

## **Recommended Consolidation Plan**

Draft 5-8-09

This document is a recommended consolidation plan developed by the Consolidation Task Force and supported by the Executive Boards of the Association of Official Seed Analysts and the Society of Commercial Seed Technologists. Please remember that this is a draft plan and will evolve with member input.

The consolidation effort has been under way for three years. Members of AOSA and SCST have been given many opportunities to participate in the development of the new organization. A history of the consolidation process is included at the end of this document (Appendix A).

At the annual meeting in Fort Collins the members of AOSA and SCST will be asked to consider a motion that will send every voting member a ballot to approve or disapprove the transfer of membership, funds and assets to the new organization (i.e., dissolving the two existing organizations and forming one organization). The motion will not merge the organizations but will give permission to send a ballot to all voting members of AOSA and SCST seeking approval for the merger. The motion to send the ballot must be approved by a simple majority of the voting members of both organizations present and voting at the annual meeting.

The balloting method, as described in the motion (if approved) will provide every voting member the opportunity to vote on this important issue, regardless of ability to attend the annual meeting. The ballot will also state that in the event that one organization does not approve this ballot measure then the vote is null and void and AOSA and SCST will continue to exist as independent organizations. The ballot measure must pass both organizations by a 2/3 majority of returned ballots.

The Task Force feels that this is the appropriate way to handle the vote for consolidation and does not conflict with either organization's current Constitution & Bylaws. The SCST C&B does not have any provisions for dissolution. The AOSA C&B includes the following information regarding dissolution:

### **ARTICLE IX - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Association, the Executive Board shall distribute the assets and accrued income to one or more organizations as determined by the Executive Board, but which organization shall meet the limitation prescribed in subsections (a), (b), and (c) inclusive of Article VIII.

The Task Force recommends that a sample ballot be provided to AOSA and SCST members at the joint Long Range Planning meeting in Fort Collins.

## **Recommended Consolidation Plan for Elected Officers**

The Consolidation Task Force believes that the present leadership of the Society of Commercial Seed Technologists and the Association of Official Seed Analysts should transition into leadership of the Consolidated Association. Officers that have been elected to positions in the two associations should continue in those positions until their terms of office have been completed.

### **Presidents and Vice Presidents Progression**

The Consolidated Association will have co-presidents for the next four years (2009-2010, 2010-2011, 2011-2012, and 2012-2013 years). The terms of the presidents that will be taking over in 2009 (Mike Stahr, Doug Miller) and vice presidents elected in 2009 (elections underway) would be completed by 2013. The Vice President elected in 2011 would become president in 2013-2014 and complete his/her term in 2014-2015. From then on a vice president would be elected in odd numbered years.

### **Directors Progression**

The Consolidated Association will have seven (7) Directors. The first year (2009-2010) of the new association there will be ten Directors as one of the Directors will become president. In 2010 we will need to elect one Director and with the expiration of four Directors terms, there will be seven Directors in 2010-2011. During the election in 2011 we will need to elect one Director for a two year term and two Directors for three year term. By doing this it will allow an election progression of electing three Directors the next year, then two Directors for the next two years and then back to electing three Directors. In other words we will have a progression of electing three Directors, two Directors, two Directors and then the progression will start over. By 2013 all of the Directors elected by the two original associations will have served their terms.

### **Summary of Plan**

This plan will allow for a smooth transition for the elected officers of the two associations to transition into the consolidated Association. Having co-presidents will allow these two individuals to work together and be sure that the desires and needs of both associations are being considered during the early years of the consolidated Association. Based on this plan we will have co-presidents until our annual meeting in 2013.

The joint Executive Board will also be able to discuss the concerns of both associations and develop procedures for operations of the Consolidated Association that best represents both associations

The elected officers of the two associations have been elected to serve their associations and should be the best individuals to oversee the transition to a Consolidated Association and will best represent all members. This procedure will also help to alleviate the fears that members of one or the other association could dominate the leadership of the Consolidated Association during the transition years.

## **Appendix A. Consolidation Time Line**

The Task Force recommends the following timeline for continuing the consolidation effort.

**May 2009-** Consolidation Task Force will distribute the revised draft C&B to all AOSA and SCST members, as well as industry stakeholders: ASTA, AOSCA, AASCO, etc.

**June 2009-** AOSA and SCST members will have the opportunity to discuss the draft C&B, consolidation plan and budget during two sessions: the open Consolidation Draft Constitution & Bylaws Discussion (Tuesday June 2, 12:30-1:30pm) and the Long Range Planning Session (Thursday June 4, 9:00am-12:00pm). During the AOSA and SCST business meetings members will be asked to vote on whether or not to send all AOSA and SCST members a consolidation ballot. It is important for every AOSA and SCST members to have the opportunity to vote on whether or not to join the new organization regardless of whether they plan to attend the annual meeting. The purpose of the vote at the annual meeting is not a vote for consolidation but instead a vote to create and distribute a ballot for consolidation. All members will have the opportunity to participate in this process.

If the ballot motion does not pass the AOSA and SCST Executive Board's will re-evaluate the consolidation effort.

**If the ballot motion passes the following steps will be taken:**

**July 2009-** A revised draft copy of the C&B will be distributed to all AOSA and SCST Members to review.

**August 2009-** A ballot and printed copy of the C&B will be sent to all AOSA and SCST voting members. Ballots must be returned within 60 days. Email notices will be sent to remind members to return the ballot.

If the ballot measure does not pass the AOSA and SCST Executive Board's will re-evaluate the consolidation effort.

**If the ballot measure passes the following steps will be taken:**

**October 2009-** A logo design competition for the new organization will be announced, guidelines for key logo components will be provided.

**October/November/December 2009-** The board will work with the accountant and lawyer to make the transition to a merged organization.

**January 1, 2010-** Merger finalized.

## **History of Consolidation Effort**

### **1995**

- Collaboration Committee is established to study areas in which the two associations could establish stronger bonds and share resources.

### **1996**

- Collaboration committee recommends that their report is a starting point for discussions between AOSA and SCST to determine the most relevant, efficient and useful ways to respond to together to changes in the market place. (view report on-line at <http://www.seedtechnology.net/Consolidation.htm> or <http://www.aosaseed.com/Consolidation.htm>)

### **1997-2002**

- Collaboration committee recommends that the following publications and committees be combined: Journal, Newsletter, Handbook, Legislative, Research, Referee, and Meeting Place.
- Since this initial effort most AOSA and SCST technical committees have been combined or include multiple members of both organizations.
- The AOSA and SCST Executive Boards meet annually to discuss common interests.

### **2003-2005**

- An ad-hoc AOSA-SCST Rules Voting committee is established to develop a procedure for both associations to vote to adopt Rules.
- The procedure proposed by the Rules Voting committee was adopted in 2005. (view report on-line at <http://www.seedtechnology.net/Consolidation.htm> or <http://www.aosaseed.com/Consolidation.htm>)

### **2006**

- A joint AOSA-SCST taskforce is established to explore the pros and cons of consolidation and to propose a consolidated organization structure for consideration and discussion by the joint membership.
- Task force members: Wayne Guerke, Chairman, Janine Maruschak, CFIA Saskatoon Seed Laboratory, Deborah Meyer, California State Seed Laboratory, Doug Miller, Illinois Crop Improvement Association, Larry Nees, Indiana State Seed Laboratory, Michael O'Neil, Pioneer Hi-Bred Int'l., Inc.
- Formation of the Consolidation Task Force is announced at the ASTA, AOSCA, AASCO, CSAAC meetings.

### **2007**

- The taskforce presented a summary of the history of collaboration between AOSA and SCST, a detailed review of the organization's mission, purpose, and strategic goals. The result of this review was a recommendation to consolidate.

- A draft C&B outline is presented during the joint long range planning session. During the AOSA and SCST business meetings both organizations passed motions supporting the continued exploration of consolidation by the taskforce. (view report on-line at <http://www.seedtechnology.net/Consolidation.htm> or <http://www.aosaseed.com/Consolidation.htm>)
- An update on the consolidation effort is given at the ASTA, AOSCA, AASCO, CSAAC and ISTA meetings.
- Dr. Wayne Guerke provides a detailed presentation on the consolidation effort at the AASCO annual meeting.

## 2008

- Dr. Loren Wiesner was asked to chair the taskforce following Dr. Guerke's retirement.
- Draft C&B published in the February Newsletter.
- A survey, including three name options for the consolidated organization sent to all AOSA and SCST members in April.
- Straw poll sent to all SCST and AOSA members. Results: 82% of SCST members and 73% of AOSA support the continuing development of a model for a consolidated organization.
- Consolidation is discussed during the joint long range planning committee meeting. (view report on-line at <http://www.seedtechnology.net/Consolidation.htm> or <http://www.aosaseed.com/Consolidation.htm>)
- AOSA and SCST unanimously pass motions supporting the continuation of the consolidation task force effort.
- An update on the consolidation effort is given at the ASTA, AOSCA, OECD, CSAAC and ISTA meetings.
- Anita Hall provides a presentation on the consolidation effort at the AASCO annual meeting. A resolution in support of the consolidation effort was passed at the Southern Seed Control Officials regional meeting.
- Task force develops webpage of mission and vision of consolidated organization and benefits of the organization to the industry and to the members. (view report on-line at <http://www.seedtechnology.net/Consolidation.htm> or <http://www.aosaseed.com/Consolidation.htm>)

## 2009

- The Task Force revises the draft C&B section by section, the draft will be circulated to the AOSA and SCST Executive Boards and AOSA and SCST Members prior to the annual meeting.
- The Task Force develops a detailed Consolidation Plan & Timeline for the AOSA and SCST Executive Boards and AOSA and SCST Members to review prior to the annual meeting.
- The Task Force develops a draft consolidated budget for the AOSA and SCST Executive Boards and AOSA and SCST Members to review prior to the annual meeting.
- The Task Force develops a draft consolidation ballot for review at the annual meeting.
- A presentation is prepared for the long range planning meeting at annual meeting.