

BYLAWS  
OF THE  
U.S. GRAINS COUNCIL

ARTICLE I

CORPORATE NAME

The name of this corporation shall be “U.S. Grains Council.”

ARTICLE II

PURPOSES

The purpose of the corporation shall be:

To create, develop, foster and promote markets for, and utilization of, feed grains and related, including value-added, products including but not limited to ethanol and/or co-products produced in the United States; to coordinate and direct the efforts of feed grains producers and agricultural business interests into a unified market development program for feed grains; to cooperate with organizations, now existing or hereafter established in the United States or in foreign countries, having similar objectives and which directly or indirectly represent or are associated with those engaged in the production, use or distribution of feed grains or related interests; to cooperate with departments or agencies of local, state, federal and foreign governments charged with responsibilities relating to feed grains or having a direct or indirect interest therein; and, in general, to engage in all activities permitted by law to accomplish the purposes and attain the objectives described above. The corporation shall not engage in grain merchandising, and shall not engage in legislative lobbying.

ARTICLE III

OFFICES

The principal office of the corporation shall be in Washington, D.C. It shall have and continuously maintain a registered office and a registered agent in the state of Illinois whose address shall be identical. It may have such other offices at such other places as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERS

*Section 1. Classes of Members*

There shall be the following classes of members:

- (a) Agricultural business, including but not limited to: exporters of feed grains; organizations representing hybrid corn, grain sorghum and barley seed production; organizations representing cooperative and private grain elevators; organizations representing transportation; organizations representing agricultural financing and servicing; organizations representing ethanol production and value added products, merchandising, trading, co-products, equipment manufacturing and producer organizations, manufacturers of feed, feed supplements, feed additives, chemicals and fertilizers; manufacturers of related, including value-added, products; and manufacturers of agricultural machinery and equipment. Class (a) memberships shall be further classified as follows:
- (1) Regular agricultural business membership. This category shall apply to any class (a) member other than a class (a) member that qualifies for and chooses to come within category (2) or (3) below.
  - (2) Small agricultural business membership. This category shall be available to any class (a) member engaged in grain merchandising that has less than \$100 million in gross sales from all products and services, and any other class (a) member that has less than \$20 million in gross sales, during its fiscal year immediately preceding its membership year.
  - (3) Agricultural business introductory membership. This category shall be available for the first year of membership to any class (a) member that was not a member of the corporation during any of the preceding ten membership years.
- (b) Corn producer entities. Class (b) memberships shall be further classified as follows:
- (1) Corn producer checkoff entities.
  - (2) Corn producer organizations other than producer checkoff entities. Producer organizations (incorporated or unincorporated) eligible for membership in class (b)(2) shall represent actual producers of corn and shall not maintain warehousing or elevator facilities or transact actual buying and selling operations of corn.
- (c) Sorghum producer entities. Class (c) memberships shall be further classified as follows:
- (1) Sorghum producer checkoff entities.
  - (2) Sorghum producer organizations other than producer checkoff entities. Producer organizations (incorporated or unincorporated) eligible for membership in class (c)(2) shall represent actual producers of grain sorghum and shall not maintain warehousing or elevator facilities or transact actual buying and selling operations of grain sorghum.
- (d) Barley producer entities. Class (d) memberships shall be further classified as follows:

- (1) Barley producer checkoff entities.
- (2) Barley producer organizations other than producer checkoff entities. Producer organizations (incorporated or unincorporated) eligible for membership in class (d)(2) shall represent actual producers of barley and shall not maintain warehousing or elevator facilities or transact actual buying and selling operations of barley.
- (e) General Farm Organizations shall be defined as follows: including but not limited to state departments of agriculture, state departments of economic development, and state grain and feed associations and Farm Bureaus.

### *Section 2. Eligibility*

Any applicant interested in promoting and supporting the purposes and objectives of this corporation and who will contribute thereto, financially, in such amounts and under such terms and conditions as the Board of Directors may from time to time determine, shall be eligible for membership in the corporation. The Board of Directors may, from time to time, fix other rules and designate other requirements in determining eligibility for membership.

### *Section 3. Rights of Members to Appoint Delegates*

Members shall be entitled to appoint Delegates to the Board of Delegates as follows:

Each class (a)(1) member shall be entitled to appoint one Delegate for each \$8,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year.

Each class (a)(2) member shall be entitled to appoint one Delegate for each \$4,000.00 of funding to the Corporation and each class (a)(3) member shall be entitled to appoint one Delegate for each \$5,000.00 of funding to the Corporation.

Each class (b)(1), (c)(1), and (d)(1) member shall be entitled to appoint one Delegate for the first \$6,000 and one additional Delegate for each additional \$50,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year.

Each class (b)(2), (c)(2), (d)(2), and (e) member shall be entitled to appoint one Delegate for each \$3,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year.

The foregoing notwithstanding, each class (a)(1), (b)(1), (b)(2), (c)(1), (c)(2), (d)(1), (d)(2) and (e) member who was not a member during the most recently completed fiscal year shall be entitled to appoint one Delegate.

*Section 4. Admission*

Application for membership in the corporation may be made in such manner as the Board of Directors may from time to time determine, by any applicant that meets the eligibility requirements.

All applications for membership shall be presented to the Board of Directors for acceptance or rejection. The affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be required for the election of an applicant to membership.

*Section 5. Transfer*

Membership in the corporation is not transferable or assignable without the approval and consent of the Board of Directors.

*Section 6. Resignation*

Any member may resign from membership at any time. No resignation shall relieve the resigning member of the obligation to pay any dues for the year for which a commitment was made prior to the date of such resignation. All membership dues shall be nonrefundable and no member shall be entitled to the return of any portion of its dues upon resignation or termination of membership.

*Section 7. Termination*

Membership may be terminated by the Board of Directors in the event of any action on the part of a member adverse to the best interest of the corporation or not in accordance with its purposes or objectives. Before such termination, the Board of Directors shall give the member an opportunity to be heard at a meeting of the Board of Directors. Membership may also be terminated by the Board of Directors in the event of nonpayment of dues by any member, which event of nonpayment continues for more than 60 days following notice and demand for such payment by the corporation.

*Section 8. Dues*

The annual dues for membership in the corporation shall be:

- Class (a)(1) membership, \$8,000.
- Class (a)(2) membership, \$4,000.
- Class (a)(3) membership, \$5,000.
- Class (b)(1) membership, \$6,000.
- Class (b)(2)membership, \$3,000.
- Class (c)(1) membership, \$6,000.
- Class (c)(2) membership, \$3,000.
- Class (d)(1) membership, \$6,000.
- Class (d)(2) membership, \$3,000.
- Class (e) membership, \$3,000.

Dues shall be payable by a member upon the commencement of membership and thereafter annually on such member's anniversary date at the rate applicable to the member's class of membership on such date.

#### *Section 9. Powers of the Board of Delegates*

The Board of Delegates, in the manner specified in these Bylaws, shall (a) elect the Directors, (b) elect the Officers, (c) approve the annual budget, (d) approve the adoption or amendment of the public policies of the corporation, (e) approve the alteration, amendment or repeal of the Articles of Incorporation or the adoption of new Articles of Incorporation and (f) approve the alteration, amendment or repeal of these Bylaws or the adoption of new Bylaws. The Board of Directors may present to the Board of Delegates for their approval or ratification such other matters as the Board of Directors may determine.

#### *Section 10. Meetings of the Board of Delegates*

The annual meeting of the Board of Delegates shall be held prior to the close of the corporation's fiscal year on a date and at such place as may be designated by the Board of Directors by written notice to the members in accordance with Section 11 of this Article. Special meetings of the Board of Delegates may be called by or at the request of the Chairman, by a majority of the Directors, or by a majority of the members. The Board of Directors shall fix any place either within or without the State of Illinois as a place for holding any special meeting of the Board of Delegates.

#### *Section 11. Notice of Meetings*

Written notice of all meetings of the Board of Delegates stating the place, date, hour and purpose thereof shall be delivered by email, facsimile or other appropriate electronic means, personally or by mail to each member by, or at the direction of, the President or Secretary-Treasurer of the corporation. Said notice shall be sent to each member at the address shown in the records of the corporation not less than 5 nor more than 60 days before the date of the meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting.

Any member may waive notice of any meeting. A waiver of notice, in writing or electronic, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of one or more of a member's Delegates at a meeting of the Board of Delegates shall constitute a waiver of notice except where a member's Delegate objects to the holding of the meeting because proper notice was not given.

#### *Section 12. Quorum and Voting*

- (a) *General Matters.* For all matters other than voting on any proposals to alter, amend or repeal the corporation's Articles of Incorporation or these Bylaws or to adopt new Articles of Incorporation or Bylaws and other than election of Directors, the presence in person of Delegates of members entitled to cast no less than one-half of the total votes of the membership shall constitute a quorum for the transaction of business at a meeting of the Board of Delegates. Except as otherwise provided in this paragraph or in paragraph (b) of this section, each member of the

corporation shall have one vote per \$1,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year on any matter properly brought before the Board of Delegates or the members for a vote. Each member of the corporation who was not a member during the most recently completed fiscal year shall have one vote on any matter properly brought before the Board of Delegates or the members for a vote. The Secretary-Treasurer shall advise the members in writing of the number of votes accorded to each member pursuant to this paragraph prior to the annual meeting of the Board of Delegates and prior to any other vote of the Board of Delegates or of the members. The votes that a member is entitled to cast at such meeting under this paragraph shall be allocated equally among its Delegates present at the meeting, unless the member has advised the Secretary-Treasurer of the corporation in writing that the votes shall be allocated otherwise among its Delegates.

- (b) *Amendments of Articles of Incorporation and Bylaws.* For any proposal to alter, amend or repeal the corporation's Articles of Incorporation or these Bylaws or to adopt new Articles of Incorporation or Bylaws, the presence in person of one or more Delegates representing no less than fifty percent (50%) of the total number of members shall constitute a quorum (i.e., at least one Delegate shall be present in person from the number of members representing at least fifty percent (50%) of the total number of members). Each member of the corporation shall have one vote on any proposal to alter, amend or repeal the corporation's Articles of Incorporation or these Bylaws or to adopt new Articles of Incorporation or Bylaws. If more than one Delegate is present at a meeting at which a member has one vote, the member shall designate the Delegate that is entitled to cast its vote.
- (c) *Action by Electronic Ballot to Amend the Articles of Incorporation or Bylaws.* Any action to amend the Articles of Incorporation or Bylaws may be taken by ballot (without a meeting) in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by two-thirds of the members casting votes, or such larger number as may be required by law, the Articles of Incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered.
- (d) *Election and Removal of Sector Directors.* For election or removal of a class (i), (ii), (iii), (iv), or (v) Director as defined in Article V, Section 3 (each, a "Sector Director"), each member of the corporation entitled to vote for a Sector Director shall have such vote as is agreed to by the members entitled to vote for such Sector Director, which shall be specified in the written description of the nomination and election procedures submitted to the Secretary-Treasurer pursuant to Article V, Section 3. If more than one Delegate is present at a meeting at which a member has one vote, the member shall designate the Delegate that is entitled to cast its vote.
- (e) *Voting.* Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, matters to be decided by vote at a meeting of the Board of Delegates shall be decided by a majority of the votes cast at the meeting. Pursuant to Article XIII, these Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds vote of all the members represented at a meeting of the Board of Delegates.

*Section 13. Proxies*

If at least one Delegate on behalf of a member is present in person at the commencement of a meeting, the member may vote at that meeting by proxy executed by the member or the member's Delegate, acting as the member's duly authorized attorney-in-fact.

*Section 14. Compensation*

Delegates as such shall not receive any stated salary for their services, provided that nothing herein contained shall be construed to preclude any Delegate from serving the corporation in any other capacity and receiving compensation therefor.

*Section 15. Written Consent*

Any action required or permitted to be taken at any meeting of the Board of Delegates may be taken without a meeting by written consent of the members carried out in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended.

ARTICLE V

BOARD OF DIRECTORS

*Section 1. General Powers*

The business and affairs of the corporation shall be managed by its Board of Directors, which shall be responsible for all activities of the corporation. The Board of Directors shall be responsible for establishing all staff positions of the corporation and for determining the remuneration of the President. Prior to the close of each fiscal year the Board of Directors shall prepare and adopt a budget for the ensuing fiscal year and shall submit it for approval at the annual meeting of the Board of Delegates. In addition, the Board of Directors shall propose the adoption of public policies of the corporation or any amendment to public policies of the corporation and shall submit the adoption or amendment of such policies for approval at the annual meeting of the Board of Delegates.

*Section 2. Number of Directors and Qualification*

The Board of Directors shall be composed of fourteen Directors, ten of which shall be elected and four of which shall be ex officio. The ten elected Directors shall be elected as provided in Article V, Section 3, below. The four ex officio Directors shall be the Chairman, the Vice Chairman, the Secretary-Treasurer, and the Immediate Past Chairman of the corporation. All Directors shall be voting members of the Board of Directors. Each Director, other than a class (v) Director, must be a Delegate of a class (a)(1), (b), (c), (d) or (e) member. A class (v) Director must be the principal staff officer of a class (b)(1), (c)(1), or (d)(1) member.

*Section 3. Classification, Election and Tenure*

The Directors shall be classified into eight classes, as follows:

- (i) one Director who shall be elected by the class (a) members not including ethanol related members, and one Director who shall be elected by class (a) members of the ethanol and/or co-products members,
- (ii) one Director who shall be elected by the class (b) members,
- (iii) one Director who shall be elected by the class (c) members,
- (iv) one Director who shall be elected by the class (d) members,
- (v) one Director who shall be elected by the class (b)(1), (c)(1), and (d)(1) members,
- (vi) two at-large Directors who shall be elected by all members,
- (vii) two at-large Directors who shall be elected by all members (each Director chosen under (vi) or (vii), an “At-Large Director”), and
- (viii) four ex officio Directors.

Except as provided below, class (i) through (vii) Directors shall serve two-year terms. Directors in class (viii) shall not be separately elected but shall serve as Directors by virtue of their election to the specified offices. Each Director in each class shall hold office until his successor is elected and qualified. At each annual Board of Delegates meeting, the successors of the Directors whose terms expire at the meeting (other than the ex officio Directors) shall be elected to hold office for a term expiring at the annual Board of Delegates meeting held in the second year following the year of their election, or until such Director’s successor is elected and qualified.

In order to achieve staggered terms, elections will be held in odd-numbered years for class (i) – non-ethanol, (ii), (iv) and (vi) directors and in even-numbered years for class (i) – ethanol, (iii), (v) and (vii) directors.

At-Large Directors and ex officio Directors shall be nominated and elected under the procedures outlined in Article IX. The procedures for nominating and electing Sector Directors shall be chosen by the members of each class. The members of a given class shall submit to the Secretary-Treasurer a written description of such nomination and election procedures.

#### *Section 4. Resignation and Removal*

A Director may resign at any time by written notice delivered to the Board of Directors, its Chairman, or to the President or Secretary-Treasurer. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. An At-Large Director may be removed, with or without cause, by two-thirds of the votes present and voted at a meeting of the Board of Delegates with quorum and voting under Article IV, Section 12(a). A Sector Director may be removed, with or without cause, by two-thirds of the votes present and voted at a meeting of the Delegates entitled to elect such Sector Director with quorum and voting under Article IV, Section 12(d). No Director shall be removed at a meeting unless notice of the meeting states that a purpose of the meeting is to vote on the removal of one or more Directors named in the notice.



### *Section 5. Meetings of the Board*

Regular meetings of the Board of Directors shall be held at such times and at such places as shall from time to time be determined by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Directors by written notice to the Directors in accordance with Section 5 of this Article. The person or persons authorized to call a special meeting may fix any place either within or without the State of Illinois as a place for holding any special meeting of the Board of Directors called by them. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating.

### *Section 6. Notice of Meetings*

- (a) *In General.* Written notice of all meetings of the Board of Directors stating the place, date, hour and purpose thereof shall be delivered by electronic means of email, facsimile or other appropriate electronic program, personally or by mail to each Director by, or at the direction of, the President of the corporation. Said notice shall be sent to each Director, respectively, at the address shown in the records of the corporation not less than 5 days before the date of the meeting.
- (b) *Emergency Meetings.* If the Chairman or President determines, in his or her sole discretion, that it is necessary or advisable to hold an emergency meeting of the Board of Directors, notice of such an emergency meeting stating the place, date, hour and purpose thereof shall be delivered by electronic means of email, facsimile or other appropriate electronic program, personally, or by telephone to each Director, which notice shall be given to each Director at the address or telephone number shown in the records of the corporation not less than 5 hours before the date and time of such meeting.
- (c) *Waiver of Notice.* Any Director may waive notice of any meeting. A waiver of notice, in writing or electronic, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice except where a Director objects to the holding of the meeting because proper notice was not given.

### *Section 7. Quorum*

No less than one-half of the members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

### *Section 8. Voting*

The act of Directors casting a majority of votes present at a meeting for which proper notice or waiver was given shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

### *Section 9. Vacancies*

Any vacancy occurring among the members of the Board of Directors shall be filled by the Board of Directors. If the Director to be replaced is designated as representative of a particular class or classes of members, the Director elected to fill the vacancy shall be selected from the Delegates of that same class or classes of members. If the Director to be replaced was an ex officio member, the person elected to fill the Office held by such Director shall also fill such vacancy on the Board of Directors. Notwithstanding that it is generally the responsibility of the Board of Directors to fill vacancies under the procedures described above, any directorship that is vacant 30 days before or occurring at the annual Board of Delegates meeting shall be filled by the Board of Delegates pursuant to the nomination and election procedures described in Section 3 of this Article. A Director elected to fill a vacancy shall be elected to the predecessor's unexpired term.

### *Section 10. Compensation*

Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

### *Section. 11. Unanimous Written Consent*

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors approve a written consent setting forth the action so taken. The consent shall be evidenced by one or more written approvals, whether in tangible form or electronic, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary-Treasurer to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

## ARTICLE VI

### COMMITTEES

#### *Section 1. Committees of the Board of Directors*

The Board of Directors, by vote of a majority of the Directors then in office at a meeting at which quorum is present, may appoint such committee or committees of the Board of Directors as it shall deem advisable and as shall be in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended. Subject to such Act, such committee or committees shall have such limited authority as the Board of Directors shall from time to time determine.

Committees of the Board of Directors shall fix their own rules of procedure and shall meet at such times and at such place or places as may be provided by their rules. A majority of the members of a committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of a

committee. The committees shall keep minutes of their meetings and deliver copies of such minutes to the Board of Directors.

### *Section 2. Other Committees*

The Board of Directors may establish and appoint persons to an advisory committee or other such body, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the Board of Directors or to the Officers.

## ARTICLE VII

### OFFICERS

#### *Section 1. Designation of Officers*

The Officers of the corporation shall be divided into elected Officers, who shall be elected by the members, and appointed Officers, who shall be appointed by the Board of Directors. The elected Officers shall be a Chairman, Vice Chairman, Secretary-Treasurer, and Immediate Past Chairman, and the appointed Officers shall be the President and such additional Officers as the Board of Directors may deem it necessary or appropriate to appoint. All elected Officers of the corporation shall be Delegates of class (a)(1), class (b), class (c) or class (d) members. Elected Officers as such shall not receive any stated salary for their services, provided that nothing herein contained shall be construed to preclude any Officer from serving the corporation in any other capacity and receiving compensation therefore.

#### *Section 2. Election and Term of Office*

All Officers other than the Immediate Past Chairman shall be elected annually by the members at the annual meeting of the Board of Delegates. The Immediate Past Chairman is an Officer ex officio. Each Officer shall serve for a term of one year and, with the exception of the President, shall not be eligible for election to a consecutive term in the same office. The President may be elected to consecutive terms and may be employed for a term of more than one year.

#### *Section 3. Resignation and Removal*

Any Officer of the corporation may resign at any time or may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

#### *Section 4. Vacancies*

If for any reason an elected office is vacated, the elected Officer next in rank shall move up in rank and shall assume the duty and title of the vacated office for the unexpired term. Any unfilled elected office remaining after filling vacancies in the above manner with existing elected Officers will be filled for the unexpired term by the Board of Directors at its next special meeting, if any. Any elected Officer filling an unexpired term under this section shall be eligible for election for a full term in the

same office at the next annual meeting of the Board of Delegates. If for any reason an appointed office is vacated, the Board of Directors may fill such vacancy.

## ARTICLE VIII

### DUTIES OF OFFICERS

#### *Section 1. Chairman*

The Chairman shall be responsible for development by the Board of Directors of the policies of the corporation and shall preside at meetings of the Board of Delegates and the Board of Directors. The Chairman shall appoint and serve as an ex officio non-voting member of all committees of the Board, shall communicate policy decisions of the Board of Delegates and the Board of Directors to the President, shall be responsible to the Board of Directors for the execution of those policies by the President, and shall be responsible for membership development.

#### *Section 2. Vice Chairman*

The Vice Chairman shall assume such duties as may be assigned by the Chairman. In addition, the Vice Chairman shall preside at meetings of the Board of Delegates and at meetings of the Board of Directors, in the absence of the Chairman.

#### *Section 3. Secretary-Treasurer*

The Secretary-Treasurer shall be the chief financial officer of the corporation and shall keep or cause to be kept the corporation's books of accounts. The Secretary-Treasurer shall attend all meetings of the Board of Delegates and all meetings of the Board of Directors, shall record the proceedings and keep the minutes thereof, and shall have custody and control of the corporation's minute book and seal. The Secretary-Treasurer is required to produce and provide a quarterly and annual report of the corporation's book of accounts. On an annual basis auditors will be required to certify as to the correctness of the corporation's books of accounts. The records maintained by the Secretary-Treasurer shall be open and available to inspection by any delegate at reasonable times and location. The Secretary-Treasurer shall keep a record or roll of attendance at all meetings of the board of delegates and board of directors. The Secretary-Treasurer shall be responsible, unless specially assigned to others, for determining credentials for delegates to the annual meeting. The Secretary-Treasurer shall be responsible for sending out all proper notices of all called meetings and other meetings when necessary.

#### *Section 4. President*

The President shall be the chief executive officer of the Corporation and shall be responsible to the Board of Directors for implementing its policies. The President shall employ and discharge staff employees of the Corporation and supervise and direct their activities, both in the United States and abroad. The President shall be responsible for and direct the Secretary-Treasurer as to the collecting, budgeting, safekeeping, accounting and expenditure of funds of the corporation; for execution and performance of all contracts to which the corporation may become a party; for all communications of the corporation, including liaison with the government, the Congress, and other public and private

institutions, the press and the public-at-large; for the development and administration of market development activities of the corporation; and for the supervision of independent contractors employed by the corporation. The President shall serve as an ex officio non-voting member of all committees of the corporation. The President shall make a full report of the affairs and activities of the corporation at the annual meeting of the Board of Delegates and such interim reports as may be requested by the Board of Directors.

*Section 5. Immediate Past Chairman*

The Immediate Past Chairman shall be ex officio a member of the Board of Directors and may undertake such duties as may be requested by the Chairman.

*Section 6. General Responsibilities*

The Officers of the corporation shall be responsible for identifying policy needs, for developing policy recommendations for presentation to the Board of Delegates and/or the Board of Directors, and for implementing policies approved by the Board of Delegates and/or the Board of Directors.

## ARTICLE IX

### NOMINATIONS

*Section 1. Nominating Committee*

Prior to the annual meeting of the Board of Delegates, the Board of Directors shall appoint a Nominating Committee consisting of Delegates from classes (i) (both sub-classes), (ii), (iii), and (iv) and the Immediate Past Chairman, who shall chair the Nominating Committee. In the event that the Immediate Past Chairman is not available to serve on the Nominating Committee, the Board of Directors shall appoint another person to serve on and to chair the Nominating Committee.

*Section 2. Nominations*

Slates of nominees for elected Officer positions and for At-Large Director positions to be filled at each annual meeting of the Board of Delegates shall be selected by the Nominating Committee in accordance with paragraphs (a) and (b), below. The Nominating Committee shall determine that each nominee it selects satisfies the qualifications for, and is willing to serve in, the position for which nominated.

- (a) *Elected Officer Positions.* The Nominating Committee shall select a slate of candidates for elected officer positions subject to election at the meeting consisting of one or more nominees for the position of Secretary-Treasurer and one nominee each for the positions of Vice Chairman and Chairman. If the person currently in office continues to qualify and is willing to serve, Secretary-Treasurer shall be nominated for Vice Chairman and the Vice Chairman shall be nominated for Chairman. If any of these persons is unavailable for nomination to such office, the elected officer next in rank shall be nominated for such office, in which case the Nominating Committee shall nominate one or more nominees for any elected office for which a current elected officer is not nominated. The nominees for

each elected office (i) shall be members or past members of the Board of Directors (or the previously denominated Executive Committee), (ii) shall have served as an A-Team Leader for a period of two years or more, or (iii) shall have served as a Delegate for a period of two years or more and shall have attended at least three of the last four meetings of the Board of Delegates.

- (b) *At-Large Director Positions.* The Nominating Committee shall select a slate of candidates for At-Large Director positions subject to election at the meeting consisting of one or more nominees for each class (vi) or (vii) Director position to be filled, provided however, that the nominees so selected shall not be designated for particular At-Large Director positions, but shall constitute a pool of nominees for the At-Large Director positions to be filled.

### *Section 3. Presentation of Slates of Nominees*

The Nominating Committee shall present the slate of nominees for elected Officer positions and the slate of nominees for At-Large Director positions to the members and to the Board of Directors prior to the annual election of elected Officers and Directors.

## ARTICLE X

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

#### *Section 1. Contracts*

The Board of Directors may authorize, within limits and intent of the Articles of Incorporation and these Bylaws, any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

#### *Section 2. Loans*

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### *Section 3. Checks, Drafts and Other Orders*

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of the corporation shall be signed by such Officer or Officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may establish a committee composed of the Chairman, Vice Chairman, Secretary-Treasurer to exercise the authority of the Board of Directors to authorize an Officer or Officers, agent or agents of the corporation, other than a member of said committee, to sign checks, drafts and other orders for payment of money in the name of the corporation, subject to such conditions as may be determined by the Board of Directors.

#### *Section 4. Deposits*

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

## ARTICLE XI

### FISCAL YEAR

The fiscal year of the corporation shall commence October 1 and shall end on September 30 of each year.

## ARTICLE XII

### INDEMNIFICATION

Each Officer and Director of the corporation and such person's heirs, executors, administrators, and personal representatives, shall be indemnified by the corporation against all expenses reasonably incurred by them (including, but not limited to, counsel fees, cost of preparation for trial or hearing, and settlement out of court) in connection with any action, suit or proceeding pending or about to be constituted to which such person may be made a party by reason of being or having been an Officer or Director of the corporation (regardless of the fact that such person's term may have expired or services otherwise ended at the time of the incurring of such expenses), except in connection with any such action, suit or proceeding in which such person may be adjudged guilty of willful misconduct or shall be found to have been derelict in the performance of such person's duty as Officer or Director; and except also that in case of any suit, action or proceeding authorized by the Directors or a majority of them against any Officer or Director, such Officer or Director shall not be so indemnified; and except also in the case of settlements out of court, whether made before or after the institution of any such action, suit or proceeding, there shall be no indemnity unless the settlement, the amount to be paid, and any other thing to be done in accordance with the terms thereof shall have been first approved by the Directors after having received the opinion of counsel for the corporation, and also of independent counsel, to the effect that there is no reasonable ground for liability on the part of the Officer or Director involved and that the proposed settlement is justified as being more than the estimated cost of litigation. The foregoing right of indemnification shall not be exclusive of any other right of which such Officer or Director may be entitled as a matter of law.

## ARTICLE XIII

### AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds vote of all the members represented at a meeting of the Board of Delegates voting as provided in Article IV, Section 12, paragraph (b) of these Bylaws, provided that at least 10 days' prior written notice is given to members of a proposal to alter, amend or repeal, or to adopt new Bylaws at such meeting.

## ARTICLE XIV

### DEVELOPMENT RECOGNITION

#### *Section 1. Grain Sorghum Producers Association*

The pioneering work of the Grain Sorghum Producers Association in developing foreign markets for feed grains as the initial cooperater with Foreign Agricultural Service of United States Department of Agriculture is hereby recognized.

#### *Section 2. Agricultural Business*

The importance of the agricultural business contributions to the Council for their leadership and funding of the Council, the development of the overseas office network and the increases in exports for the first 20 years of the Council's charter; the encouragement, efforts and financial support to establish state commodity checkoff programs to further the producer leadership and funding of the Council; and the importance of the continued agricultural business participation in the Council is hereby recognized.

## ARTICLE XV

### TRANSITION

These revised Bylaws, adopted on July \_\_, 2017, shall become effective immediately.

Established – June 28, 1960  
1<sup>st</sup> Revision – April 16, 1961  
2<sup>nd</sup> Revision – September 5, 1969  
3<sup>rd</sup> Revision – September 6, 1973  
4<sup>th</sup> Revision – February 14, 1974  
5<sup>th</sup> Revision – March 9, 1977  
6<sup>th</sup> Revision – February 15, 1978  
7<sup>th</sup> Revision – August 20, 1979  
8<sup>th</sup> Revision – August 18, 1982  
9<sup>th</sup> Revision – March 7, 1984  
10<sup>th</sup> Revision – August 13, 1985  
11<sup>th</sup> Revision – March 4, 1986  
12<sup>th</sup> Revision – August 17, 1988  
13<sup>th</sup> Revision – August 17, 1988  
14<sup>th</sup> Revision – July 24, 1990  
15<sup>th</sup> Revision – February 11, 1991  
16<sup>th</sup> Revision – February 10, 1992  
17<sup>th</sup> Revision – July 1, 1998  
18<sup>th</sup> Revision – February 15, 2000  
19<sup>th</sup> Revision – February 18, 2003



20<sup>th</sup> Revision – July 22, 2003  
21<sup>st</sup> Revision – February 10, 2004  
22<sup>nd</sup> Revision – February 8, 2005  
23<sup>rd</sup> Revision – July 25, 2006  
24<sup>th</sup> Revision – July 22, 2008  
25<sup>th</sup> Revision – July 29, 2009  
26<sup>th</sup> Revision – July 27, 2011  
27<sup>th</sup> Revision – July 31, 2013  
28<sup>th</sup> Revision – July 27, 2016  
29<sup>th</sup> Revision – August, 2 2017