

**BYLAWS OF THE
SORGHUM PROMOTION, RESEARCH, and INFORMATION BOARD
(Approved March 6, 2010)**

Article I – Name and Offices

Section 1 – This Board is established pursuant to the authority of the Sorghum Promotion, Research, and Information Order (7 CFR Part 1221) and shall be designated as the United Sorghum Checkoff Program (USCP), hereinafter referred to as the “Board.”

Section 2 – The principal office of the Board shall be at such location designated by the Board. Other offices may be established or designated at such places as the Board may determine.

Article II – Purpose

Section 1 – The purpose of the Board is to administer the provisions of the Sorghum Promotion, Research, and Information Order and any amendments that may be made from time to time, hereinafter referred to as the “Order,” established pursuant to the Commodity Promotion, Research, and Information Act of 1996 (7 USC 7411 – 7425) and any amendments that may be made from time to time, hereinafter referred to as the “Act.”

Article III – Definitions

Section 1 – Terms which are defined in the Act, the Order, and rules and regulations issued thereunder, shall be defined in the same manner in these bylaws.

Article IV – Board Membership

Section 1 – The members of the Board are appointed by the Secretary of Agriculture pursuant to the Order and shall serve terms pursuant to the Order.

Section 2 – Members of the Board may be removed by the Secretary of Agriculture pursuant to the Order. Vacancies shall be filled by the Secretary of Agriculture pursuant to the Order.

Section 3 – Each member of the Board shall abide by the current Board Policy Manual and its code of ethics.

Section 4 – Each member of the Board shall sign a Conflict of Interest Statement.

Section 5 – The members of the Board shall serve without compensation but shall be reimbursed for reasonable expenses as outlined in the current Board Policy Manual or as contained in a resolution adopted by the Board if the Board Policy Manual is not yet adopted.

Article V – Meetings

Section 1 – The Board shall hold an annual meeting within 120 days following the end of the fiscal period. Such meeting shall be held at such place as determined by the Board.

Section 2 – The Board shall hold at least two (2) other meetings during the fiscal period at such time and place determined by the Board.

Section 3 – The Board may hold special meetings if so called by the Chair, or by the Vice Chair acting in the Chair's stead, and shall hold a special meeting if a written request for such meeting is presented to the Chair and signed by at least one-third (1/3) of the Board.

Section 4 – Written notice of the time and place of any meeting of the Board or a committee organized pursuant to these Bylaws shall be sent to each member of the Board, at each member's last known mailing, facsimile or electronic mailing address, and the Secretary of Agriculture, or the Secretary's designee, at least thirty (30) days prior to the date thereof, except in cases of an emergency meeting. If the notice is provided by mail, the postmark date shall determine the date of the notice. The Chair may declare an emergency meeting and as much notice as possible shall be given to each member of the Board and the Secretary of Agriculture, or the Secretary's designee. The notice for an emergency meeting may be delivered by telephone, electronic mail, facsimile, or any other electronic means of communication as necessary.

Section 5 – A quorum shall exist when a simple majority of the members of the Board are present at a called Board or committee meeting.

Section 6 – Each member of the Board shall be entitled to one vote on any motion put to the Board and the motion will carry if supported by a simple majority of the total votes of the Board members present at the meeting. The Chair may vote on all motions put to the Board. There shall be no voting by proxy.

Section 7 – In lieu of voting at a properly convened meeting and, when in the opinion of the Chair such action is considered necessary, the Board may take action if supported by a simple majority of all the Board members by mail, telephone, electronic mail, facsimile, or any other means of communication. In that event, all members must be notified and provided the opportunity to vote with all votes being taken by roll call. Any action so taken shall have the same force and effect as though such action had been taken at a properly convened meeting of the Board. All telephone votes shall be confirmed promptly in writing. All votes shall be recorded in the Board minutes.

Article VI – Powers and Duties of the Board

Section 1 – The Board shall have the powers and duties enumerated in the Order, and any amendments thereto, and shall exercise such powers and perform such duties so as to effectuate the objectives and purposes of the Order.

Section 2 – The Board shall utilize the powers and duties enumerated in the Order to encourage the coordination of sorghum promotion, research, and information programs on the State, regional, national and international levels, and to efficiently utilize existing organizations in the implementation of national programs.

Article VII – Officers

Section 1 – The officers of the Board shall consist of a Chair, Vice Chair, Secretary, Treasurer and the Past Chair. The officers shall make up the Executive Committee.

Section 2 – The officers shall serve one (1) year terms. The terms shall commence at the end of the annual meeting. Officers shall continue to serve until their successors are elected at the next annual meeting.

Section 3 – Officers shall be elected at the annual meeting using Robert’s Rules of Order.

Section 4 – In the event of death, resignation, or disqualification of an officer, a successor shall be elected by the Board from its members as soon as practical to serve for the remainder of the unexpired term of office. Unexpired terms of more than six (6) months shall be considered complete one (1) year terms.

Section 5 – The duties of the Chair shall be:

- a) to preside at all meetings of the Board;
- b) to call meetings of the Board;
- c) to serve as a member of the Executive Committee;
- d) to have general supervision of the affairs of the Board, and to perform all acts and duties usually incident to and required of an executive and presiding officer;
- e) to sign, with the Secretary of Agriculture or any other officer authorized by the Board, any corporate document as authorized by the Board;
- f) to be an ex-officio member of all committees other than the Executive Committee; and
- g) to perform other such duties as may be prescribed by the Board from time to time.

Section 6 – The duties of the Vice Chair shall be:

- a) to preside over all meetings and otherwise act in the place of the Chair in the Chair’s absence, disqualification, or disability;
- b) to serve as a member of the Executive Committee; and
- c) to perform other such duties as may be prescribed by the Board or Chair from time to time.

Section 7 - The duties of the Secretary shall be:

- a) to serve as Chair if both the Chair and the Vice Chair are absent;

- b) to prepare, or cause to be prepared, the minutes of all meetings of the Board and the Executive Committee which shall include: time and place of meeting, a list of Board members, committee members, Department of Agriculture employees, and others present, a complete record of motions adopted plus the names of the member or members introducing and seconding the motions, the vote by which each motion is adopted, and in the event a roll call vote is taken, the vote of each individual member, and copies of all reports received, issued, or approved;
- c) to record, or cause to be recorded, the presence or absence of board members during the meeting
- d) to submit, or cause to be submitted, promptly the minutes of all such meetings to the Chair, or person designated by the Chair who attended the meeting, for certification, and, upon certification, to cause the minutes to be retained in a permanent minute book which shall be kept by the Secretary;
- e) to mail, or cause to be mailed, or otherwise promptly provide, or cause to be provided, copies of the approved minutes of all meetings of the Board and Executive Committee to the Board members and the Secretary of Agriculture;
- f) to have, or cause to have, the minutes for the immediate past meeting of the Board and the Executive Committee available for approval at the next respective meeting;
- g) to provide, or cause to be provided, notice of all meetings and other notices to members of the Board as required by these bylaws;
- h) to attest to all papers, documents, and other instruments on behalf of the Board; and
- i) to perform other such duties as may be prescribed by the Board or Chair from time to time.

Section 8 – The duties of the Treasurer shall be:

- a) to have custody of all funds and property belonging to or under contract of the Board;
- b) to keep, or cause to be kept, regular books of account under the direction of the Board;
- c) to collect, or cause to be collected, all monies due the Board;
- d) to deposit, or cause to be deposited, all funds of the Board or under the Board's control, in the form of certificates of deposit or regular deposits in banks or trust companies in which the deposits are federally insured or are covered by collateral posted with the Treasury within the limits designated by the Board, or in securities of the U.S. Government, general obligations of any State, or any political subdivision of a State authorized by the Board;
- e) to cause an audit by a Certified Public Accountant of the Board's financial statements and records at the end of the fiscal period and at such other times as the Secretary of Agriculture may request, and submit a report of the audit directly to the Secretary of Agriculture;
- f) to prepare, or cause to be prepared, and submit, or cause to be submitted, to the Board and the Secretary of Agriculture within thirty (30) days after the end of each month a financial statement for the month which shall include: a balance sheet, an income statement, and an expense budget showing expenditures during the time period covered by the report, fiscal period-to-date expenditures, and the unexpended budget;
- g) to prepare and submit, or cause to be prepared and submitted, to the Board and the Secretary of Agriculture within ninety (90) days after the end of the fiscal period a financial statement for the fiscal period which shall include: a balance sheet, an income statement, and an expense budget showing expenditures during the fiscal period with comparisons to budgeted amounts;

- h) to serve as custodian of all insurance policies including any fidelity bonds covering all officers and authorized agents of the Board as designated by the Board;
- i) to serve as a member of the Executive Committee;
- j) to serve as chair of the Finance Committee;
- k) to sign checks on behalf of the Board; The Treasurer may delegate such duties to an authorized agent of the Board as necessary; and
- l) to perform other such duties as may be prescribed by the Board or Chair from time to time.

Section 9 – The duties of the Past Chair shall be to serve on the Executive Committee as a non-voting ex-officio member. The past Chair shall serve as an advisor. The Past Chair shall perform other such duties as may be prescribed by the Board or Chair from time to time.

Article VIII – Committees

Section 1 – Committee members shall serve one (1) year terms and must be appointed annually by the Chair unless otherwise stipulated in these bylaws. Committee members shall continue to serve until successors are appointed.

Section 2 – Committee members may be individuals not on the Board; however, all committees must have at least two (2) Board members, one of which shall serve as Chair, as committee members, exclusive of ex-officio membership. A majority of the total Board members shall not be members of any one committee. Unless otherwise stipulated in the bylaws, the Board Chair shall appoint the Chair of each committee.

Section 3 – A quorum shall exist when a simple majority of the members of the committee are present.

Section 4 – All committee members shall be entitled to one vote on any motion put to the committee and the motion will carry if supported by a simple majority of the total votes of the committee members present at the meeting. No committee shall:

- a) appoint or remove a member of a committee,
- b) take any action outside the scope of authority delegated to it by the Board; or
- c) perform any action that is detrimental to the purpose of the Board.

Section 5 – Committee members shall serve without compensation but shall be reimbursed for reasonable expenses as outlined in the current Board Policy Manual or as contained in a resolution adopted by the Board if the Board Policy Manual is not yet adopted.

Section 6 – The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and Past Chair. Notwithstanding other stipulations in these bylaws, the Executive Committee shall have the ability to act on behalf of the Board if an emergency meeting has been declared and in the absence of a quorum for such emergency meeting. If the Executive Committee acts on behalf of the Board in such an instance, any action shall have the same force and effect as though such action had been taken at a properly convened meeting of the Board. All telephone votes shall be confirmed

promptly in writing. All votes shall be recorded in the Board minutes. Members of the Executive Committee shall act as:

- a) the primary producer spokespersons for the Board;
- b) liaisons with other groups within the sorghum industry; and
- c) liaisons with other groups not within the sorghum industry.

Section 7 – The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall consist of the Board officers including the Past Chair and one non-officer Board member and shall be responsible for developing a budget to be submitted by the Board to the Secretary of Agriculture before the beginning of each fiscal period. The budget shall conform to the requirements of the Order. The Finance Committee shall also be responsible for examining compliance and collection issues.

Section 8 – The Management Committee shall consist of the Executive Committee and representatives from the management entity. This Committee shall be chaired by the Board Chair and shall review and approve monthly expenditures. This shall include review and approval of expenses that are the result of proration with the management entity. At least annually, the Management Committee shall also review the job performance of the CEO and recommend salary adjustments for the CEO.

Section 9 – The Research Committee shall consist of at least two members of the Board one of which shall serve as chair. The committee shall work with the Research Technical Advisory Board concerning matters of sorghum research.

Section 10 – The Market Development Committee shall consist of at least two members of the Board one of which shall serve as chair. The committee shall work with the Market Development Technical Advisory Board, if in existence, concerning matters of sorghum information.

Section 11 – The Communication Committee shall consist of at least two members of the Board one of which shall serve as chair. The committee shall work with the Communication Technical Advisory Board, if in existence, concerning matters of sorghum promotion.

Section 12 – The Chair may establish and abolish other committees and appoint individuals to those committees as the need arises to meet specific needs of the Board.

Article IX – Agents of the Board

Section 1 – The Board shall appoint or contract for the service of such person or persons it deems necessary to effectuate the terms and provisions of the Order, define the duties, determine the compensation for and designate such titles as to indicate the duties of such authorized agents. To carry out its authorized functions, the Board may contract with other organizations. The Board shall use monies collected through assessments pursuant to the Order to fund all contracts.

Section 2 – No agent of the Board shall have the authority to obligate the Board unless such authority has been duly delegated.

Section 3 – If the Board contracts with a management entity, the management entity shall propose the needed Technical Advisory Board personnel subject to approval by the Board. A Technical Advisory Board shall be appointed by the Board for the Research committee and may be appointed by the Board for the Market Development and Communication committees.

Section 4 – Each Technical Advisory Board, if in existence, shall consist of a maximum of three (3) individuals with documented expertise in the applicable field of research, promotion, or information.

Section 5 – Members of the Technical Advisory Boards shall be paid agents of the Board, either directly or indirectly through an agent of the Board, and shall be compensated for services rendered as well as reasonable expenses as outlined in the current Board Policy Manual or as contained in a resolution adopted by the Board if the Board Policy Manual is not yet adopted. Other than compensation received under this Section, members of the Technical Advisory Boards will not receive, either directly or indirectly, any monies from programs funded by the Board.

Article X – Financial Responsibility and Indemnification

Section 1 – All officers and designated agents of the Board shall be placed under fidelity bond(s) issued by a company(s) authorized to do business in the State(s) wherein the office(s) of the Board are located. Such bond(s) shall be in the amount of \$1 million and the premium on such bond(s) shall be paid from monies collected through assessments pursuant to the Order.

Section 2 – The Board shall indemnify any officer, member, or authorized agent of the Board and protect them from any loss for any action or omission taken in good faith on behalf of the Board. The Board shall purchase an errors and omissions policy(s) to effectuate this Section.

Article XI – Amendments

Section 1 – Notwithstanding other stipulations in these bylaws, the Board may amend these bylaws at any meeting upon a two-thirds (2/3) vote of all members of the Board. However, at least 30 days notice shall be given to all members of the Board and the Secretary of Agriculture and the intent of such amendments to be considered shall be made a part of the meeting notice.

Article XII – Miscellaneous

Section 1 – The Board and any committee when in session shall be governed in its deliberations in the transaction of its business by these bylaws and by the provisions of the Order and applicable

rules and regulations adopted pursuant to the Order. Any matter of procedure not so covered shall be governed by the most recently published Robert's Rules of Order.

Section 2 – The Board may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Board. Such authority may be general or confined to specific instances.

Section 3 – All information obtained from the books, records or reports required to be kept pursuant to the Order shall be kept confidential by all persons, including all authorized agents or consultants of the Board, and shall not be available to Board members unless the disclosure of such information is required by the Order. Only those persons having a specific need for such information to effectively administer the provisions of the Order shall have access to such information.

Section 4 – The fiscal period of the Board shall commence on October 1 and terminate on September 30 of each year.

Section 5 – The Board shall reimburse the Secretary of Agriculture for all expenses incurred while conducting referenda pursuant to the Order.

Section 6 – Any funding provided by the Board to a research institution, university, government entity or any other organization for the purpose of research must be solely for the objectives set forth in such entity's research proposal, and may not be used in any percentage or form to cover administrative or overhead costs of the entity.

Article XIII – Time When Effective

Section 1 – These bylaws and any amendments thereto shall become effective immediately upon adoption by the Board and approval of the Secretary of Agriculture.

Article XIV – Dissolution

Section 1 – In the event of termination of the Order, the affairs of the Board shall be liquidated pursuant to the Order.

Article XV – Conflicts of Law

Section 1 – To the extent that any provision of these Bylaws conflicts with the Act or the Order or any amendments, rules or regulations thereto, such Act, Order, or any amendments, rules or regulations relating thereto shall control.