by the voting members.

Article VI. Quorum

Section 1. Quorum will be defined as 20% of current voting members present or participating. Quorum is necessary for regular business of the Association to be conducted.

Article VII. Voting Procedures

Section 1. Official business votes of the association may be handled in traditional form when members are present or by the use of an electronic ballot in the following manner to encourage as large of number of members possible to participate and have their votes counted.

- A) Each issue to be voted upon will be a written proposal.
- B) The Executive Secretary will write the proposal.
- C) The Executive Secretary may email an electronic proposal to all voting WAPAC members. Those without email capability will have a proposal sent to them via postal mail.
- D) The membership will review the proposal and submit comments with five (5) days of the specific date requested and vote within the required timeframe.
- E) The Executive Secretary will record and tally the votes and present the results to the Board of Directors. In order for a vote to be binding, at least 20% of current voting membership must participate.

CODE OF ETHICS
WISCONSIN ASSOCIATION OF PROFESSIONAL AGRICULTURAL CONSULTANTS

ARTICLE I. GENERAL PRINCIPLES

1. The privilege of professional practice imposes obligations of morality and responsibility as well as professional knowledge.
2. Each member agrees to be guided by the highest standards of ethics, personal honor, and professional conduct.

ARTICLE II. RELATION OF PROFESSIONAL TO THE PUBLIC

1. A member shall avoid and discourage sensational, exaggerated, and/or unwarranted statements that might induce participation in unsound enterprises.
2. A member shall not knowingly permit the publication of their reports or other documents for any unsound or illegitimate undertaking.
3. A member shall not give professional opinion or make a recommendation without being as thoroughly informed as might reasonably be expected considering the purpose for which the opinion or recommendation is desired; and the degree of completeness of information upon which it is based should be made clear.
4. A member may publish dignified business, professional, or announcement cards, but shall not advertise their work or accomplishments in a self-laudatory, exaggerated, or unduly conspicuous manner.
5. A member shall not issue a false statement or false information even though directed to do so by employer or client.

ARTICLE III. RELATION OF PROFESSIONAL TO EMPLOYER AND CLIENT

1. A member shall protect, to the fullest extent possible, the interest of their employer or client insofar as such interest is consistent with the law and their professional obligations and ethics.
2. A member who finds that their obligations to their employer or client conflict with their professional obligations or ethics should have such objectionable conditions corrected or resign.
3. A member shall not use, directly or indirectly, any employer's or client's information in any way which would violate the confidence of the employer or client.
4. A member retained by one client shall not accept without client's written consent, an engagement by another if the interests of the two are in any manner conflicting.
5. A member who has made an investigation for any employer or client shall not seek to profit economically from the information gained, unless written permission to do so is granted, or until it is clear that there can no longer be a conflict of interest with the original employer or client.
6. A member shall not divulge information given to them in confidence.
7. A member shall engage, or advise their employer or client to engage, and cooperate with, other experts and specialists.
8. A member shall not accept a concealed fee for referring a client or employer to a specialist or for recommending professional service other than their own.

ARTICLE IV. RELATION OF PROFESSIONALS TO EACH OTHER

1. A member shall not falsely or maliciously attempt to injure the reputation of another.
2. A member shall freely give credit for work done by others to whom the credit is due and shall refrain from plagiarism in oral and written communications, and not knowingly accept credit rightfully due another person.
3. A member shall not use the advantages of salaried employment to compete unfairly with another member of their profession.

4. A member shall endeavor to cooperate with others in the profession and encourage the ethical dissemination of technical knowledge.
5. A member having knowledge of unethical practices of another member shall avoid association with that member in professional work.

ARTICLE V. DUTY TO THE PROFESSION

1. A member shall aid in exclusion from certification those who lack moral character, who have not followed this Code of Ethics, or who do not have the required education and experience.
2. A member shall uphold this Code of Ethics by precept and example and encourage, by counsel and advice, other members to do the same.
3. A member having positive knowledge of deviation from this Code by another member shall bring such deviation to the attention of the Board of Directors.

** Adapted for Wisconsin Association of Professional Agricultural Consultants from ARCPACS Code of Ethics.