

**BYLAWS OF THE
NATIONAL BARLEY GROWERS ASSOCIATION**
[EIGHTH REVISION – April 1, 2019]

ARTICLE I. NAME

The name of said corporation shall be: NATIONAL BARLEY GROWERS ASSOCIATION. It may be referred to in these Bylaws as either "The Association" or "The Corporation".

**ARTICLE II. REGISTERED OFFICE AND AGENT:
NATIONAL HEADQUARTERS**

- A. The Association's national headquarters shall be established in Washington, D.C. This office will include an official address, telephone number, and representative to be domiciled there.
- B. The Association may change its registered office or agent, or both, by filing the required Notice of Change with the North Dakota Secretary of State.

ARTICLE III. PURPOSES

The Corporation shall be organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, for the general purpose of promoting and protecting the interests of United States barley growers. Within this general limitation, the specific purposes of the corporation shall include the following:

- A. To have an official growers' association that will represent producers at national legislative and regulatory levels.
- B. To promote a better understanding and cooperative effort between the various segments of the barley industry.
- C. To develop and promote improvements in the marketing of barley.
- D. To encourage and support research and education by both public and private sectors.
- E. To keep barley growers informed of programs, actions, regulations and activities that affect barley growers.
- F. To promote alternate uses of barley.
- G. To cooperate with other commodity groups and agricultural organizations when such cooperation is in the best interests of the barley grower.
- H. To actively engage in efforts to create and maintain reasonable freight rates and suitable transportation services for barley growers.
- I. To help promote and organize the state barley growers' organization, councils and commissions.

ARTICLE IV. POWERS

The Corporation shall have all the powers of non-profit corporations described in Section 10-24-05 of the North Dakota Century Code.

ARTICLE V. MEMBERSHIP

A. CLASSIFICATIONS & DUES

Three types of membership will be available:

1. **State Organization Membership:** A state barley growers' organization attains this level of membership upon payment of full dues.
 - a. Yearly dues for state barley grower organizations shall be established by the Board at the annual meeting calculated on per million bushels of production using a six (6) year moving base, dropping high and low state production years and averaging the four (4) remaining years and rounding to the nearest million bushels. Dues to be paid quarterly in advance based on a July 1- June 30 fiscal year.
 - b. If a state barley grower organization cannot meet its entire dues commitment for a given year but makes only a partial payment of dues, then that organization's weighted vote on the Board of Directors shall be reduced by the same percentage as the dues commitment is reduced. The Board is required to review this privilege of underpayment of dues annually. New state barley grower organizations must be approved by the Board.
 - c. New state barley grower organizations must be approved by the Board of Directors.
2. **Industry Membership:** Industry membership shall include any business, organization or agency that has an interest in barley and the betterment of the barley industry. Industry members are entitled to sit on Association committees. Industry Members will consist of two sub-types:
 - a. Industry Board Member – any company, organization, or agency contributing at least \$10,000 in dues and/or voluntary assessments annually.
 - b. Industry Member – any company, organization, or agency contributing at least \$5,000 in dues and/or voluntary assessments annually.
 - c. New Industry Members must be approved by the Board of Directors.

3. **Associate Membership:** Associate membership shall be available to any company, organization, agency, or individual that desires to support the objectives of the Association. Associate members shall be entitled to all privileges of the regular members except the right to vote.

a. Annual dues shall be \$2,500; except

- i. Dues for governmental agencies, individuals, and limited resource companies shall be determined by the Board of Directors; and
- ii. Reciprocal Associate Memberships at no cost may be established with other organizations with approval of the Board of Directors.

B. MEETINGS:

An annual meeting of the membership will be held at a date, time, and location to be determined by the Board of Directors.

C. SUSPENSION OF MEMBERSHIP:

It will require a two-thirds (2/3) un-weighted majority vote by the Board of Directors to suspend the membership of any organization. Suspension may be imposed for: a.) abuse of privileges of membership, or, b.) breach of rules and regulations, or, c.) conduct that discredits or compromises the Association's integrity.

ARTICLE VI. BOARD OF DIRECTORS

A. COMPOSITION:

The Board of Directors shall consist of up to two (2) members from each state barley grower organization and one representative from each Industry Board Member fulfilling the requirements of Article V, Section A (2) (a).

1. Voting is limited to State Grower Organizations and Industry Board Members.
2. Voting: All votes cast by State Grower Organizations other than the specific exceptions listed elsewhere in the bylaws shall be by a weighted vote. All votes cast by State Grower Organizations, other than those specified as a weighted vote, shall be a simple majority. A weighted vote may be called by any member of the Board of Directors when deemed necessary other than those times where it is prohibited by the bylaws. The weighted vote is determined by the following formula: *(total dollars paid by a state grower's organization / sum of dues paid by all state growers' organizations * the total number of state grower organizations paying dues)*. This is the number of votes the individual state barley grower organization is entitled to vote for one year when weighted votes are held.
3. State Grower Organizations shall each have one (1) vote on the Board of Directors for all votes, other than a weighted vote.

4. The Industry Board Members shall each have one (1) vote on the Board of Directors for all votes.
5. All Board Members, by written or electronic notification prior to a board meeting, can designate an associate of their company, organization, or agency who is in attendance at the meeting to represent them at a meeting for the purpose of a quorum or votes taken during a Board of Directors meeting.

C. MEETINGS:

1. Regular meetings of the Board of Directors may be established by the Board of Directors and special meetings of members may be called at any time upon order of president or majority of the Board of Directors. Written notice of the annual meeting shall be mailed to each member at least forty-five (45) days prior to the meeting.
2. A simple majority of barley growers' organization states and Industry Board Members shall be a quorum. No action shall be taken by the Board without a quorum.
3. Roberts Rules of Order shall determine parliamentary procedure followed by the Association.

ARTICLE VII. OFFICERS

OFFICERS AND ELECTIONS:

A. The President and the Vice President of the Association must meet the following requirements:

1. The person must be an active barley producer in at least one of the previous two years prior to being elected.
2. The person must have served previously for one year on the NBGA board of directors to be elected.
3. The person must grow a minimum of fifty (50) acres of barley and be actively engaged in farming.
4. The person must be actively engaged in farming and consider a significant portion of his/her income to be derived from the production of barley. The line officers shall consist of a President and a Vice President, who must be members or have previously been a member of the Board of Directors.
 - a. The President and Vice President shall be elected for a one year term at the annual meeting of the Association by an un-weighted vote by the Board of Directors. It will take a majority vote to be elected.
 - b. The President and Vice President must be re-elected each year.
 - c. The President or Vice President cannot serve more than two (2) consecutive terms in that specific office.

- B. **The Secretary/Treasurer** shall be appointed by the President of the Association and approved by the Board of Directors.
1. The Secretary/Treasurer shall serve until a successor is appointed.
- C. **Officers** will be elected at the annual meeting and will assume their duties at the beginning of the fiscal year which begins July 1.

ARTICLE VIII. **COMMITTEES**

- A. **Executive Committee.** There shall be an Executive Committee composed of the President, Immediate Past President, Vice President, Secretary-Treasurer, and two NBGA Board Members from Industry to be appointed annually by the President. The Secretary-Treasurer shall be a non-voting member of the Executive Committee. This Executive Committee may do or perform any act, as authorized by the Board of Directors.
- B. **Standing or Special Committees.** Either the Board or the President may appoint standing or special committees to serve the Association from time to time. All committees shall file a report as requested by the Board of Directors or President.

ARTICLE IX. **FINANCES**

- A. **Control.** All funds of the Association shall be placed with the Secretary-Treasurer and shall be under the control of the Board of Directors.
- B. **Fiscal Year.** The fiscal year of the Association shall run from July 1 to June 30.
- C. **Audit.** The Financial records of the Association shall be audited annually in a manner approved by the Board of Directors.
- D. **Loans.** No loans shall be made by the Association to its Directors or officers (N.D.C.C. 10-24-17).*
- E. **Compensation of Officers.** Each Director, Officer, committee member and staff of the Association may be reimbursed for necessary expenses incurred in the performance of corporate duties.
- F. **Reserve.** The reserve account shall not be reopened or drawn down without the authorization of the Board of Directors.

ARTICLE X. GENERAL PROVISIONS

- A. **Removal of Officer or Director.** Any officer of the Association (including a Director) whether elected or appointed, may be removed by the persons authorized to elect or appoint such officer whenever in their 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. Election or appointment of an officer or agent shall not of itself create contract rights. (N.D.C.C. 10-24-24).*
- B. **Waiver of Notice.** Whenever any notice is required to be given to any Director of the Association under the provisions of Chapters 10-24 through 10-28 or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver hereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. (N.D.C.C. 10-28-12).*
- C. **Action Without Meeting.** Any action required by Chapters 10-24 through 10-28 to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. (N.D.C.C. 10-28-13).*
- D. **Adjournment of Meetings.** If any meeting of the Board of Directors be adjourned to another time or place, no notice as to such adjourned meeting need to be given other than by announcement at the meeting at which such adjournment is taken.
- E. **Inspection of Records.** All books and records of the Association may be inspected by any Director or member, or their agent or attorney, for any proper purpose at any reasonable time. (N.D.C.C. 10-24-25).*
- F. The Association may change its registered office or agent, or both, by filing the required Notice of Change with the North Dakota Secretary of State.

ARTICLE XI. AMENDMENT OF BYLAWS

It shall require a two-thirds (2/3) un-weighted vote by the Board of Directors to amend, alter, or repeal this Constitution or Bylaws.

* All references in these Bylaws to "N.D.C.C." are to the North Dakota Century Code, and the provisions so cited should not be amended without consultation with the Association's attorney.