



## 2022 BYLAW CHANGES

*The Board of Directors and legal counsel have reviewed the bylaws and updated in accordance with our new strategic direction. The Board of Directors have approved the recommended changes and per the bylaws, the voting membership is to approve the recommended changes to the following articles I-IV, VI, and VIII:*

### ARTICLE 1 CHANGE:

Removing Article 1 from the bylaws as it repeats the language already contained in the Cereals & Grains Association Articles of Incorporation - it is recommended not including this in the bylaws to help prevent inconsistency if one of them is amended.

### CHANGES to ARTICLES II-IV, VI, and VII:

#### ARTICLE I: Membership

**Section 1. Classes of Membership.** The Association shall consist of Individual and Corporate Members. A membership period shall be 12 consecutive months.

**Individual Members.** Any individual working in or interested in the field of cereals and related products is eligible for membership. Membership is activated upon receipt of application and payment of the appropriate dues.

**Corporate Members.** Any Association, institution, business, or partnership desirous of lending support to the activities of the Association may become a Corporate Member upon receipt of application and payment of the appropriate dues. Each Corporate Member must designate only one representative of the Association, institution, business or partnership to receive publications and notices from the Association and otherwise participate actively in Association activities. An Alternate Corporate Representative may be designated to receive notices from the Association.

**Section 2. Voting rights.** Only Individual members shall have voting rights (each member having 1 (one) vote). For purposes of clarity, Corporate Members shall not have voting rights.

**Section 3. Altering classes of members.** No changes to voting members' rights shall be affected without the approval of the voting members.

**Section 4. Membership dues.** The Board of Directors shall determine the dues for each category or subcategory of voting members, establishing dues on an annual basis. The membership year for the members of this Association shall be one year from the date that the Association records the dues as being paid.

**Section 5. Resignation.** Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Association's Headquarter Office. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein which shall

not be more than 30 (thirty) days from the date of receipt. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this Association.

## **ARTICLE II: BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall consist of not less than six, but no more than ten members who shall at all times during their service be an Individual Member of the Association. The Board seats shall be comprised as follows:

- Four (4) seats shall be held by the following corporate Officers: the President, duly elected President-Elect, Treasurer, and Immediate Past President.
- Up to five (5) seats will be held by Directors-at-Large, with a minimum of two being elected by the membership and the remaining positions appointed by the President-Elect.
- Responsibilities of the Directors-at-Large are outlined in the Manual of Operations.

**Section 2. Terms.** At the close of the annual meeting following the election, the newly elected President-Elect assumes office, the current President-Elect becomes President, the current President becomes the Immediate Past President, and all assume their respective duties of office. The Immediate Past President is not eligible for immediate reelection to the office of President-Elect.

The terms of Elected Directors-at-Large shall be two (2) years and the terms of the Appointed Directors-at-Large positions shall be three (3) years. Terms for both elected and appointed Directors-at-Large will commence at the close of the annual meeting.

The Treasurer of the Association is appointed by the Board of Directors for a three-year term of office and may be reappointed by the Board for one additional three-year term. At the option of the Board of Directors, an incoming Treasurer may serve for one year as Treasurer-Elect without voting powers on the Board of Directors. This is to provide orientation and continuity in the position of Treasurer.

**Section 3. Removal.** Any Director may at any time be removed with or without cause by the Board of Directors, not including the Director who is the subject of the action.

**Section 4. Vacancies.** Any vacancy of a Director shall be filled by vote of the remaining members of the Board of Directors, even were their number to be less than a quorum, to elect an Individual Member to serve out the remainder of that seat's term.

**Section 5. Directors' Remuneration.** The Board of Directors shall serve without compensation.

## **ARTICLE III: MEETINGS OF THE MEMBERS**

**Section 1. Annual Meeting.** An Annual Meeting of the voting membership shall be held at any location, as designated in the notice thereof, at a date and time determined by the Board of Directors. The Annual Meeting shall provide the members the opportunity to: receive the Board's report, conduct any requisite business of the Association needing attention of the voting members, and to honor, as appropriate, those making outstanding contributions to the Association or in furtherance of its mission.

**Section 2. Special meetings.** Special meetings of the voting membership may be called at any time (a) by the Association's President, (b) by the Board of Directors, or (c) upon written request of ten percent, or fifty, of the voting members of this Association entitled to vote at the meeting (whichever number is

less). The parties calling for a special meeting shall make written request to the President, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receipt of the request. If the President fails to give such notice within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**Section 3. Action by the voting members without a meeting (i.e., action by written ballot).** Any action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting so long the ballot is conducted in accord with the procedures set forth in Minnesota Statutes Section 317A.447, or its successor.

**Section 4. Notice.** Notice for all meetings shall be no less than 30 days. In all cases, notice is to be provided to each voting member who is entitled to vote on date set out in Section 5 to the last known address of the member OR may occur by telephone to a telephone number at which the member has consented to receive notice OR by electronic mail, when directed to an email address at which the member has consented to receive notice OR by any other form of electronic communication by which the member has consented to receive notice. Attendance by a member at a meeting or via ballot submission shall be deemed a waiver of notice by the member unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or convened.

**Section 5. Members list for meeting or for written ballot.** The President shall fix a date certain, as the date for determination of the members entitled to notice of the meeting (if the Board fails to set such a date, the date shall be the sixtieth day before the date of the meeting), such date being the "record date."

**Section 6. Quorum for meeting or action without a meeting per written ballot.** The presence (in person at a meeting or by timely submission of ballots for action to be affected without a meeting) of 10% of the voting Members of the Association entitled to vote or fifty (50), whichever number is less, shall constitute a quorum. If a quorum is obtained but later lost at a meeting, the members still present may take no official action other than adjournment.

**Section 7. Voting.** With a quorum obtained, a majority of the total number of votes held by the membership present (in person or via submission of ballots for action to be affected without a meeting) and entitled to vote must be cast to transact any business unless a higher percentage is called for by these Bylaws or by the Association's Articles of Incorporation.

**Section 8. Proxies not permitted.** Members may not vote by proxy.

## ARTICLE V: OFFICERS

**Section 1. Officers.** This Association shall have four Officers serving both in their role as one of the following enumerated Officers and at the same time a member of the Board of Directors per Article II: President, duly elected President-Elect, Immediate Past President and Treasurer. In addition, the Association shall also employ a Chief Executive Officer (CEO) who is hired by, and serves at the pleasure of, the Board of Directors. Subject to these Bylaws, the members/Board of Directors may

also elect or appoint one or more assistant officers as it may deem convenient or necessary. No individual may hold more than one office.

**Section 2. Election and Vacancy.** The President-Elect and Elected Directors-at-Large shall be elected by the Association's members. Terms of all Officers but the CEO shall begin at the adjournment of the Annual Meeting of the Association's members. Any vacancy occurring in the President, President-Elect, and Treasurer shall be filled by the Board of Directors who shall elect from nominations provided by the Nominating Committee a successor to serve the unexpired term of said office.

**Section 3. President.** The President shall:

- A. organize the Board's meeting agendas, strategy execution, and preside at all meetings of the Board of Directors.
- B. preside at the Annual Meeting of the Association's members. They shall have the power to call meetings of the Board of Directors and of the Association.
- C. at their discretion on matters concerning the conduct of business of the Association, poll the Board of Directors by appropriate means if it is expedient to do so, in lieu of assembling the Board of Directors in special session.

**Section 4. President-Elect.** The President-Elect shall:

- A. preside at the Annual Meeting of the Association's members in the absence of the President.
- B. assist the President in carrying out the duties of their offices, as well as duties outlined in the Manual of Operations.
- C. after being elected but prior to start of term, per Article II, shall nominate one Individual member (not a student) who, with approval of the Board of Directors via their act to elect such member, shall serve for a term of three years as a Director-at-Large member of the Board of Directors.
- D. appoint all vacant committee and task force positions necessary to conduct activities of the Association in accordance with these Bylaws. The President-Elect may delegate such appointment rights at their discretion. All appointments shall be made at least 30 days before assuming the Presidency of the Association.

**Section 5. Immediate Past President** The office of Immediate Past President shall be held by the Association's most recent Past President upon that individual's agreement to so serve. The Immediate Past President's responsibilities shall include but are not limited to assisting the President and President-Elect, as requested by such Officers in carrying out their duties or special projects.

-

**Section 6. Treasurer.** The Treasurer shall cause accurate financial records of the Association to be kept and shall be responsible to ensure that accurate financial records of the Association are maintained, and assets of the Association safeguarded. They shall present a report of the Association's financial transactions and status to the Board of Directors at least annually and make such other reports to the Board of Directors and the Association's members as those parties shall

direct or require. The Treasurer shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

**Section 7. Chief Executive Officer (CEO).** The Board of Directors shall employ a CEO to oversee and have general active management of the business of the Association; see that orders and resolutions of the board are carried into effect; execute on behalf of the Association all contracts, deeds, conveyances or other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this Association; maintain records of and, when necessary, certify proceedings of the board; and perform other duties as may be assigned to them from time to time by the Board of Directors.

## **ARTICLE VII: AMENDMENTS**

**Section 1.** Amendments to Articles Requiring Action of the Members. Articles I-III, V and VII of these Bylaws may only be amended when proposed to the eligible voting members of the Association by the Board of Directors with at least 60-day notice prior to either the Meeting at which they will be considered to the deadline for submission of ballots if being acted on without a meeting (i.e., by ballot). A two-thirds vote of the members thus voting shall be required to enact an amendment. A quorum of at least 10% or 50 (fifty) members, whichever is less, of the members registered as attending the meeting or those who have submitted ballots shall be necessary to adopt the amendment.

**Section 2.** Amendments to Articles by the Board. The Board of Directors may amend any provision of these Bylaws other than those noted in Section 1, preceding, by adopting a resolution setting forth the amendment by a vote of the majority of all Directors then-seated. Proper notice of the proposed amendment or repeal must precede the Board meeting at which the amendment will be considered and must include the substance of the proposed amendment. The voting members retain the right to repeal any amendment so adopted, and any such repeal shall only be undertaken following the voting requirements.