

Amended & Restated By-Laws

of the

Montana Seed Growers Association

Article I: NAME, OFFICE & SEAL

- Section 1. Name. This association shall be known as the Montana Seed Growers Association (the "Association"). The Association may change its name or adopt any other names as the Board of Directors may determine pursuant to Montana law.
- Section 2. Choice of Law. Montana Seed Growers Association is incorporated under the laws of the State of Montana as a non-profit corporation, within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the "Code") and the Montana Nonprofit Corporation Act (the "Act").
- Section 3. Registered Office; Principal Office. The registered office and the principal office of the Association for transaction of business will be located in the State of Montana, at a place determined by the Board of Directors which may, from time to time, change said location.
- Section 4. Corporate Seal. The Association has no corporate seal but may establish a seal at the discretion of the Board of Directors.

Article II: PURPOSE & POWERS

- Section 1. Purpose. The Association is organized for tax-exempt purposes as defined in the Code and as set forth in the Association's organizing documents on file with the Montana Secretary of State, and as further defined in the Association's Constitution.
- Section 2. Powers. The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to pursue and fulfill the tax-exempt purposes for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.
- Section 3. Limitations on Powers, Activities. The Association shall operate exclusively in a manner that will comply with the Act and qualify it as an exempt organization under Section 501(c)(5) of the Code. The Association is not organized for private gain of any person and shall adhere to all other limitations set forth in its

organizing documents, Constitution, or Bylaws, or imposed by law.

Article III: MEMBERSHIP

Section 1. The Association shall have three (3) classes of members:

a. Active Members. An Active Member is:

- 1) any individual who is a resident of the State of Montana and is actively producing (i.e., growing) one or more classes of seed certified by the Association ("Producer"), or
- 2) any entity that is legally registered to do business in the State of Montana and is actively producing (i.e., growing) one or more classes of seed certified by the Association ("Producer Entity");

provided that the established member dues for said Producer or Producer Entity have been paid, regardless of the source of said payment. A Producer Entity shall appoint one (1) individual as its representative for membership purposes. Active Members shall be eligible to vote on matters presented to the members.

b. Associate Members. Any person or entity that is not a Producer or Producer Entity but is otherwise actively engaged in the certified seed industry, including, but not limited to, marketing, selling, conditioning, cleaning, handling, or shipping of certified seed. An Associate Member shall pay dues established by the Board and shall have no vote.

c. Honorary members. Membership may be conferred by the Board of Directors upon anyone, living or not living, who has gained particular prominence through their activity in the advancement of pure seed within Montana. Honorary members shall pay no dues and shall have no vote.

Section 2. Voting. Each Active Member shall be eligible to only one (1) vote on matters presented to the members in the member's district of record.

Section 3. District of Record. A "district of record" shall be the district in which the member resides or produces seed certified by the Association. If a member resides in and / or produces certified seed in different districts, the member shall select which district is considered their district of record and shall notify the Association of said selection.

Section 4. Dues & Fees. Application fees, late fees, acreage fees, production fees and other fees that may be assessed, shall be fixed by the Board of Directors at the annual meeting.

Section 5. Suspension and Termination: The Board of Directors shall have the authority to suspend or terminate the membership of any member of the Association for the following reasons:

- a. Failure to pay any dues, fees or assessments within the time prescribed by the Board of Directors.
- b. Upon proof that a member has misrepresented certified classes of seed contrary to the rules and regulations promulgated by the Association at any time.

Section 6. Resignation. Any member may withdraw membership by filing a written notice with the Association. Such resignation shall not relieve the member from the obligation to pay any indebtedness said member owes the Association.

Article IV: BOARD OF DIRECTORS AND OFFICERS

Section 1. Board of Directors:

- a. Number, Terms. The affairs of the Association shall be managed by the Board of Directors which shall consist of six (6) Active Members, comprised of one (1) representative elected from each of the six (6) membership districts. Upon election, each Director shall serve a term of three (3) years which shall begin with the first annual meeting of the Board of Directors following the election. A Director may be re-elected to an unlimited number of successive terms pursuant to Article IV(1) (d).
- b. Qualifications. Anyone that has been an Active Member of the Association for at least three (3) consecutive years is eligible for election to the Board of Directors pursuant to Article IV(1) (d).
- c. Voting; Proxy Voting. Except as otherwise specified in these Bylaws and subject to conflicts of interest, each Director shall have one (1) vote. Proxy voting is prohibited.
- d. Elections. Each Director shall be elected on a district-specific basis by Active Members from the Director's district of record pursuant to the process outlined in Article VI.
- e. Districts. Districts shall correspond to the Agricultural Experiment Station districts of Montana.
- f. Resignation. A Director may resign by providing written notice to the presiding Officer. Resignation shall be effective upon receipt of the written notice of the date specified in the written notice, whichever is later. Resignation as a Director shall constitute resignation as an Officer, but shall not

constitute resignation as a member.

- g. Removal. A Director may be removed by the majority vote of the remaining Directors.
- h. Vacancies. Where, for any reason, a vacancy occurs in the office of a Director, the vacancy shall be filled for the unexpired term upon the majority vote of the remaining Directors.

Section 2. Officers:

- a. Generally; Elections; Terms. The officers of this Association shall be a President, Vice-President, Secretary-Treasurer, and Executive Director. The President and Vice-President shall be Active Members in good standing with the Association.
 - 1. A President and Vice-President shall be elected annually by the Board of Directors from among current Directors to serve a one (1) year term. The President and Vice President may serve consecutive terms in the same office if so elected.
 - 2. The Secretary-Treasurer shall be a qualified individual appointed by the Board of Directors on an annual basis to serve a one (1) year term. The Secretary-Treasurer may serve an unlimited number of consecutive terms.
 - 3. The Executive Director shall be a qualified individual appointed by the Board of Directors. The Executive Director's term shall persist for the duration of their employment as the Executive Director.
 - 4. The Head of the Plant Sciences & Plant Pathology Department, Montana State University ("Department"), shall be an ex-officio member of the Board of Directors for the duration of their employment as the Head of the Department. An ex-officio member of the Board shall have no vote.

Section 3. Committees. The Board of Directors may establish any committees as are deemed necessary to achieve the objectives of this Association. The President shall appoint Directors to such committees. The President may appoint non-Directors to committees, provided the committee does not have Board power, decisions, or authority and the Board of Directors determines that such an appointment is appropriate.

Article V: DUTIES OF OFFICERS

Section 1. President:

- a. To preside at all meetings of the Association, appoint commit-

tees and to perform such other duties pertaining to the office or as authorized by the Directors.

Section 2. Vice-President:

- a. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President.
- b. The Vice-President shall perform other duties as assigned by the President or by the Board of Directors.

Section 3. Secretary-Treasurer:

- a. Shall keep a full and accurate account of all financial transactions of the Association using a bookkeeping system approved by the Auditor.
- b. Shall be responsible for the collection of dues and fees, and to pay all bills.
- c. Shall provide the Board of Directors with accurate financial reports at each Board meeting and as requested by the Board.
- d. Shall deposit all monies of the Association in the name of and to the credit of the Association.
- e. Assist in keeping complete records of certified producers and minutes of meetings of the Board of Directors.
- f. Shall co-sign all checks of payment as required.
- g. Shall administer the secretary's duties of the office of the Association.
- h. Shall be bonded in an amount to be determined by the Board of Directors, the cost of which shall be borne by the Association.
- i. Shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. Executive Director: The Association may employ an Executive Director, directly or indirectly, who shall be subject to supervision, management, and evaluation by the Board of Directors. Among other duties and responsibilities set forth in a written position description, the Executive Director:

- a. Shall administer the affairs of the Association.
- b. Shall co-sign all checks with the Secretary-Treasurer as required.

- c. Shall act in an advisory capacity to the Board of Directors.
- d. Shall promote certified seed and the certification program.
- e. Shall perform such other duties as may be prescribed from time to time by the Board of Directors.
- f. Shall be the Association's liaison for the Association of Official Seed Certifying Agencies, or its successor, and any other entity in which the Association is a member.

Section 5. Ex-officio Director:

- a. Appointment, Term. The Board of Directors may appoint a qualified individual to serve as an ex-officio Director. Except as provided in Article IV, Section 2(a)(4), an ex-officio director shall serve a one (1) year term, and may be re-appointed to serve an unlimited number of terms consecutively.
- b. No Vote. An ex-officio Director shall have no vote on matters before the Board of Directors and shall serve only in an advisory capacity to the Association and the Board of Directors.

Article VI: ELECTIONS

Section 1. Each year, two (2) directors shall be elected annually, one director from each of two (2) districts in the following order: District IV and VI, II and III, and I and V. Elections shall be conducted pursuant to the process outlined in Article VI, Sections 2 - 3.

Section 2. Primary Election:

- a. A primary election shall be held in each district every third year for the purpose of choosing nominees for the Director position representing that district.
- b. A list of all eligible Active Members in the district, together with a ballot and return envelope, shall be sent to each Active Member eligible to vote in said district by the Association in the 4th quarter of the calendar year.
- c. Ballots shall be returned to the Association and postmarked not later than fifteen (15) days from the date upon which ballots were mailed.
- d. The three (3) Active Members receiving the highest number of votes in each district shall be declared the candidates for the final election. If fewer than three (3) Active Members receive votes, then the one (1) or two (2) Active Members

receiving the highest number of votes shall be declared the candidate(s).

Section 3. Final Election:

- a. The ballots carrying the names of the district-specific candidates shall be sent to each Active Member in the district no later than December 1.
- b. Ballots shall be returned to the Association and postmarked not later than fifteen (15) days from the date upon which ballots were mailed.
- c. The candidate receiving the highest number of votes from each district shall be declared elected to the office of the Director for the given district for a term of three (3) years.

Section 4. Tie Vote, Primary or Final Elections. When a tie vote occurs among candidates in either the primary or the final election, it shall be the duty of the remaining four (4) directors not up for re-election, to cast the tie-breaking vote pursuant to the following process: the four (4) directors will elect, among themselves, a non-voting chairperson, then the remaining three (3) Directors will each cast one (1) vote for one of the tied candidates, and their ballots will be sent to the Montana Seed Growers Association office for counting and certification. In this case, the winning candidate shall be the one receiving the most votes through the tie break vote.

ARTICLE VII: MEETINGS

Section 1. Board Meetings:

- a. Annual meeting. The annual meeting of the Board of Directors shall be held at the time and place decided upon by the Board of Directors. Written notice of time and place of meetings shall be sent to each Director at least thirty (30) days prior to the meeting.
- b. Special meeting. Special meetings of the Board of Directors may be called by the President or upon the written request of two or more of the Directors. Ten (10) days written notice sent to each Director is necessary before a special meeting can be held.
- c. Notice. The term "written notice" throughout these Bylaws shall include mail or email, as well as inclusion in the Association's newsletter.
- d. Quorum, Manner of Acting. Four (4) Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. The vote of a majority of Directors present at a meeting of the Board of Directors shall constitute an act of

the Board of Directors.

- e. Action Without Meeting. Any action may be taken without a meeting, including via email, if: (1) all Directors consent, in one or more written consents; and (2) the consent or consents of the Directors are included in the Association's corporate record. Such action by written consent shall have the same force and effect as a validly approved action of the Board of Directors.

Section 2. Member Meetings:

- a. Annual meeting; Notice. The annual meeting of the members shall be held in conjunction with the annual meeting of the Board of Directors at the time and place decided upon by the Board of Directors. Written notice of time and place of the member meeting shall be sent to each member at least thirty (30) days prior to the meeting.
- b. Special meeting; Notice. Special meetings of the members may be called by the President or upon the written request of the majority of Directors then serving or twenty-five percent (25%) of the Active Members. Ten (10) days written notice sent to each member is necessary before a special meeting can be held.
- c. Quorum, Manner of Acting. The Active Members present at a meeting shall constitute quorum for purposes of the member meeting. The act of a majority of Active Members present at a member meeting shall constitute an act of the membership.

Section 3. Conduct of Meetings. The provisions of this Article VII, Section 3 shall apply to meetings of the Board of Directors and meetings of the members.

- a. Rules of Order. Robert's Rules of Order shall govern at all meetings of the Association.
- b. Order of Business. The Board of Directors shall follow a standard order of business which may, from time to time, be modified by vote of the Board of Directors.
- c. Executive Session. At any meeting of the Board of Directors or of the Members, the Board of Directors may choose to utilize an Executive Session pursuant to the following restrictions:
 - i. The use of an Executive Session must be approved by a majority vote of the Directors present.
 - ii. An Executive Session shall only include voting Directors and those invited by the Board of Directors.

iii. An Executive Session may be used for the following purposes:

- Meeting with an auditor in the course of or following a financial audit;
- Discussion of staff performance and / or compensation;
- Review of alleged or actual improper behavior within the Association;
- Major business transactions and real estate transactions;
- Litigation or potential litigation;
- Crisis management; and
- To discuss or vote on any issue that, in the sole discretion of the Board of Directors, should remain confidential to protect individual privacy interests or the best interests of the Association.

iv. A general record of the Executive Session shall be kept, but shall remain confidential among those attending the Executive Session.

v. The minutes of the meeting during which the Executive Session was held shall reflect: 1) that an Executive Session occurred, and 2) the final decision of any vote held during the Executive Session.

d. Remote Participation. An individual may participate in a meeting via telephone or videoconference, whenever said means are made available. Participation in this manner shall constitute presence for all purposes, including establishing quorum and voting, provided all participants can simultaneously hear and be heard.

e. Waiver of Notice. Notice need not be given to anyone who, either before or after the meeting signs a waiver of notice, a written consent to hold the meeting, or an approval of the minutes of the meeting. The waiver, consent, or approval need not specify the meeting's purpose and shall be filed with the corporate record or made part of the minutes of the meeting. Presence at a meeting constitutes waiver of notice of that meeting unless the individual objects to the meeting at the beginning of the meeting or objects to considering the matter when presented.

f. Presumed Assent. Anyone who is present at a meeting at which an action is taken is presumed to have assented to the action unless: a) their dissent is entered into the minutes of the meeting; b) they file a written dissent with the person acting

Approved: _____
Next Review: _____

as secretary of the meeting before the meeting is adjourned; or c) they send a written dissent by registered mail to the Association immediately after the meeting adjourns. The right to dissent does not apply if they voted in favor of an action.

Article VIII. Other Matters

Section 1. Rules for Certification. The Board of Directors shall adopt and enforce rules for certification which shall be in accord with the rules and regulations set by the Federal Seed Act, the Association of Official Seed Certifying Agencies, and the Montana Seed Law, as may be amended and updated, (collectively, "applicable seed certification law"), or as may be established by the Board of Directors provided said rules are not inconsistent with applicable seed certification law.

Section 2. Conflicts of Interest. The Association and the Board of Directors shall adhere to a conflicts of interest policy, as adopted by the Board. All covered persons shall disclose any potential conflict of interest annually, and on an ongoing basis as potential conflicts of interest arise.

Section 3. Indemnification. The Association shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he/she is/was a Director of the Corporation, against reasonable expenses actually incurred by the Director in connection with the proceeding.

Article IX. Amendment

These bylaws may be amended by a two-thirds vote of the Directors present at any meeting of the Board of Directors called, in whole or in part, for the purpose of amending the bylaws, provided that notice for the proposed change is given to the Directors not less than fifteen (15) days prior to the meeting.

Certification of Adoption

The undersigned hereby certifies that the foregoing Bylaws of the Montana Seed Growers Association were adopted by its Board of Directors effective the date set forth below, and shall fully supersede and revoke all other Bylaws of the Association.

DATED this _____ day of _____, _____.

Signed: _____

Printed Name: _____

Title: _____