

BY-LAWS

of the

MICHIGAN SOYBEAN ASSOCIATION

Amended
September 28, 2016

ARTICLE I

Purpose

This Corporation is a membership organization, operated to voice the needs and concerns of Michigan's soybean industry. As an affiliate of the American Soybean Association, we strive to develop leaders that will provide highly effective representation for our members in any relevant forums – before all governmental agencies and the general public.

ARTICLE II

Membership and Dues

- Section 1 Qualification - Anyone may become a member upon payment of dues as set by the board.
- Section 2 Termination - A member shall automatically cease to be a member and lose the right to vote when their dues are not current.
- Section 3 The board of directors may at any time, by the majority vote, refuse or cancel a membership, if in its discretion and judgment, the welfare of this Corporation justifies such action.
- Section 4 Dues - The dues of the Corporation shall be set by the board and printed in the *Policies and Procedures of the MSA*.
- Section 5 Voting - Any member in good standing is eligible to vote to elect directors, on dissolving the corporation or other change to corporate structure along with amending MSA's By-Laws. In addition, they shall have the right to vote on all matters members are given the right to vote on pursuant to Michigan law.
- Section 6 Voting by Mail-in Ballots - Any action required or permitted by the Michigan Nonprofit Corporation Act (Act) to be taken, at an annual or special meeting of the members may be taken without a meeting, including the election of directors, as long as the corporation provides a ballot, as defined by the Act to each member that is entitled to vote on the action in the manner provided in the Act for providing notice of meetings of members. The ballots provided to members must set forth each proposed action, provide an opportunity for the member to vote for or against the action and specify a time by which the corporation must receive a ballot to be counted as a vote of the member (which cannot be less than 20 or more than 90 days after the date the corporation provides the ballot to the members).

In order to conduct the mail-in ballot election, the president shall appoint three (3) election inspectors for the election. The inspectors shall: receive and count all the ballots, determine the regularity of the ballots, determine any controversy concerning the right of any member to vote, determine the validity of the proceedings, determine the validity of the votes cast by proxy, and shall report the results of the tabulation of ballots to the president for announcing at the next meeting of the Corporation.

ARTICLE III

Board of Directors

- Section 1 Directors - a. No member shall be elected or shall remain a director unless they are a producer of soybeans and reside in Michigan.
b. A director shall reside within the district they are being elected for.
c. *Producer* defined: Any person residing in the State of Michigan engaged in the business of producing or causing to be produced for any market sale, any soybeans in quantity beyond their own family use that have a value at first point-of-sale of more than \$800.00 in any one growing season within the last three years.

d. Responsibilities of directors are in the *Policies and Procedures of the MSA*.

Section 2 Terms of Office - A director may serve three (3) consecutive three (3) year terms or until their successor is elected. However, after a director has been off the board for one (1) full year, the director may be reelected for no more than three (3) consecutive three (3) year terms or until their successor is elected.

Section 3 Election - Directors shall be elected by mail-in ballot, except as otherwise hereinafter provided for the filling of vacancies, and shall be chosen by a majority vote of active members from their district who return a ballot. All members may vote for members seeking election to an At-Large position. The membership shall vote for the nominees presented by the nominating committee.

Section 4 Composition of Board of Directors - There shall be a minimum of three (3) directors at all times. Unless there is a vacancy, there should be one (1) director from each of the seven districts and two (2) directors selected at-large. Directors shall be elected from the following districts composed of:

District 1 - (1) Director from the counties of: Berrien, Cass, St. Joseph, Branch, Van Buren, Kalamazoo.

District 2 - (1) Director from the counties of: Hillsdale, Calhoun, Jackson, Eaton, Ingham.

District 3 - (1) Director from the counties of: Lenawee, Monroe, Washtenaw, Wayne, Livingston.

District 4 - (1) Directors from the counties of: Oakland, Macomb, St. Clair, Sanilac, Huron.

District 5 - (1) Director from the counties of: Lapeer, Saginaw, Tuscola, Bay, Arenac.

District 6 - (1) Director from the counties of: Ionia, Clinton, Shiawassee, Genesee.

District 7 - (1) Director from the balance of counties in Michigan.

At-Large - (2) Directors at-large from any county in Michigan.

Section 5 Officers - The board of directors shall elect a president, vice-president, secretary and treasurer from the directors seated on the board which shall serve as the executive committee of the Corporation.

The president shall be the chief executive officer of the Corporation, shall preside at all meetings of the Corporation, of the board of directors and the executive committee, and shall carry out all other duties commonly associated with this office.

The vice-president shall perform the duties of the president in case of the president's death, resignation or inability to act, and the decision of the board relative to such inability shall be binding on all persons.

The secretary shall keep the minutes of the meetings of members and the board; have appropriate entries made in all Corporation records of all corporate actions, give such notices as may be required, and shall make reports as may be called for by the board or required by law. A record of the membership shall be maintained and in general perform all duties inherent to the office of secretary. The secretary, with the approval of the board, may designate a person to perform all duties inherent to the office of secretary.

The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and shall deposit monies in banks or depositories as directed by the board of directors, and shall pay all bills of the Corporation that have budget approval by the board. Bond shall be furnished by the Corporation. The treasurer, with approval of the board, may designate a person to perform all duties inherent to the office of treasurer.

Section 6 Removal of a director who fails to carry out the responsibilities of their position may be removed by the majority vote of the board of directors at any regular or special meeting thereof. It is understood that a director must continue to meet the qualifications of residency, producer status, and current membership dues in the Corporation to remain a director of the Corporation.

Section 7 Vacancies occurring between regular elections of the board may be filled by appointment by the remaining directors. The appointee will serve until the next round of elections prior to the Annual Meeting of Members when a director will be elected via the mail-in ballot process to fill the unexpired term.

Section 8 Ex-officio members are representatives without a vote.

- a. Michigan's current DuPont Young Leader will be appointed to the board.
- b. Michigan Soybean Promotion Committee president, or their designee, will be appointed to the board.
- c. Industry may have representatives appointed by the board.
- d. As needed, others may be added with board approval.

ARTICLE IV

Quorums and Voting

- Section 1 Quorum for Member Meetings - A quorum for the transaction of business at any meeting of the members shall be ten (10) members.
- Section 2 Board of Directors Meetings - A quorum for the transaction of business at any meeting of the board of directors shall be a majority of the director positions occupied. If less than a quorum is present at any board of directors meeting, business can be conducted and recorded as Proceedings and brought before the board at their next meeting where a quorum is present.
- Section 3 Voting by Members - The vote of a simple majority of members present at a properly called member meeting or Annual Meeting at which a quorum is present will constitute the action by the members, unless the vote of a larger number is required by law or other sections of these By-Laws or the Articles of Incorporation.
- Section 4 Voting by the Board of Directors - The vote of a majority of the board of directors present at a meeting at which a quorum is present will constitute the action by the board of directors, unless the vote of a larger number is required by law or other sections of these By-Laws or the Articles of Incorporation.
- Section 5 Consent to Corporate Actions - Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's Proceedings.

ARTICLE V

Meetings

- Section 1 The Annual Meeting of the members of this Corporation shall be held at a time and place designated by the board of directors, but within one hundred twenty (120) days following the end of the Corporation's fiscal year. Notice of the time and date of said meeting shall be provided to each member at least twenty (20) days prior to the date fixed by the board of directors.
- Section 2 Special meetings of the members may be called at any time or place by the board of directors. Notification of the time, place, and purpose of any such special meeting shall be provided to all members at least twenty (20) days prior to the date of such special meeting.
- Section 3 The Reorganizational/Annual Meeting of the board of directors shall be held at the same place as, and immediately following, the Annual Meeting of Members of this Corporation. No notice shall be required of such meeting.
- Section 4 Special meetings of the board of directors may be called at any time by the president or secretary or by a majority of the board of directors. Notice of the time and place of any such special meeting shall be given in advance to all members of the board of directors. Directors can participate in person, by phone or electronic transmission.
- Section 5 Written notice containing the time and place of any special meeting of the members or Annual Meeting of the members will be given personally, by mail, or by electronic transmission to each member not less than twenty (20) days before the desired meeting. Personal notice shall be deemed to have been given the date the notice is deposited into a U.S. Post Office Box. Notice by electronic transmission shall only be used when the member has consented to electronic notice and will be deemed to have been given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Notice of the Annual Meeting of Members need not state the purpose or purposes of the meeting or the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting. Attendance of a

director or member at a meeting constitutes a waiver of notice of the meeting, except where the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VI

Committees

- Section 1 The president shall appoint a nominating committee of three (3) members during the preceding year's Annual Meeting of Members, with preferably at least one committee member residing within a district that is up for election. This committee shall present a slate of nominees to the president to be voted on by the members within the respective districts prior to the Annual Meeting of Members via a mail-in ballot process. Other nominations may be made by members from the floor at the Annual Meeting if a director has not been elected via the mail-in ballot process.
- Section 2 Other committees may be appointed by the president or the board of directors as deemed necessary.

ARTICLE VII

Fiscal Year

- Section 1 The fiscal year of this Corporation shall begin on the 1st day of October and end on the 30th day of September.

ARTICLE VIII

Amendments

- Section 1 Any Article of Incorporation and any Article in the By-Laws of this Corporation, except Article VII of the Articles of Incorporation, may be amended by the mail-in vote process outlined in Article II, Section 6, or at any regular or special meeting of the members of this Corporation by the vote of the members present at such meeting, providing that notice of the time and place of such meeting is provided to each member of this Corporation at least twenty (20) days prior to the date of such meeting along with the proposed amendments and that the member is also notified how to access the substance of such proposed amendments which will be posted at the Corporation's website.

ARTICLE IX

Rules of Order

- Section 1 Robert's Rules of Order shall be the sole authority on all points not covered by the Articles of Incorporation and By-Laws of the Corporation pertaining to procedural matters at meetings described herein.

ARTICLE X

Disposition of Assets on Dissolution

- Section 1: Upon termination, dissolution, or winding up of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(5) of the Code. Any such assets not so disposed of shall be disposed of by the circuit court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

Duly adopted by the membership of the Michigan Soybean Association at a special meeting thereof held in Frankenmuth, Michigan this 28th day of September, 2016.