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Revised and Approved by Council of Judges.

July 2, 1974
January 14, 1976
February 11, 1977
January 18, 1982
February 15, 1985
July 12, 1985
April 1, 1987
September 21, 1987
April 15, 1988
February 27, 1989
August 21, 1989
February 28, 1990
March 4, 1991
February 3, 1993
September 25, 1995
May 3, 1996
March 17, 2000
October 29, 2001
October 16, 2003
March 11, 2004
December 11, 2009
December 23, 2013 (will change to January date of approval)

All-America Selections, founded in 1932, is an educational, nonprofit organization for evaluating new home garden edibles and ornamentals from around the world.
APPLICATION FOR CHARTER
COURT OF COMMON PLEAS

In and for the County of Dauphin
Commonwealth of Pennsylvania

ARTICLES OF INCORPORATION
ALL-AMERICA SELECTIONS

In compliance with the requirements of the Act of the General Assembly of the Commonwealth of Pennsylvania, relating to nonprofit corporations (Act. No. 105) approved May 5th, 1933, as amended, the undersigned, three of whom are citizens of Pennsylvania, have associated themselves together for the purposes of hereinafter specified and desire that they may be incorporated according to law, and hereby certify:

1st. The name of the Corporation shall be: All-America Selections, of Harrisburg, Dauphin County, Pennsylvania.

2nd. The location and Post Office address of its initial registration office in this Commonwealth is 202 Crescent Street, Post Office Box 675, Harrisburg, Dauphin County, Pennsylvania.

3rd. The purposes of the Corporation are:

(a) To foster the development, production and distribution of new and better horticultural and agricultural varieties, species, strains and kinds in and for North America.

(b) To foster the establishment and maintenance of trial grounds, test and demonstration gardens in the United States of America and in the Dominion of Canada and in other locations, for the purpose of testing, judging, rating and demonstrating new and undisseminated varieties, species, strains and kinds and acquainting the people with the most worthy varieties, species, strains and kinds and their uses, as and when they are ready for introduction.

(c) To award, recommend and publicize new varieties, species, strains and kinds of sufficiently high standards, according to their general or sectional adaption, use and perfection, as found in the All-America Selections trial grounds and test gardens.

4th. This Corporation shall have the power to have perpetual succession by its corporate name.

5th. The number of Directors of the Corporation is seven (7) and the names, residences and Post Office addresses of the persons who are appointed to act until the first annual meeting of the members of the Corporation, or until the election and qualification of their successors, are as follows, to wit:

W. Ray Hastings, 4431 N. Front St., Harrisburg, Pa.
Earle I. Wilde, State College, Pa.
W.L. Odland, State College, Pa.
Harm Drewes, Rochester, Michigan.
Harold S. Ross, Hingham, Massachusetts.

6th. To operate on a non-stock basis.

7th. To commence operations as a Corporation without real or personal property except for office equipment and for fees and voluntary subscriptions collected and which are valued at ($12,085.30) at the time of filing this application.

8th. To lawfully regulate the affairs of the Corporation, including restrictions upon the power to amend all or any part of these articles, the authorization and qualification of its members, the voting rights, the amounts of dues and fees, the election or appointment and duties of Officers, Directors, Judges and Agents, as set up, and which may be amended, in the By-Laws of the Corporation.

9th. To operate as a Corporation which does not contemplate pecuniary gain or profit to its members, according to its By-Laws, and which shall not be at variance with the laws of the Commonwealth of Pennsylvania nor of the United States of America.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 14th day of May, 1948 (Hastings, Wilde, Odland, Baker, Drewes, Ross, Clissold.)

Submitted by:

W. RAY HASTINGS, Secretary
Box 675, Harrisburg, PA

Amendments Submitted by:

DEREK FELL, Secretary
Box 1, Gardenville, PA (1974)

JAMES W. WILSON, Secretary
Los Altos, CA (1976-1977)

KATHY ZAR-PEPPLER, Secretary
Sycamore, IL (1982)

NONA WOLFRAM-KOIVULA, Executive Director
Willowbrook, IL (1985)

NONA WOLFRAM-KOIVULA, Executive Director
Downers Grove, IL (1990)

DIANE M. BLAZEK, Executive Director
Downers Grove, IL (2013)
DEFINITIONS

As used herein, the following terms shall have the following meanings, unless the context requires otherwise:

1.01 “Annual Meeting” shall mean the yearly meeting of the American Seed Trade Association, edible and ornamental division.

1.02 “Council” shall have the meaning as defined in Article I, Section 1.

1.03 “Combined Judges Committee” shall be defined as in the Policies and Guidelines of All-America Selections.

1.04 “Judges” shall mean AAS Trial Judges group, the members shall not be less than twenty in number.

1.05 “Officers” shall mean the President, Vice-President, Treasurer and Past-President.

1.06 “Provisional Judges” shall mean trial managers that have been approved by the AAS Board of Directors as future AAS Judges but are in their first, probational season of judging.

1.07 “President” shall mean the officer as defined in Article II.

1.08 “Vice-President” shall mean the officer as defined in Article II.

1.09 “Treasurer” shall mean the officer as defined in Article II.

1.10 “Past-President” shall mean the Officer as defined in Article II.

1.11 “Board of Directors”, or “Board” shall mean the ten-member group of industry representatives as defined in Article III, Section 2.

1.12 “Director(s)” shall mean a member of the Board of Directors.

1.13 “Executive Committee” shall be made up of the current Officers of AAS and the Executive Director.

1.14 “Quorum” shall mean either 100% of the members of the Council or twenty member of the Council, which ever is greater, either present or represented by proxy.

1.15 “Trial Ground” shall mean a physical location where an official AAS trial is conducted.

1.16 “Trial Ground Judges” shall mean the trial managers who have been promoted from Provisional Judge status to a Judge.
1.17 “Entry” shall mean an actual new variety that has been submitted to AAS for trialing. It remains an entry until it either: 1) Does not score high enough to win; 2) scores high enough to win but does not meet criteria so it goes into holdover status; or 3) Scores high enough to become a winner and meets criteria so it is introduced as an AAS Winner.

1.18 “Entrant” shall mean the breeder or breeding company responsible for the Entry.

1.19 “AAS Winner” shall mean an entry that has been submitted to AAS for trialing, has scored high enough to become a winner and meets criteria so it is introduced as an AAS Winner, an AAS Gold Medal Winner, or such other award winner as may be detailed in the Policies and Guidelines.

1.20 “AAS Regional Winner” shall mean an entry that has been submitted to AAS for trialing, has scored high enough in one or more regions to become a Regional Winner and meets criteria so it is introduced as an AAS Regional Winner, as detailed in the Policies and Guidelines.

1.21 “Holdover” shall mean an Entry with a high enough score to be an AAS Winner but does not meet the above criteria for introduction of the Entry.

1.22 “Home Garden Industry” as used herein shall be composed of three segments: 1) The farmer’s market growers who sell produce via local farmer’s markets, direct to the consumer; 2) Seed packet and mail order companies who sell product direct to consumers via mail order or through seed packets at retail; and 3) The bedding plant industry who buys the seeds to grow into transplants that are then sold to consumers as transplant via retail outlets.

1.23 “Nominations Committee” shall have the meaning as set forth in the Policies and Guidelines of All-America Selections.

1.24 “Standing Committees” shall mean all of those committees identified in the Policies and Guidelines of All-America Selections.

1.25 “AAS Assessments” shall mean assessments on AAS Winners sold for the Home Garden Market and using AAS Trademarks. Assessments are calculated as a 10% royalty on the net sales of AAS Winners in the United States and Canada, which shall cover AAS' license fee for use of AAS Trademarks.

1.26 “AAS Trademarks” shall mean U.S. trademark registration numbers 1,368,393; 2,644,413; 3,425,292; 3,425,295; and Serial Number 85/937,392 and any common law trademark rights acquired by AAS in the United States and Canada.

1.27 “Bedding Plant Trial” shall mean an AAS trial for those Entries that are cultivated for planting in the landscape, garden, or large containers.

1.28 “Cool Season Trial” shall mean an AAS trial for those Entries that are cultivated in the cooler times of the year, spring or fall.

1.29 “Ornamental Trial” shall mean an AAS trial for those Entries that are ornamental and propagated by sexual means, such as seed.
1.30 “Vegetative Ornamental Trial” Shall mean an AAS trial for those Entries that are ornamental flowers and mainly propagated by asexual means, such as vegetative cuttings.

1.31 “Edible Trial” shall mean an AAS trial for those Entries that are cultivated for their edible parts.

1.32 “AAS Gold Medal Winner” shall mean those AAS Winners that have achieved a breakthrough in breeding to receive a gold medal award.
Article I

Governing Bodies

SECTION 1. The affairs of All-America Selections (herein “AAS” or also known as “Corporation”) shall be conducted by a Council, the members of which shall not be less than twenty in number. The members of the Council shall be engaged in agriculture or horticulture pursuits. The Council will be composed of the Judges and the Board of Directors.

SECTION 2. Members of the Council may act as Judges and shall be subject to all duties, rules, and regulations as may be prescribed by the By-Laws of this organization. Provisional Judges shall be nominated by the Combined Judges Committee and approved by the Board of Directors on behalf of the Council.

SECTION 3. The Council shall be empowered to adjust its composition except as provided in ARTICLE I, SECTION 1, and to make replacements by a two-thirds vote at any regularly called meeting, at which a Quorum is present, of the Council.

SECTION 4. The Officers of AAS shall consist of a President, Vice-President, Treasurer, and Past President, provided that the Council may, if deemed advisable, elect one or more additional officers, giving them suitable titles and employ such persons as may be necessary to carry out the purposes of the organization.

SECTION 5. There shall be a regular annual meeting of the Council which preferably shall be held at, or convenient to, a place and time for a majority of member of the Council. At that meeting reports of Officers shall be submitted, annual election of Officers shall be held, and any other business transactions pertinent to the Council shall be acted upon. Should extraordinary conditions require, the Board of Directors may direct that election of Officers shall be by mail or electronic ballot and it may direct any other business to be submitted to the Council for mail or electronic vote through the use of electronic balloting.
Article II

AAS Officers

SECTION 1. The Officers shall be approved by a majority vote of the Council present at the Annual Meeting or by mail or electronic ballot, as provided for in ARTICLE 1, SECTION 5. Officers shall hold office until their successors have been elected and are ready to assume the duties of office.

The AAS Officers are composed of a President, Vice-President, Treasurer, and immediate Past President. The term limit for each office is two years, with the exception of the Treasurer, whose term limit is three years. The following list shows the succession of each Officer following each term:

- current Vice-President shall succeed to new President
- current President shall succeed to new Past President
- current Past-President rotates off the Board
- a new Vice-President will be recommended by the Nominations Committee.
- at the end of the Treasurer’s three year term, a new Treasurer will be recommended by the Nominations Committee.

SECTION 2. The President shall preside at all meetings of the Council and of the Board of Directors. The President shall appoint all committees or task forces not otherwise provided for. He/she shall execute the will and decisions of the Council and of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall make an annual report to the Council. These duties and other duties of the President are referenced in the Policies and Guidelines of All-America Selections.

SECTION 3. The Vice-President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President, until the President shall resume the President’s duties, or the President’s successor is chosen and is qualified. On death, resignation or disqualification of the President, the Vice-President shall be President for the unexpired term and until a regularly elected President shall qualify for the office. These duties and other duties of the President are referenced in the Policies and Guidelines of All-America Selections.

SECTION 4. The Treasurer shall be responsible for the accountability of all funds received by and dispensed for the Corporation. The Treasurer and Executive Director will also ensure that the Corporation is following generally accepted accounting principles.

1. The Treasurer shall be authorized to sign checks drawn against the funds of the organization for expenditures authorized by the Board of Directors and shall be able to give such satisfactory surety bond for the faithful performance of the Treasurer as the Board of Directors may require, the arrangement for and expense of any bond to be borne by the organization; and the Treasurer shall, on ceasing to hold office, surrender to the Treasurer’s successors in office, when qualified, or to such other person as the Board of Directors shall designate, all monies, books, papers, electronic documents and other property of the organization under the Treasurer’s control.

2. The Treasurer shall make to the President and to the Board of Directors reports relating to the affairs of the Treasurer’s office and the funds of the organization as often and in such manner as they may require.
3. The Treasurer will submit financial reports prepared by the AAS Accountant, for the appropriate time period preceding the bi-annual meetings. The Treasurer shall prepare an annual statement to submit to the Council at the Annual Meeting.

4. The Treasurer will work with the Executive Director to prepare and present a 3 year estimated budget to the Board of Directors to be used for long range planning.

5. In the event of dissolution of the Corporation, the Treasurer will oversee meeting all outstanding financial obligations, and all remaining funds possible will be spent for publicizing AAS Winners still in the trade as selected by the Board of Directors. Any other remaining assets of AAS, also known as the Corporation, are transferable to the National Garden Bureau.

6. These duties and other duties of the Treasurer are referenced in the Policies and Guidelines of All-America Selections.

SECTION 5. In the event that the immediate Past President cannot serve, the most recent qualifying Past President would be asked by the President to serve as immediate Past President. This duty and other duties of the Past President are referenced in the Policies and Guidelines of All-America Selections.

SECTION 6. The Executive Director will attend all meetings of the Council and the Board of Directors and may act as Secretary for both the Board of Directors and Council. The Executive Director will have voice on all matters before the Board of Directors, but no vote. The Executive Director will conduct the correspondence relating to the Executive Director’s department, register all Entries and prepare or attend to proper information and publicity for AAS Winners. The Executive Director shall be custodian of the records and fixed assets of the Council and shall have the power to make, under the direction and subject to the approval of the President and the Board of Directors, all contracts for and in the name of the Council or Corporation. The Executive Director may serve as secretary ex-officio of all committees and the Executive Director shall perform such other duties as shall be assigned to the Executive Director by the President or the Board of Directors. The Executive Director shall exercise supervision over the general offices and the employees of the organization. The Executive Director shall see that the wishes of the Council, as expressed at its proper meetings, are carried out. The Executive Director shall receive and refer to the Council or any of its Committees or the Board of Directors for its consideration, complaints and requests from members desiring the assistance or action of the Council. These and other duties of the Executive Director are referenced in the Policies and Guidelines of All-America Selections.

SECTION 7. AAS will either provide the physical office or supply the funds necessary to maintain a physical office for AAS headquarters from which the Executive Director and staff will operate.
AAS Board of Directors

SECTION 1. The Board of Directors shall constitute the governing body of the Council.

SECTION 2. There shall be a Board of Directors composed of six members and the four Officers. Two members of the Board of Directors shall be elected each year at the Annual Meeting of the Council. The term for a member of the Board of Directors shall be three years. A member of the Board of Directors may serve a maximum of two successive terms. Each member of the Board of Directors shall serve on the Board of Directors until their successors have been elected. The number of members of the Board of Directors may be increased at any time by a two-thirds vote of the Council. The President shall serve as the chairperson of the Board of Directors.

SECTION 3. A majority of the Board of Directors shall be employed by horticulture breeding and/or distribution companies. Directors of the Board of Directors shall be selected for their knowledge of, experience in, and interest in professional horticulture. A minimum of 1/3 of the Board of Directors shall also serve as a Judge. Any Board of Director member who changes employment shall submit his/her resignation to the President and to the Executive Director. Said resignation may be effective immediately or until the Board of Directors has appointed or approved a replacement. Past Board of Director members may be re-nominated at a later date if a Board of Director member conditions are met. A Board of Director member may resign at any time by submitting his/her resignation to the President and to the Executive Director. Any Board of Director member may be removed for cause by a majority vote of the Board of Directors present at any regular or special meeting at which there is a Quorum.

SECTION 4. In the event of a vacancy on the Board of Directors, the Nominations Committee shall present a nominee to the President who will name the new Board of Director member following approval by a majority of the Board of Directors. The newly appointed Board of Director member will serve the remaining term of the vacating Board of Director member. This Board of Director member may then be eligible to be nominated and elected for a full two successive terms (See Article III, Section 2.)

SECTION 5. The Board of Directors shall have the power to delegate to the Executive Committee the full power of the Board of Directors during the intervals between meetings of the Board of Directors; to fill all offices for the unexpired terms thereof; to exercise general supervision over the receipts and expenditures of AAS; to define the duties of its Officers other than as defined herein; and to do all other acts and things which it may deem to be to the interest of AAS.

SECTION 6. The Board of Directors shall hold its regular yearly meeting (date to be determined on a yearly basis) in conjunction with the Annual Meeting of the Council and may hold such other meetings as deemed necessary or as may be provided by the By-Laws. The President may, when the President deems necessary, or the Executive Director shall, at the written request of at least three Directors of the Board of Directors, issue a call for a special meeting of the Board of Directors, with ten days notice required for such special meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any of its meetings.
SECTION 7. The Board of Directors may, when occasion requires, by a two-thirds affirmative vote of the entire Council, authorize the borrowing of money of behalf of AAS to provide for the temporary needs of AAS for no more than two years and to be reviewed at each Board of Directors meeting until the debt is paid. At all other times the Board of Directors shall determine and administer the current expense of operations of AAS.

SECTION 8. The Board of Directors shall have the power to designate such special committees or task forces, other than the ones provided for, as it may deem necessary to protect and further the interests, purposes, and objectives of AAS. Members of such committees shall be appointed by the President subject to the approval of the Board of Directors, and need not be members of the Council.
Standing Committees

There shall be a number of Standing Committees as identified in the Policies and Guidelines of All-America Selections. The purpose of the Standing Committees shall be to help further the growth and development of AAS as an organization and a brand. The Council shall be informed on an annual basis of these Standing Committees and their functions.
Meetings

**SECTION 1.** There shall be a regular annual meeting of the Council which preferably shall be held at, or convenient to, a place and time for a majority of members of the Council. At that meeting, reports of Officers shall be submitted, annual election of Officers shall be held, and any other business transactions pertinent to Council shall be acted upon.

**SECTION 2.** Additional meetings may be planned through the course of the year as outlined in the Policies and Guidelines of All-America Selections. The Board of Directors may use this opportunity to hold a Board of Directors meeting.

**SECTION 3.** Additional Board of Directors meetings may be called on an as needed basis, including teleconference calls.
**Article VI**

**Definition of Entries**

**SECTION 1.** Seed propagated edible varieties which have never been sold and delivered to the North American Home Garden Industry shall be eligible for entry and trial in AAS' Edible Trials, and be considered as a potential AAS Winner. Entries in AAS’ Edible Trials will be judged during the evaluation period as set by the Combined Judges Committee as set forth in the Policies and Guidelines of All-America Selections.

**SECTION 2.** Seed propagated ornamental varieties which have never been sold and delivered in the North American market shall be eligible for entry and trial in AAS' Ornamental and Bedding Plant Trials, and be considered for an award. Entries in AAS’ Ornamental and Bedding Plant Trials will be judged during the evaluation period as set by the Combined Judges Committee as set forth in the Policies and Guidelines of All-America Selections.

**SECTION 3.** Vegetatively propagated ornamental varieties which have never been sold and delivered in the North American market shall be eligible for entry and trial in AAS' Vegetative Ornamental Trials, and be considered for an award. Entries in AAS’ Vegetative Ornamental Trials will be judged during the evaluation period as set by the Combined Judges Committee as set forth in the Policies and Guidelines of All-America Selections.

**SECTION 4.** The Council shall accept samples of all Entries as defined in Article VI, Section 1, 2 and 3 for the purpose of determining their value to home gardens, which will be determined by the Council. The Council shall expect Entrants to follow the AAS Policies and Guidelines regarding Entries, a written document or writing to be provided to Entrants by AAS.

**SECTION 5.** The Executive Director shall be responsible for recording Entries according to name and parties submitting the Entries for trials. An entry fee may be charged according to the needs and best interests of AAS. This amount may be determined and changed from time to time by the Board of Directors and approved by Council, provided that no change shall apply retroactively.

**SECTION 6.** The Executive Director shall manage the delivery of equally divided samples of Entries for trials to the AAS Trial Grounds, under trial code and with such other information required for comparison and special culture only. No indication of the name of the Entrant shall appear on the samples or accompanying lists. These samples shall be sent to the Judges for trials in advance of the planting season. The Council shall name a closing date for receiving Entries according to the Policies and Guidelines of All-America Selections, after which Entries may be refused for that year or planting season.
Judging AAS Entries

SECTION 1. The various trial comparison committees as set forth in the Policies and Guidelines of All-America Selections shall determine the final comparisons to be grown with the Entries for the purpose of providing the most realistic opportunities for trial evaluation, and shall submit their recommendations according to the due dates set forth by the Council or in the Policies and Guidelines.

SECTION 2. To the best of their abilities and judgment, the Trial Ground Judges shall be responsible for planting Entries and comparisons for trials; observe and note the trials through maturity and report results, opinions and other observations to the Executive Director, in writing or electronically, by the due dates set forth by the Council or in the Policies and Guidelines.

SECTION 3. Points or votes shall be given to Entries for merit and usefulness to home gardeners according to the system determined (see Policies and Guidelines), and which may be changed from time to time. The Trial Ground Judges shall enter their recommendations from the trials on official electronic voting forms or official electronic points scoring sheets sent to them by the Executive Director for this purpose. Copies of completed forms may be sent to an outside auditing agency (herein “Auditing Agency”), selected by the Board of Directors, for tallying, and to the Executive Director. The tally of votes from the Auditing Agency, with the Executive Director then determining the average point scores from the tally, shall be delivered to the Board of Directors in accordance to the dates set forth in the Policies and Guidelines.

SECTION 4. The Executive Director shall receive the voting forms or scoring sheets from the Judges and shall also tabulate the points or votes for each Entry. From the completed tabulations, the Board of Directors shall determine which, if any, Entries shall be designated as an AAS Winner or an AAS Regional Winner. The Board of Directors shall be guided, but will not be bound, by the tabulations. The Entrants entering an Entry which is designated as an AAS Winner or Regional Winner shall be promptly notified of such award. Entrants shall give full information regarding stocks and crop reports to ascertain whether there may be expected a reasonable amount of product for dissemination, as set forth by recommendations from the Policies & Guidelines Committee. The Executive Director shall announce the AAS Winner(s) or Regional Winner(s) for the year of introduction and shall immediately inform the industry. (See the Policies and Guidelines)

SECTION 5. Companies who donate seed for comparison varieties for the AAS Trials will receive the end-of-season scores and evaluation comments (in aggregate) from the AAS office at the end of the trialing season, after AAS Winners and Regional Winners are announced. Individual Judge’s scores and comments will not be shared. Only score averages by region and all combined comments will be communicated to keep the Judges’ evaluations confidential to the Entrants.

SECTION 6. The Executive Director is responsible for disseminating information on AAS and AAS Winners and Regional Winners each year, for the benefit and enlightenment of home gardeners and commercial growers. Assistance towards this publicity may be given in preparing articles, furnishing digital images and other services. Media, lecturers and speakers may be encouraged and assisted to write and speak of AAS and AAS Winners and Regional Winners.
AAS Winner Criteria, Introduction and Promotion

SECTION 1. Once an Entry becomes an AAS Winner or Regional Winner, Entrants shall obligate themselves to offer a generous and reasonable amount of product, direct or through regular North American distribution channels, to trade professionals at wholesale levels in order that they may cooperate in offering and promoting AAS Winners and/or Regional Winners. The public will be asked to purchase AAS Winners and Regional Winners from their usual sources, and resellers must have ample opportunity to purchase them for introductory sales.

SECTION 2. All AAS Winners must meet the criteria for introduction as set forth in Division VIII, section 2 of the Policies and Guidelines of All-America Selections before it can be introduced and promoted.

SECTION 3. Any Entry with a high enough score to become a AAS Winner or Regional Winner, but does not meet the above criteria for introduction is considered a Holdover. The Holdover shall have three years to meet criteria for introduction. Details of Holdovers are described in Division VIII, section 3 of the Policies and Guidelines of All-America Selections.

SECTION 4. The introduction and promotion of AAS Winners and Regional Winners by AAS and the industry will follow the Policies and Guidelines of All-America Selections described in Division VIII, section 4.
Article IX

Financial Responsibility

SECTION 1. The Board of Directors shall be responsible for managing AAS’ financial activities. This includes supporting the Executive Director and Treasurer in the preparation and adoption of annual budgets, and any other obligatory financial requirements, for each Fiscal Year (defined as January 1 to December 31), which then must be approved by the Board of Directors.

SECTION 2. The Board of Directors shall be responsible for determining the Entry Fee and AAS Assessments.

SECTION 3. The Board of Directors shall approve the selection of banks, investment firms, and external accountants.

SECTION 4. The Council will be informed of AAS’ financial status at the annual meeting of the Council.
Article X

Liability, Conflict of Interest, and Indemnification

SECTION 1. The Council shall depend on Entrants to furnish correct information regarding their Entries, but neither AAS, the Council nor AAS members shall in no way be liable nor will it accept or assume any responsibility as to the truth or authenticity of name, ownership or any other matter given out or published regarding any variety, species, strain or kind, it may accept for registration, trial, award, or other recommendation.

SECTION 2. Neither AAS, the Council or its members shall in any way be liable for loss of any trial samples through any agency or agencies beyond it or their control.

SECTION 3. Conflicts of Interest. (a) In the event that any Director has a conflict of interest that might properly limit such Director’s fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. “Conflict of interest,” shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation. (b) No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

SECTION 4. Indemnification. Unless otherwise prohibited by law, the Corporation may indemnify any Director or Officer or any former Director or Officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding that arose from under their scope of duty to the Corporation to which he or she is made a party by reason of being a Director, Officer, or employee or a past Director, Officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, Officer, or employee. However, such Director, Officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article. The Board of Directors may also authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred by him which arises out of such person’s status as a Director, Officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.
**Article XI**

**Amending By-Laws**

**SECTION 1.** The Board of Directors may, by majority vote of the whole Board, propose to alter, amend, make new or repeal these By-Laws at any regular or special meeting, provided notice of such making, alteration, amendment or repeal has been given to each Director at least ten (10) days prior to such meeting, or that such notice has been waived. Any such proposals may be submitted to the Policies and Guidelines Committee for consideration and recommendation, but such submission, consideration and recommendations are not obligatory. The Board of Directors shall submit to the members of the Council any Board approved proposals to alter, amend, make new, or repeal these By-Laws either by letter or electronic ballot or at any regular meeting. The submitted proposals shall be stated in a form approved by the Board of Directors. If by letter or electronic ballot, not less than 15 days nor more than 21 days shall elapse between the mailing of such letter or electronic ballot and the closing of the poll thereon. If at a regular meeting, the proposals must have been sent to each Council member 15 days prior to such a meeting. The ballots cast shall be counted by the Executive Director, unless tellers are appointed by the President. An affirmative vote of two-thirds of the Council shall be and constitute a binding instruction to the Officers of All-America Selections, which they must obey.