

BYLAWS
NATIONAL SORGHUM PRODUCERS
(Herein referred to as the “Corporation”)
(Chartered under the laws of Texas, December 7, 1955)
(Amended October 8, 2019)

ARTICLE I – PURPOSES

The purposes of the Corporation are: (1) to act as the voice of the sorghum industry; (2) to act as a government relations group that presents and defends policies that benefit sorghum producers; (3) to work with regulatory agencies to defend and implement regulations that benefit sorghum producers; and (4) do all other things that may seem reasonable and appropriate for improving the conditions under which sorghum is produced and marketed, including cooperation with departments and agencies of local, state, national and international governments charged with any responsibilities relating to sorghum.

ARTICLE II--OFFICES

Section 1. Principal Office: The Corporation’s principal office in Texas will be located at 4201 N. I-27, Lubbock, Texas 79403. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors (herein referred to as the “Board”) may determine. The Board may change the location of any office of the Corporation.

Section 2. Registered Office and Registered Agent: The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE III – MEMBERSHIP

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

Section 2. Classes: The Corporation shall have two classes of members: “Producer” members shall consist of individuals or other legal entities who are engaged in the production of sorghum and have paid dues as determined by the Board’s current dues structure; and “Associate” members shall consist of individuals or other legal entities who are not engaged in the production of sorghum and have paid dues as determined by the Board’s current dues structure.

Section 3. Structure: Membership of the Corporation will be further divided into states as approved by the Board. The division of membership into states may be used as the basis for determining representation on committees as approved by the Board or stipulated in these bylaws.

Section 4. Code of Conduct: Directors, staff, and committee members shall operate under a Code of Conduct as established by the Board.

Section 5. Annual Meeting: An annual membership meeting shall be held at a time and place determined by the Board.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Duties and Responsibilities: The Board shall strive to support the purposes of the Corporation through objective policies, organizational planning, leadership development, and fundraising. The Board shall employ, terminate, and manage the Chief Executive Officer (CEO). The Board shall assess the performance of the CEO on an annual basis and document its evaluation in writing. The Board shall approve an annual budget with subsequent examination of income and expenses related to the budget at each regular meeting of the Board.

Section 2. Qualifications of Directors: Directors of the Board must be members of the Corporation.

Section 3. Board of Directors Composition: The Board shall consist of eleven Directors that are nominated by the Nominating Committee and approved by the current Board. Approval by the Board shall be by a majority vote of the Directors present and shall be an individual vote on each nominee submitted by the Nominating Committee. If an individual nominee is not approved by the Board, then the Nominating Committee shall submit a new nominee in a timely manner. The Board shall be composed of not fewer than seven Producer members.

Section 4. Meetings:

4.01. Annual Meeting. An annual Board meeting will be held at the Corporation's registered office at times that are determined by the Board.

4.02. Regular Meetings. The Board will meet at least three times annually. The Board may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

4.03. Special Meetings. Special Board meetings may be called by, or at the request of, the Chairman or any four Directors. A person or persons authorized to call special meetings of the Board may fix any place as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the Corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the Directors, as these bylaws require. Notice or printed notice of any special meeting of the Board will be delivered to each Director not less than seven, nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

4.04. Meeting by Telephone or Other Electronic Means. The Board may hold a meeting by telephone conference-call or other electronic procedures. In all meetings held by telephone or other electronic means, matters must be arranged in such a manner that all persons participating in the meeting can communicate with each other; the notice of a meeting by telephone conference or other electronic means must state the fact that the meeting will be held by telephone or other means as well as all other matters required to be included in the notice; and a person's participating in a conference-call or other electronic meeting constitutes his or her presence at the meeting.

4.05 Decision Without a Meeting. Any decision required or permitted to be made at a meeting of the Board may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

4.06. Minutes. The Chairman will chair meetings of the Board. Minutes of each meeting will be recorded and approved at the next meeting.

Section 5. Terms: The NSP Board of Directors shall be comprised of 11 voting members who will serve 3 year terms and can serve no more than 2 consecutive terms. Terms of Directors shall begin on October 1. An individual shall be eligible to serve again after a departure of one term

At the Board's discretion one and only one seat (of the 11 voting members) may be appointed by the elected members to serve a 3 year term with no term limits and subject to reappointment by the elected members at the end of the 3 year term.

Any replacement board member who serves the un-expired term of a Director of sixteen months or more shall have served one complete term.

Notwithstanding other portions of this section, Directors as of the amendment of these bylaws shall be assigned term limits and reelection years as shown in attachment A.

Section 6. Attendance, Participation, and Compensation: Each Director shall have one vote and may not vote by proxy. There shall be no provision for alternates on the Board. Directors shall not receive any compensation from the Corporation for their services. Reasonable expenses of Directors shall be paid by the Corporation with submission of receipts or other supporting evidence.

Section 7. Vacancies: The Chairman shall charge the Nominating Committee to submit one nominee for all vacancies of the un-expired portion of a Director's term. The Nominating Committee shall report back to the Board in a timely manner and submit a nominee. To fill the vacancy, the remaining Directors must then approve the nominee by a majority vote of the Directors present.

Section 8. Financial Responsibility: The staff and officers of the Corporation shall be responsible for the expenditure of funds and shall be bonded in accordance with requirements of the Board. Directors and staff will be covered under an errors and omission policy.

Section 9. Quorum: A quorum shall consist of a majority of the number of Directors fixed by these bylaws in attendance at the meeting

Section 10. Conduct of Board Meetings: The latest edition of Robert's Rules of Order shall govern the conduct of all meetings unless otherwise stipulated in these bylaws.

Section 11. Resignation and Removal: Any Director may resign in writing directed to the Chairman, to be effective as specified in the notice. Any Director may be removed by a vote of two-thirds of the Board members present at a meeting called expressly for that purpose. If the removal involves a Director who is serving as Chairman of the Board, then the Past-Chairman shall preside over such meeting.

ARTICLE V – OFFICERS

Section 1. Officers: The officers of the Corporation shall consist of a Chairman, Vice-Chairman, Past-Chairman, Chief Executive Officer, Secretary and Treasurer. **The offices of Chairman, Vice-Chairman, Past-Chairman shall all be producers.** The offices of Chief Executive Officer, Secretary and Treasurer shall be held by persons who are employees **or contractors** of the Corporation. If, for any reason, such persons are no longer employed by the Corporation, then a vacancy shall exist for such offices. The Chairman, Vice-Chairman, and Past-Chairman shall make up the Executive Committee and shall be members of the Board.

Section 2. Terms: An officer's term shall be for one year and an officer may serve two consecutive terms. The officer terms begin on October 1.

Section 3. Chairman: The Chairman shall preside over all Board meetings unless otherwise stipulated in these bylaws, counsel with the Chief Executive Officer regarding management of the Corporation's affairs, appoint committees and committee chairman unless otherwise stipulated in these bylaws, and serve as an ex-officio member on all committees. The Chairman shall perform such other duties as associated with the office or as assigned by the Board.

Section 4. Vice-Chairman: The Vice-Chairman shall perform the duties of the Chairman in case of the Chairman's inability to act or in the Chairman's absence and perform other duties as may be assigned by the Chairman or the Board. Upon vacancy of the office of Chairman, the Vice-Chairman shall perform the duties of the office of Chairman until an officer election is conducted.

Section 5. Past-Chairman: The Past-Chairman shall perform such duties as may be assigned by the Chairman or Board and shall chair the Nominating Committee. The Past-Chairman will be a resource to the organization and will be available to serve as needed.

Section 6. Officer Elections: The Board shall elect its Chairman and Vice-Chairman by a majority vote of the Directors present. Upon a change in the office of Chairman, the outgoing Chairman shall be the Past-Chairman. If any officer's term expires during his service as an officer, the term will automatically be extended until the completion of the officer's term. Upon vacancy of the Chairman or Vice-Chairman offices, the Board shall elect the replacement by a majority vote of the Directors present. Any active board member interested in serving as chairman or vice-chairman should apply for the positions prior to the regular election process. Any past board chairman shall lead a committee of up to 3 past board chairmen to choose no more than two candidates per position for presentation to the board for election. Any Board vacancies must be filled before the election of Chairman or Vice-Chairman.

Section 7. Chief Executive Officer: The Chief Executive Officer (CEO) shall be selected by the Board under such terms as it may determine from time to time. The CEO shall administer and manage the affairs of the Corporation with the counsel of the Chairman and shall report to the Board. The CEO shall employ, terminate and manage all employees and perform other duties as specified by the Board. The CEO shall not be entitled to a vote on the Board.

Section 8. Secretary and Treasurer: The Secretary and Treasurer shall be an employee or employees of the Corporation and shall be recommended for their offices by the CEO, appointed by the Board, and serve at the pleasure of the CEO. The Secretary and Treasurer shall not be entitled to a vote on the Board. The Secretary shall maintain the Corporation's corporate records, keep minutes of the proceedings of the Board meetings, ensure that all required notes are prepared as well as notices and reports as required by the Board or by law, and shall perform such other duties as assigned by the CEO. The Treasurer shall assist the Finance and Budget Committee, maintain the Corporation's financial records, be responsible for the receipt, deposit, maintenance, and disbursement of the Corporation's funds and assets, and perform such other duties as assigned by the CEO.

ARTICLE VI - COMMITTEES

Section 1. Establishing Committees: The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these bylaws or otherwise imposed by law. No committee of the Board has the authority of the Board to:

- a. Amend the articles of incorporation;
- b. Adopt a plan of merger or consolidation with another corporation;
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets;
- d. Authorize voluntary dissolution of the Corporation;
- e. Adopt a plan for distributing the Corporation's assets;
- f. Amend, alter, or repeal these bylaws;
- g. Elect, appoint, or remove a Director or officer of the Corporation;
- h. Elect, appoint, or remove a member of a committee unless otherwise stipulated in these bylaws;
- i. Take any action outside the scope of authority delegated to it by the Board; and
- j. Take final action on a matter requiring membership approval.

Section 2. Authorization of Specific Committees: The following standing committees are authorized: Nominating; Finance and Budget; and Legislative. The Board has the authority to change, amend, or re-designate committees without the requirement of a bylaw change.

Section 3. Members: Committee members shall be appointed by the Chairman unless otherwise stipulated in this Article. Committee members may include non-Directors and non-members unless otherwise stipulated in this Article. Committee members shall be appointed annually unless otherwise stipulated in this Article.

Section 4. Nominating Committee: The Nominating Committee shall be chaired by the Past-Chairman. If the office of Past-Chairman is vacant, the Board's designee shall serve as chairman of the committee. The committee will consist of five individuals as follows: three Producer members, one Associate member, and one at-large appointee. The Nominating Committee shall submit a slate of nominees comprised of one nominee for each expiring or vacant term on the Board. The nominees submitted shall be such that the Board majority shall remain Producer members.

Section 5. Finance and Budget Committee: The Finance and Budget Committee shall be chaired by the Chairman. The CEO and Treasurer shall serve as ex-officio members. Responsibilities include:

- a. Determination of contributions from each state to the Corporation;
- b. Annual budget development and oversight;
- c. Accounting and audit procedures in so much that the Corporation selects an auditor, submits to an annual audit, and receives the auditor's report, and reviews the auditor's report;
- d. Report to the Board on implementation of recommended financial improvements;
- e. Fundraising for the needs of the Corporation.

Section 6. Legislative Committee: The Legislative Committee shall be appointed by the Board and shall have no more than **11** appointees. The appointees shall be as follows:

- a. 1 appointee from each of the **6** largest contributing states. Contributions from states shall be determined by the Finance and Budget Committee;
- b. no more than **5** at-large appointees; and
- c. of those appointees named in paragraphs (a) and (b), the Vice-Chairman of the Corporation shall **not** be one of the appointees and shall chair the committee.
- d. Committee members shall be appointed to serve a two-year term, except for the 2019-2020 budget year where half the committee will serve a one-year term to move the committee into a set rotation.
- e. Committee members may serve up to a maximum of three, full two-year terms before rotating off the committee.
- f. After serving 3 two-year terms, an individual may be eligible to be re-appointed after a departure of one year.

The committee shall choose a vice-chairman annually from the members of the committee. The vice-chairman shall be approved by a majority vote of the committee members present.

Section 7. Meetings: Meetings shall be held as necessary and action may be taken by mail, telephone conference or any other electronic means. Minutes will be recorded and approved at the next committee meeting. Each Committee Member shall have one vote and may not vote by proxy. Reasonable expenses of committee members shall be paid by the Corporation with submission of receipts or other supporting evidence.

Section 8. Quorum: A quorum shall consist of the Members participating.

Section 9. Conduct of Committees: The latest edition of Robert's Rules of Order shall govern the conduct of all meetings.

ARTICLE VII – AMEND BYLAWS

Section 1. Amend or Change Bylaws: Changing or amending bylaws require ten days written notice to the Board specifying changes or amendments. Bylaws may not be changed or amended except by a two-thirds vote of the full Board.