

Adopted 1979
Amended 1982,88,89,90,91,92,93,97,08,11,14,15

**BYLAWS OF THE
NORTH DAKOTA CROP IMPROVEMENT & SEED ASSOCIATION**

Mission Statement

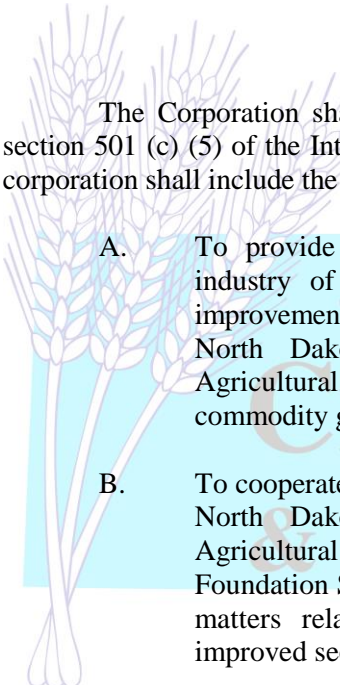
‘Enhancing North Dakota agriculture through the production,
promotion, and distribution of pure seed.’

ARTICLE I. NAME

The name of the corporation shall be: North Dakota Crop Improvement & Seed Association. It shall be referred to hereafter as either the "Corporation" or the "Association".

ARTICLE II. PURPOSES

The Corporation shall be organized exclusively for agricultural purposes within the meaning of section 501 (c) (5) of the Internal Revenue Code. Within this general limitation, the specific purposes of the corporation shall include the following:

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- A. To provide an organization which seed/crop producers and the seed industry of North Dakota can carry out an active agricultural crop improvement program singly as an association, or in cooperation with the North Dakota State University Extension Service, North Dakota Agricultural Experiment Station, and North Dakota State Seed Department, commodity groups and other trade organizations within the state.
 - B. To cooperate with the Association of Official Seed Certifying agencies, the North Dakota State University Extension Service, North Dakota Agricultural Experiment Station, North Dakota State Seed Department, Foundation Seed Stocks Project, NDSU Research Foundation and others in matters relating to the development, production and distribution of improved seeds.
 - C. To provide active involvement in the identification of agricultural research and educational needs Of North Dakota and the identification of facilities, personnel and equipment necessary to fulfill these identified needs, and to provide active support for these proposals through the legislative process.
 - D. To serve as a communication link for North Dakota seed producers, users, and the seed industry in legislative matters relating to production and marketing of their products.
 - E. To help organize and strengthen County Crop (Agricultural) Improvement Associations.
 - F. To maintain regular channels of communication between all members of the association.

- G. To create an active interest in quality North Dakota grown seed and improved crop production practices through mass media, advertising, promotion of certified seed, crop shows and educational programs

ARTICLE III. POWERS

The association shall have all of the powers of nonprofit corporations described in section 10-33-21 of the North Dakota Century Code.

ARTICLE IV. MEMBERSHIP

- A. Membership in this association shall consist of each County Crop (Agricultural) Improvement Association and their current members with a paid up annual membership of \$100.00.
- B. Membership in this association shall also consist of any North Dakota non-profit crop based commodity organizations with a paid up annual membership of \$100.00.
- C. With the payment of a \$10.00 membership fee, all growers, seed conditioners, elevators, businesses and employees of Federal, State and county governmental agencies, and other interested persons may become non-voting members of the North Dakota Crop Improvement and Seed Association.
- D. Each county association with a paid membership shall elect four delegates, which may include seed conditioners, to cast votes on issues placed before the membership at the duly called annual meeting.
- E. Each non-profit crop based commodity organization with a paid membership shall be entitled to four delegates to cast votes on issues placed before the membership at the duly called annual meeting.
- F. Delegates shall be certified to the executive officer no later than registration time prior to the annual meeting with the option of vote by written proxy of delegate substitution permitted. Each delegate shall be entitled to one vote only.
- G. A quorum shall consist of 60 % of the certified voting delegates. General procedures at membership meetings shall be in harmony with the principles set forth in "Roberts Rules of Order Revised" in so far as they do not conflict with any provision of the bylaws.
- H. The annual meeting of the membership shall be held at a time and place determined by the board of directors. Special meetings may be called by the president, or by consensus of 25% of the membership

- I. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the executive officer, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. (N.D. Century Code, 10-33-68).
- J. Notice of a special meeting of the Membership must contain a statement of the purposes of the meeting. (N.D. Century Code, 10-3-66.)

ARTICLE V. BOARD OF DIRECTORS

A. The board of directors shall be responsible for the governance and the general administration of the Association.

- 1. The Board of Directors shall include three directors elected from each of the following districts:

Northeast District: Pembina, Walsh, Grand Forks, Steele, Griggs, Nelson, Ramsey, Cavalier, Towner, Benson, Eddy, Foster, Rolette, Wells

Southeast District: Stutsman, Barnes, Cass, LaMoure, Ransom, Richland, Dickey, Sargent, Emmons, Logan, McIntosh, Trail].

Southwest District: Kidder, Burleigh, Sioux, Grant, Morton, Oliver, Mercer, Dunn, Stark-Billings, Hettinger, Adams, Bowman, Slope, Golden Valley

Northwest District: Divide, Burke, Renville, Bottineau, Pierce, McHenry, Ward, Mountrail, Williams, McKenzie, McLean, Sheridan

- 2. These District directors shall be elected on an annual basis for rotating three year terms at a duly called district meeting of County Crop (Agricultural) Improvement Associations or district caucus at the annual meeting. Each county shall have four votes to elect directors and transact such business as may be brought before the district meeting, although no county may be represented by more than one elected director on the board of directors.

3. A Director missing more than 2 meetings (i.e. Board of Directors meetings, NDCIA Annual meeting and District meeting) on an annual basis, shall be removed from the Board of Directors and replaced at the next District, or district caucus meeting.
4. Each director shall be eligible for only three consecutive terms. A director who has served three terms may again become eligible after a period of one year has elapsed from his or her last expired term. If no one is nominated for the Director position in the District, the Board can appoint someone from that District and that individual could be the person currently on the Board. That appointee would be eligible for a full 9 year term.
5. Any unexpired term shall be filled at the next annual meeting and shall be regarded as a full term upon completion thereof.

B. There shall be four ex-officio non-voting directors, including two from the North Dakota State University Plant Sciences Department or Research Centers, one from the North Dakota State Seed Department, and one from the North Dakota Association of Extension Agents.

C. A majority of the elected board of directors shall constitute a quorum, and meetings of the board of directors shall be conducted in accordance with the principles set forth in "Roberts Rules of Order Revised" in so far as they do not conflict with any provision of these bylaws.

D. The dates, times, and places of regular meetings of the board of directors shall be determined by resolution of the board, and the president shall have the authority to call special meetings of the board.

E. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such a meeting. (N.D. Century Code 10-33-39).

ARTICLE VI. OFFICERS

A. The officers of the Association shall include president, vice president, second vice president, and treasurer elected by the board of directors each year at the annual meeting of the board of directors. Officers shall serve for one year or until their successors are elected and qualified. The term of the President, Vice President, or Second Vice President of the Association shall be limited to no more than two (2) consecutive years in that office. Only members of the elected board of directors shall appoint an executive officer.

- B. The president, vice-president, and treasurer shall constitute the executive committee of the association, having general administrative powers to implement director's policy and to act for the directors as necessary between directors meetings.
- C. The president shall be authorized to call meetings of the executive committee or the board of directors and to preside at such meetings. He shall execute the orders of the board of directors and shall enforce the observance of the bylaws.
- D. The vice-president shall assist the president and in the absence of the president will carry out the duties of the president. The Vice-president shall also assist with membership efforts.
- E. The Treasurer shall be authorized to co-sign checks of the North Dakota Crop Improvement and Seed Association and oversee financial activity of the organization. The Treasurer shall present the financial report at the annual meeting.
- F. The executive officer shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and shall keep at the corporation's registered office or principal office a record of the member counties and the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. (N.D. Century Code, 10-33-80). In addition, the executive officer shall conduct necessary or appropriate correspondence of the association, provide publicity, present a report of the year's activities at the annual meeting, and perform such other duties as may be required by the board.

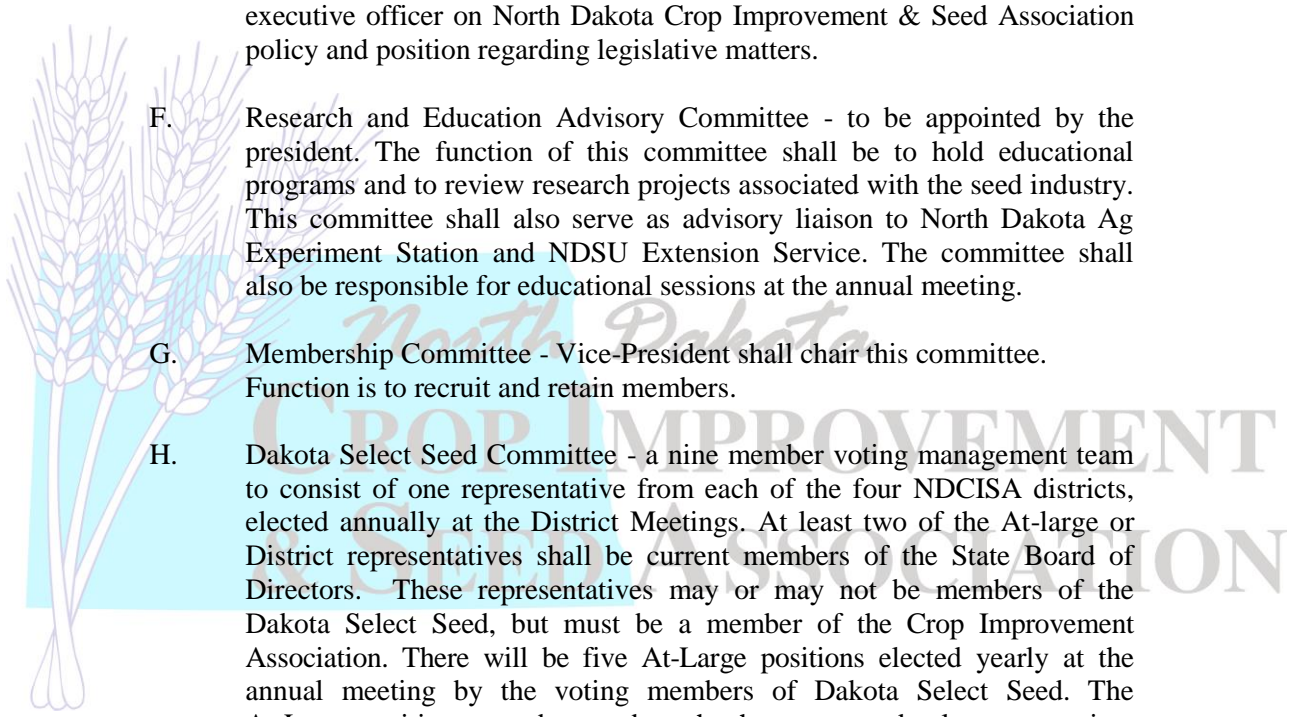
ARTICLE VII. STANDING COMMITTEES

Standing Committees of this Association shall be as follows, with a maximum two year term:

- A. Audit Committee - To consist of three members appointed by the president and composed of members of the board of directors.. This committee shall provide an annual review and audit of the Association's financial transactions and present an audit report at the annual meeting.
- B. Resolutions Committee - To consist of four voting members (1 per district) appointed by the President. Its purpose shall be to initiate, receive, review and present resolutions at the annual meeting
- C. Certified Seed Committee - To consist of five members appointed annually by the president. Members shall be certified or registered seed growers

during their time of service on the committee. The function of the committee shall be to discuss problems facing the certified seed industry and to relate concerns of certified and registered growers to the board of directors.

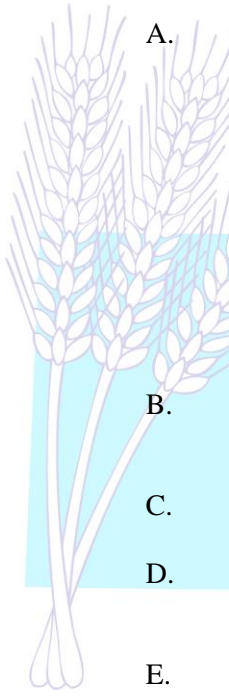
- D. Seed Increase Committee - To consist of seed growers, county extension agents, certified seed conditioners, and seedstocks director. The function of the committee shall be to discuss procedures and policy of the seed increase program. The committee shall consist of three per district appointed by the Board of Directors.
- E. Legislative Activities Committee - To consist of three members appointed annually by the president. The function of the committee is to become active in the legislative process, provide leadership for and advise the executive officer on North Dakota Crop Improvement & Seed Association policy and position regarding legislative matters.
- F. Research and Education Advisory Committee - to be appointed by the president. The function of this committee shall be to hold educational programs and to review research projects associated with the seed industry. This committee shall also serve as advisory liaison to North Dakota Ag Experiment Station and NDSU Extension Service. The committee shall also be responsible for educational sessions at the annual meeting.
- G. Membership Committee - Vice-President shall chair this committee. Function is to recruit and retain members.
- H. Dakota Select Seed Committee - a nine member voting management team to consist of one representative from each of the four NDCISA districts, elected annually at the District Meetings. At least two of the At-large or District representatives shall be current members of the State Board of Directors. These representatives may or may not be members of the Dakota Select Seed, but must be a member of the Crop Improvement Association. There will be five At-Large positions elected yearly at the annual meeting by the voting members of Dakota Select Seed. The At-Large positions must be members that have accessed at least one variety per year. The management team will also have advisory membership consisting of representatives from the North Dakota State Seed Department, NDSU Research Foundation, NDSU Foundation Seedstocks, NDSU Research and Extension Centers and one NDSU Extension County Agent. Chairperson and Vice-Chair will be elected annually from within the management team members. The purpose of the committee is to manage varieties acquired from the NDSU Research Foundation and/or other cooperating entities.



ARTICLE VIII. REGISTERED OFFICE AND AGENT

- A. The Address of the registered office of the Association is Box 5607, Loftsgard Hall, North Dakota State University, Fargo, North Dakota 58105. The registered agent at this address shall be the executive officer of the Association. The executive officer shall file a consent to serve as the registered agent within 30 days of appointment.
- B. The Association may change its registered office or change its registered agent or both, or the registered agent may resign, by following the procedure required by section 10-33-13 of the North Dakota Century Code.

ARTICLE IX. FINANCES

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- A. County Crop (Agricultural) Improvement Associations shall collect a check-off on all seed produced under contract with the North Dakota Agricultural Experiment Station and sold for seed, with the check-off distributed between the County Crop (Ag) Improvement Associations and the North Dakota Crop Improvement & Seed Association. The amount and distribution of the check-off shall be determined by resolution. Such seed sold via the seed increase of the North Dakota Agricultural Association shall be subject to the same fee, to be collected by the Seed Increase Committee for the North Dakota Agricultural Association with such fees to be transferred to the North Dakota Crop Improvement & Seed Association.
 - B. All funds from membership and fees shall be placed with the executive officer and shall be under the control of the board of directors.
 - C. The fiscal year of the Association shall run from January 1 to December 31.
 - D. The financial records of the corporation shall be audited annually in a manner approved by the board of directors.
 - E. No loans shall be made by the corporation to its members, directors, or officers.

ARTICLE X. GENERAL PROVISIONS

- A. Any officer of the corporation (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. (ND. Century Code 10-24-24).

- B. Whenever any notice is required to be given to any member or director of a corporation pursuant to the statute or under provisions of the articles of incorporation or bylaws of the corporation a waiver thereof 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. Century Code 10-33-68 and 10-33-39)
- C. Any Action required by Chapter 10-33 to be taken at a meeting of the members or directors of a corporation, or any action which maybe taken at a meeting of the members or 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 members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be. (N.D. Century Code 10-33-43 and 10-33-73).

ARTICLE XI. AMENDMENT*

These bylaws may be amended (1) at any duly called annual meeting on motion by one or more certified voting delegates when a majority of the votes cast favor the amendment; or (2) at any regular meeting or special meeting of the association by majority vote, a quorum being present. Said amendment must be proposed in writing to the executive board and sent to each voting member organization at least seven days in advance of the meeting at which action is to be taken on said amendment.

*Note: Where sections in these bylaws have been footnoted with a N.D. Century Code citation, the cited section should be reviewed before any amendment is considered.