

BYLAWS

COLORADO SORGHUM PRODUCERS, INC.

ARTICLE 1 OBJECTIVES AND PURPOSES

The objectives and purposes of the Colorado Sorghum Producers (CSP) are to promote, protect and safeguard the industry of growing sorghum in Colorado and to do any and all things lawful and necessary to advance the industry, including: (1) Research and Education - to promulgate both public and private research in sorghum production; (2) Market Development – to seek to develop, promote and improve domestic and export markets for sorghum; provided, however, that CSP will not engage in the business of buying or selling sorghum or its products; and (3) Service and Representation – to do all things that may seem reasonable and appropriate for improving conditions under which sorghum is produced and marketed, including cooperation and representation with departments and agencies and legislative bodies of local, state, national and international governments charged with any responsibilities relating to sorghum.

ARTICLE II MEMBERSHIP

Section 1. Membership: In order to properly further the objectives and to accomplish the purposes hereinbefore set out, CSP shall have powers to maintain a membership; to collect membership fees as determined by the Board of Directors; and to receive donations and bequests.

Section 2. Classes: CSP will have three classes of members: Class A will consist of members who are producers and individuals; Class B will consist of members through elevator participation (E-Memberships) with the number of members determined by the total amount divided by current annual membership dues; and Class C will consist of members who are industry partners with a vested interest in sorghum. The Board of Directors may adopt and amend procedures and qualifications for membership in the various classes of membership.

ARTICLE III DIRECTORS

Section 1. Districts: The CSP Board of Directors shall be composed of two directors from Districts #1 and #2 and one director from District #3.

- District #1 - Baca County
- District #2 – Bent, Crowley, Kiowa, Las Animas, Otero, Prowers and Pueblo Counties
- District #3 – Adams, Arapahoe, Cheyenne, Elbert, El Paso, Kit Carson, Larimer, Lincoln, Logan, Morgan, Sedgwick, Washington, Weld, Yuma and all other Counties

Section 2. Equity Among Districts: The Board of Directors may add new districts, incorporate additional counties into existing districts, or re-district as from time to time may become necessary to assure equity among districts.

Section 3. Qualifications of Officers and Directors: All officers and directors of CSP shall be members of the Association and residents or producers within the district from which they are elected.

Section 4. Election of Directors: There shall be an annual district election for each of the districts. Association members in each district shall elect members and alternates to the Board of Directors from their district. Directors and alternates shall be elected for one (1) year terms by a majority of members present and voting at district meetings.

Section 5. Board of Directors Vacancies: If any director shall fail to attend two (2) consecutive board meetings, without the consent of the President of the Association, this director position may be declared vacant by the President, with the approval of the Board of Directors. Any vacancy occurring among the districts shall be filled by that director's alternate. In the event that there is no alternate, the President may appoint a director and alternate from that district. An election to fulfill the term shall be held as soon as practicable after the vacancy is declared. The vacancy election will follow the procedures as outlined in Section 4. above.

Section 6. Meetings of the Board of Directors: The Board of Directors shall meet at least four (4) times each fiscal year. Notification of meetings of the CSP Board of Directors shall be by written notice including the time and place of meetings and will be mailed to each director and alternate to the Board of Directors, not less than five (5) days before the meeting. The meetings of the Board of Directors may be held at any place, within or without the state, as may be properly designated by the Board of Directors.

Section 7. Board of Directors – Quorum and Voting: A quorum for the transaction of business shall be a simple majority of the Board of Directors. In the event a director is unable to attend, his alternate will become the acting director with full voting privileges. Voting by proxy shall not be permitted. The President of the CSP shall not be disqualified from voting at meetings of the Board of Directors by reason of his office. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by all of the directors.

Section 8: Powers and Duties of Board of Directors: The Board of Directors shall have the power to make such rules and regulations for the management of CSP as are deemed necessary and wise and not inconsistent with the articles and bylaws hereof, and the laws of the State and the Nation. The Board of Directors shall set the policy of CSP. The Board of Directors shall have the power to approve expenditures of funds of the Association and to act in all ways as the directing responsible body of the Association. They shall have power to employ such people as necessary or to enter into an Administrative Services Agreement with the Colorado Wheat Administrative Committee or other entity to carry out all operations of CSP in fulfillment of its objectives and purpose.

ARTICLE IV DUTIES OF OFFICERS

Section 1. Officers and How Elected: At the last meeting of each fiscal year, the Board of Directors shall meet together and from among their number elect a President, Vice President and Secretary-Treasurer for the ensuing fiscal year.

Section 2. Executive Committee: These officers shall form the Executive Committee of CSP and to the extent determined by the Board of Directors shall have the authority as granted by the Board in the management of the business of the Association. The Executive Committee shall act only in the interval between meetings of the Board of Directors and at all times is subject to the control and direction of the Board. The Executive Director of the CSP shall serve as an ex-officio member of the Executive Committee.

Section 3. Committees: The Board of Directors may appoint or authorize the appointment of such committees as it may from time to time deem necessary. Such committees shall have the powers, duties and responsibilities and shall be organized and function as specified in its appointment.

Section 3. President: The President shall be responsible for development by the Board of Directors of the policies of the CSP. He shall preside at meetings of the Board of Directors. He shall serve as an ex-officio member of all committees of the Board of Directors. He shall communicate policy decisions to the Executive Director and is responsible to the Board of Directors for the execution of those policies by the Executive Director.

Section 4. Vice President: The Vice President shall assume such duties as may be assigned to him by the President. He shall preside at the meetings of the Board of Directors, if any, in the absence of the President. In the event that the office of President becomes vacant, the Vice President shall immediately become Acting President.

Section 5. Secretary-Treasurer: The Secretary-Treasurer shall preside at meetings of the Board of Directors in the absence of the President and Vice President. He shall keep the minutes of all meetings, maintain a record of membership and shall give notice of all regular and special meetings and shall perform such other duties as may be required of him by the Board of Directors. He shall have charge of the funds of CSP and provide financial information to the Board of Directors as directed by the Board.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. Annual: An annual membership meeting may be held at the time, place and date fixed by the Board of Directors. Official notice of the annual meeting shall be made public to the membership and other interested parties, not less than twenty (20) days before the meeting. A simple majority of votes cast at the annual meeting shall determine the decision of the membership. Voting by proxy shall not be permitted.

Section 2. Special: Special meetings of the CSP shall be held upon the call of the President with written notification to the CSP Board of Directors not less than five (5) days before the special meeting. Such notices shall state the time and place of the meeting and the purpose for which the meeting is called and shall be mailed at least (5) days before the date of the special meeting. The meeting shall be limited to the purpose stated in the notice.

ARTICLE VI FINANCES

Section 1. Director Expenses: Directors may be reimbursed, at the discretion of the Board of Directors, for actual reasonable and necessary expenses of attending all meetings which they are required to attend.

Section 2. Maintenance of Funds: The funds of CSP must be maintained in a bank, or banks, or other depository and invested in financial instruments approved by the Board of Directors.

Section 3. Financial Review or Audit: The books and accounts of CSP shall be subject to a financial review or audit as may be ordered by the Board of Directors.

Section 4. Contracts: The Board of Directors may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of CSP for the consideration that the Board of Directors deem expedient.

Section 5. Checks: All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of CSP shall be signed by at least two of the persons authorized for this purpose which includes the President, Vice President, Secretary-Treasurer and Executive Director.

Section 6. Fiscal Year: The fiscal year of CSP shall begin on October 1, of each year and end on September 30.

ARTICLE VII AMENDMENTS

Section 1.

The Board of Directors shall have power to make, amend, and repeal the Bylaws of the Association at any regular meeting of the Board or at any special meeting called for this purpose.

CERTIFICATE OF SECRETARY

I, _____, hereby certify that I am the duly elected and acting Secretary-Treasurer of the Colorado Sorghum Producers (CSP) and that the foregoing Bylaws were duly adopted by consent of the Board of Directors on _____, 2007.

IN WITNESS WHEREOF, CSP by its duly authorized officers, the day and year above first written.

COLORADO SORGHUM PRODUCERS

By: _____
President

ATTEST: _____
Secretary-Treasurer

TEXAS GRAIN SORGHUM ASSOCIATION -MISSION STATEMENT-

TGSA is a non-profit membership funded organization that represent Texas grain sorghum producers. TGSA works on legislative, regulatory, and marketing issues that affect grain sorghum producers.

TEXAS GRAIN SORGHUM ASSOCIATION -BYLAWS -

Adopted

January 30, 1994

Amended

March 5, 2001

August 24, 2012

November 30, 2015

March 28, 2016

ARTICLE I – OBJECTIVES

The purposes of the association are to represent Texas grain sorghum producers and to develop programs and activities in their interest as follows:

- **Service:** Represent grain sorghum farmers independently or in cooperation with departments or agencies of local, state, national and international governments, universities, and other organizations that will improve the profitability of U.S. grain sorghum production.
- **Research and Education:** Promote research and informational programs in grain sorghum production, marketing and utilization.
- **Market Development:** Develop and maintain domestic and foreign markets for grain sorghum.

ARTICLE II – MEMBERSHIP

Section 1. – The association shall have powers to maintain a membership; to collect membership fees as determined by the Board of Directors; to receive donations and bequests; to purchase, lease or sell all property that is legal for non-profit corporations under the laws of the State of Texas.

Section 2. – The membership of the Corporation shall be of two classes:

- A. “Individual members” are dues paying member via individual membership or through e-membership;
- B. “Associate” members are individuals or other legal entities that have paid dues as determined by the board’s current dues structure. Associate members include Texas e-member elevators that collect on behalf of growers and corporate members.

Section 3. – Each regular member shall vote in the district they reside and are entitled to one vote on each membership ballot. No voting by proxy shall be permitted.

ARTICLE III – DISTRICTS

The state shall be divided into three districts consisting of at least three representatives from each district. These three districts will be the North District, Central District and South District. Each of the three districts will have two producer members as specified in Article II, Section 2, Letter A and one at-large member as specified in Article II, Section 2, Letter B. Districts are to mimic the Texas Grain Sorghum Board districts. In the event TGSB is dormant, TGSA shall reassess and analyze the districts every five years and make changes accordingly.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. – Annual or special membership meetings may be called by the board of directors for the election of directors or other business.

Section 2. – Notice stating the place, day and hour of any meeting will be posted at least ten days prior to the meeting. Each member is entitled to vote.

Section 3. – The most current edition of Robert’s Rules of Order shall govern the conduct of all meetings.

Section 4. – TGSA will meet as necessary and action may be taken by mail, telephone conference or other electronic means.

ARTICLE V – BOARD OF DIRECTORS

Section 1. – Directors who fill the six (6) producer member seats must be current members of the association by individual membership or through e-membership and can only be producers. Directors who fill the remaining three (3) seats must be an “associate” member. Board members may select, by super majority vote, a 10th board member as a discretionary “at-large” member that serves an at-will position for a time determined by the current board.

Section 2. – Elections to the Board of Directors shall be made only from the delegate body membership.

Section 3. – Director terms are a three (3) year term.

Section 4. – Elections shall be held in a fair and equitable manner as specified by the TGSA Board of Directors. TGSA will have an “election document” available to its membership that shall guide all elections.

Section 5. - A standing Nominating Committee shall meet annually to determine candidates for officers. Past President or President (in absence of Past President) will chair the committee and one member from each district shall fill the committee. In the event a member of the board resigns their position, the nominating committee will convene to nominate a replacement within 60 days. The nomination must be approved by the board or directors and ratified by the delegate body by simple majority vote.

Section 6. – All other committees shall be chaired by current members of the board of directors and hence will be selected by the current President of the board of directors. The most current delegate body will populate committees. In addition, members outside of the delegate body may serve on committees in special capacities. The current President shall serve as ex-officio member of all standing committees.

Section 6. - A board of director’s term is a three (3) year term. Members of the initial board after the amended bylaws of March 28, 2016 shall draw lots so that one-third of the members shall hold office for one year, one-third for two years, and one-third for three years. Thereafter, members of the board serve for terms of three (3) years.

ARTICLE VI – DELEGATE BODY

Section 1. – A delegate body shall be formed from each class of membership. Each e-membership elevator shall have one producer as a representative on the delegate body. Elevators with functioning receiving facilities in two or more regions shall have a producer from each region as a representative. This number of delegates is limitless.

Section 2. - Corporate members that contribute \$1,500 or more annually shall also have a representative on the delegate body. This number of delegates is limitless.

Section 3. – Each region will elect two (2) individual members (iMembers) to the delegate body by either caucus or a nomination/election process.

Section 4. – Each region shall elect, either by caucus or nomination/ballot, one (1) eMembership elevator manager to the delegate body.

Section 5. – On-farm storage facilities shall be treated as individual members.

Section 6. – Election to the board of directors from the delegate body shall be kept within each district. Under no circumstance may one district caucus make recommendations to the board of directors from another district.

Section 7. – Functions of the delegate body shall be to: elect officers, elect board members, approve the budget as presented by the treasurer at the annual meeting, and as a voting body for bylaw changes as recommended by the board of directors.

ARTICLE VII - BOARD OF DIRECTORS MEETINGS

Section 1. – A regular annual meeting of the State Board of Delegates shall be held during the first quarter of the year. At this time the TGSA Delegate Body shall elect officers. Officer elections shall occur every year.

Section 2. – Special meetings of the board of directors may be called by the President or any two board of directors.

ARTICLE VIII – OFFICERS

Section 1. : President – The President shall preside over meetings.

Section 2. : Vice President – The Vice President shall perform the duties of the President in his/her absence or inability to act.

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 accounts, books and records. He/She shall sign all instruments required by law to be signed by such an officer. The Secretary/Treasurer shall be responsible for the minutes of all meetings of the Board of Directors and the Executive Committee and shall have custody of the common seal of the Corporation. He/She shall have an annual audit made by a competent public accountant. He/She shall deposit Corporation funds in such banks as designated by the Board.

Section 4. : Executive Director – The Executive Director shall be the chief executive officer and shall be responsible for the administration of all programs and activities of the Corporation.

Section 5. : Officer Terms – Officers terms are for one (1) year.

Section 6. : Duties of the Officers – Officers of the association will serve on a personnel, grievance and compliance committee.

ARTICLE IX – BOOKS AND RECORDS

The association shall keep correct and complete financial records and shall keep minutes of the proceedings of its membership and board of directors meetings. All books and records of the association may be inspected by any member at any reasonable time.

ARTICLE X – FISCAL YEAR

The fiscal year of the association shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XI – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws adopted at any meeting of the TGSA Delegate Body by a majority of the members present if a written notice is posted on the website and the TGSA Board of Directors are notified via e-mail or written mail at least 10 days prior to the meeting stating the intent to alter, amend, repeal or adopt new bylaws.