

**BY-LAWS OF THE
MINNESOTA ASSOCIATION OF WHEAT GROWERS
(Revised December 9, 2015 11, 2024)**

**ARTICLE I
NAME AND PLACE**

- Section 1. Name. The name of this ~~Association~~ Corporation shall be the MINNESOTA ASSOCIATION OF WHEAT GROWERS.
- Section 2. Principal Office. ~~It's~~ The principal office of the Corporation shall be located at 2600 Wheat Drive, Red Lake Falls, ~~in Red Lake County~~, Minnesota, 56750.

**ARTICLE II
OBJECTS AND PURPOSES**

- ~~Section 1.~~ The objects and purposes of this Corporation shall be to represent the interests of wheat growers in Minnesota.

**ARTICLE III
MEMBERSHIP**

- ~~Section 1.~~ ~~The terms of admission to membership in this Corporation shall be as set forth in the Articles of Incorporation.~~
- Section 1. This Corporation shall have two classes of members: Grower Members and Associate Members.
- Section 2. Grower Members. Any owner or operator who regularly produces wheat for sale or use in the State of Minnesota may become a Grower Member of the Corporation by paying the annual membership dues as specified in the By-Laws. Every Grower Member shall be entitled to have one (1) vote.
- Section 3. Associate Member. Any person who is interested in the welfare of the wheat growing industry shall be entitled to become an Associate Member of the Corporation by paying the annual membership dues specified in the By-Laws. Members of the United States Department of Agriculture, the State Department of Agriculture, Minnesota County Agents, and University of Minnesota Agricultural Extension Agents, and others, may be made and become Associate Members without payment of dues at the discretion of the Board of Directors. An Associate Member shall never have any right to vote.
- ~~Section 2.~~ ~~No membership certificate shall be transferable.~~
- ~~Section 3.~~ ~~Each new member of this Association shall subscribe to these By-Laws.~~
- ~~Section 4.~~ ~~Whenever any person holding a certificate of membership in this Association shall cease to be eligible for membership as a Regular Member, no new certificate of membership shall be issued to him as a Regular Member. However, an Associate Member may be issued to such member.~~

ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS

- Section 1. General Powers. The affairs of the Association Corporation shall be managed by its Board of Directors. The Board of Directors shall have the authority to set up an executive committee consisting of such officers and directors as they deem advisable to perform duties as prescribed.
- Section 2. Qualifications. ~~Qualifications.~~ Each member of the Board of Directors shall be a Regular Grower Member of the Association, ~~as defined in the Articles of Incorporation~~, and shall have one (1) vote.
- Section 3. Number. The Board of Directors shall consist of seven (7) members, two (2) from District 1, two (2) from District Two (2) and three (3) Directors At-Large.
- Section 4. ~~District~~ Districts. The ~~Minnesota Association of Wheat Growers~~ Grower Membership shall be divided into two (2) Districts. District One (1) consists of the counties of Beltrami, Clearwater, Kittson, Koochiching, Lake of the Woods, Marshall, Pennington, ~~West~~ Polk, Red Lake and Roseau. District Two (2) consists of all remaining counties in the State of Minnesota.
- Section 5. Tenure. The terms of the Directors shall be staggered and each Director shall serve for a period of three (3) years. The immediate past president in the event he is not re-elected as a Regular Grower Member of the Board of Directors, shall automatically become a non-voting, ex-officio member of the Board of Directors. A director's term shall convene upon the first meeting of the Board of Directors following the ~~State convention~~ annual meeting of the Members. No director shall serve more than three (3) consecutive three (3) year terms.
- Section 6. Manner of Election. Directors shall be elected from the Regular Grower Membership in each of the two (2) wheat producing districts in the State of Minnesota. Two (2) directors shall be elected to represent District 1; two (2) directors shall be elected to represent District 2. Three (3) additional Directors At-Large shall be elected by ~~members~~ Grower Members present and voting at the annual meeting of the ~~Corporation~~ Minnesota Association of Wheat Growers.
- ~~Section 7. Officers. Immediately after the annual convention of the Minnesota Association of Wheat Growers, there shall be elected the following officers by members of the Board of Directors: A President, First Vice-President and Second Vice-President. The Secretary Treasurer shall be appointed by the Board of Directors. Officers shall be required to be regular members of the Minnesota Association of Wheat Growers. No officer shall serve more than two (2) consecutive terms in any office.~~
- ~~Section 8. Each District shall caucus annually any time prior to the annual meeting to conduct such business as required.~~
- ~~Section 9. Failure to caucus in a timely manner to elect a director may result in a director from that district being appointed by the Board.~~
- Section 10. Regular Meeting Meetings. A regular organization meeting of the Board of Directors shall be held without other notice than these By-Laws, ~~immediately after, and at the same place as,~~ within one month following the annual meeting of members. The Board of ~~Director~~ Directors may provide by resolution the time and place, either within or without the State

of Minnesota, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board called by them.

Section 12. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

Section 12. Notice. Notice of any ~~special~~ meetings of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or ~~telegram~~ electronic means to each director at his address shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. ~~If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.~~ Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting of the express purpose of objecting to a transaction of any business because the meeting is now lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 13. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Manner of Acting. The act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 14. Resignation. A director may resign at any time by giving written notice to the Board of Directors.

Section 15. Vacancies. Any vacancies occurring in the Board of Directors ~~and any directorship to be filled by reason of an increase in the number of directors, due to death, resignation or other cause~~ shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

Section 16. Compensation. Directors ~~as such~~ shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be considered to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

ARTICLE V
OFFICERS

- Section 1. Officers. At the organizational meeting of the Board of Directors following the annual meeting of members, there shall be elected the following officers by members of the Board of Directors: A President, a Vice-President and a Secretary-Treasurer.
- Section 2. Eligibility. Officers shall be required to be Grower Members.
- Section 3. Term. The President shall serve not more than two (2) consecutive terms in office.
- Section 4. Executive Officer. An executive officer may be appointed who shall serve at the pleasure of the Board of Directors and who shall have such duties as are delegated by the Board of Directors.
- Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors.
- Section 6. Removal. Any officer may be removed by the board of directors with or without cause.
- Section 7. Vacancies occurring because of death, resignation or removal, or other cause, shall be filled for the unexpired part of the term of such office by the Board of Directors.

ARTICLE V
DUTIES OF OFFICERS

- Section 1. President. The President shall:
- a) Preside over all meetings of the Association and Directors
 - b) Sign as president, with the secretary, all notes, contracts, deeds and conveyances of real estate, which have first been approved by the Board of Directors.
- Section 2. First Vice President. In the absence or disability of the President, the First Vice President shall preside and perform the duties of the President.
- ~~Section 3. Second Vice President. In the absence or disability of the President and the First Vice President, the Second Vice President shall preside and perform the duties of the President.~~
- Section 4. Secretary. The Secretary shall:
- a) Keep a complete record of the meetings of the Association and the Board of Directors.
 - b) Sign as Secretary, with the President, all notes contracts, deeds and conveyances of real estate.
 - c) Submit to the annual meeting of the members, a complete and detailed report of current year's business.

- d) Serve all notices required by law.
- e) Perform such other duties pertaining to his office as may be required by the Board of Directors.

Section 5. Treasurer. The Treasurer shall:

- a) Receive and disburse all funds of the Association as authorized by the Board of Directors.
- b) Keep a complete record of all financial transactions of the Association and submit an audited financial report to the membership at the annual meeting.
- c) Perform such other duties pertaining to his office as may be required by the Board of Directors.

~~Section 6. Executive Officer. An executive officer is hereby appointed who shall serve at the convention of the Board of Directors and who shall have such duties as are delegated by the Board of Directors.~~

~~Section 7. Immediate Past President. The immediate past president shall assist the president in his duties in furthering the aims of the Minnesota Association of Wheat Growers.~~

ARTICLE VI

CONVENTION MEETINGS OF MEMBERS [move up]

Section 1. Regular Meetings. ~~The convention of the Association~~ A meeting of the members of this Corporation shall be held at least annually.

Section 2. Special Meetings. Special ~~conventions~~ meetings of the members may be called at a time and place designated by the majority vote of the Board of Directors or upon petition ~~thereof~~ signed by at least ~~100~~ 20% of the regular Grower mMembers of the ~~association~~ Corporation delivered to the Secretary of the ~~Association Corporation~~. ~~HOWEVER, the call~~ The notice for such special ~~convention meeting~~ must state the purpose or purposes thereof and no business other than stated in the ~~call~~ notice may be considered ~~by at~~ a special ~~convention meeting~~.

~~Section 2. No other general meetings or conventions shall be legal.~~

Section 3. Quorum. Those members present in person shall constitute a quorum at any meeting.

Section 4. Notice. The ~~President~~ Secretary shall issue a convention call to the membership not less than fifteen (15) days prior to the opening date of any ~~convention~~ regular or special meeting. ~~He~~ The Secretary shall cause to be forwarded to each member in good standing at the last known address, a copy of said ~~call~~ notice in writing.

Section 5. Voting. Each ~~Grower mMember~~ of this ~~Association Corporation~~ shall be entitled to one (1) vote at ~~said convention on any issue or a problem properly brought before the convention~~ any regular or special meeting. Absentee or proxy ballots are prohibited.

**ARTICLE VII
DUES AND FINANCE**

- Section 1. The dues for **Regular Grower** Members in this **Association Corporation** shall not be less than \$50.00 per annum. Dues may be adjusted by the Board of Directors at **their its** discretion. Dues are not refundable.
- Section 2. The dues for Associate Members in this **Association Corporation** shall not be less than \$50.00 per annum. Dues may be adjusted by the Board of Directors at **their its** discretion. ~~Each Associate Member may pay any additional sum or sums, based upon his ability to pay.~~
- ~~Section 3. Annual membership dues shall be payable to the Minnesota Association of Wheat Growers, Red Lake Falls, Minnesota.~~
- Section 4. The application for membership and various membership certificates shall be in such form and content as the Board of Directors shall prescribe.
- Section 5. The Board of Directors may appoint an auditing committee who shall arrange for the audit of the books of the **Association Corporation** at such intervals as may be determined by the Board of Directors. A complete annual audit and report of affairs of the **organization Corporation** shall be furnished to each Board member, said audit to be made by a qualified accountant selected by the Board of Directors and paid from the funds of this **organization Corporation**.
- Section 6. The Board of Directors shall develop a budget on the basis of a specified fiscal year. ~~The funds of the Corporation may be used for, but are not limited to, the employment of a competent executive officer and such additional staff as the Board of Directors may direct; to the maintenance of a reasonable and suitable office or offices; to the purchase of necessary office supplies; and to pay for the necessary research work on active issues and projects as developed by the Board of Directors. All other funds shall be budgeted by the Board of Directors for such use as will best advance the organization's Corporation's program and aim in attaining its objectives.~~

**ARTICLE VIII
STANDING COMMITTEES**

- Section 1. **Establishment.** The Standing Committees of this **Association Corporation** shall be established by the Board of Directors at **their its** annual organizational meeting.
- ~~Section 2. The Chairman of each of the Standing Committees shall have power to appoint the members of his committee. The President may serve as a member of each committee.~~
- Section 3. **Executive Committee.** The Executive Committee ~~will~~ **shall** consist of the ~~officer~~ **officers** of the Board of Directors.

**ARTICLE IX
ORDER OF BUSINESS**

- Section 1. The **suggested** order of business at meetings of the Board of Directors and of the Annual ~~Convention is~~ **Meeting of the members shall be** as follows: Call to order, roll call, reading and adoption of minutes, reports of officers, reports of committees, ~~communications,~~ unfinished business, new business, ~~good of the organization~~ and adjournment.

**ARTICLE X
PROCEDURE**

- Section 1. Rules. ~~The rules contained in~~ Robert's Rules of Order, revised, shall govern this ~~Associations Corporation~~ in all cases to which they are applicable and in which they are not inconsistent with the Articles and By-Laws of this ~~Association Corporation~~.
- Section 2. Amendment. The Articles and By-Laws of this Corporation may be amended ~~or altered~~ at any annual meeting of the members, or any special meeting called for that purpose, by the affirmative vote of 60% of the members voting thereon.
- Section 3. Notice. The proposed changes must be set forth in the ~~call~~ notice for said meeting and must be sent to each member of this ~~Association Corporation~~ at least fifteen (15) days prior to said meeting ~~or convention~~.
- Section 4. Non- Profit Status. No amendment shall ever be ~~made to attempt~~ adopted to change this Corporation from a non-profit basis.

**ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this Corporation, the assets of the Corporation shall be distributed in the following manner:

- (1) To the payment of the costs and expenses incident to the dissolution of liquidation proceedings.
- (2) To the payment of all liabilities and obligations of the Corporation.
- (3) Property and assets held by this Corporation upon condition or subject to an executory or special limitation, if the condition of limitation occurs by reason of the dissolution of the Corporation, shall revert, be returned, transferred or conveyed in accordance with the condition of limitation.
- (4) Property and assets held for or devoted to a specific designated purpose or use shall be transferred or conveyed to an organization designated by the Board of Directors of this Corporation which will accomplish the general purpose for which said assets were held.
- (5) Any remaining property and assets of this corporation shall be distributed to that organization, designated by the Board of Directors of this Corporation which will accomplish the general purpose of this Corporation.

The foregoing By-Laws were duly amended by the members of the Corporation at the annual meeting of the members held at Grand Forks, North Dakota, on the 11th day of December, 2024.

Tate Petry, Secretary-Treasurer