

**BY LAWS  
OF THE  
NORTHERN CANOLA GROWERS ASSOCIATION**

**ARTICLE I. NAME**

The name of said corporation shall be: Northern Canola Growers Association. It may be referred to hereinafter as either the "Corporation" or the "Association".

**ARTICLE II. PURPOSES**

The Corporation shall be organized as an agricultural organization 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 but not limited to the following:

- A. Promote and encourage the establishment and maintenance of conditions favorable to the production marketing, processing, research, and use of canola;
- B. Promote efficient production through farmer education, public and private research, and encourage labeling and registration for crop protection products;
- C. Bring together, for cooperation and coordination, all persons interested in the production, marketing, distribution, and utilization of canola;
- D. Work to develop and implement agriculture policies that will enhance development of the industry;
- E. Promote uniform seed and product standards;
- F. Develop markets for Northern produced canola and canola products, and;
- G. Cooperate with commodity groups and other public and private agricultural related organizations in achieving common objectives.

**ARTICLE III. POWERS**

The Corporation shall have all the powers of nonprofit corporations described in Section 10-24-05 of the North Dakota Century Code.

**ARTICLE IV. MEMBERSHIP**

- A. Any person, business, association or agency who is an actual producer of canola, or is interested in the production, use, improvement or the marketing of canola may become a member upon the payment of annual dues as fixed by these bylaws.
- B. A producer/grower member will automatically become a member of the U.S. Canola Association.
- C. Each U.S. producer/grower and industry member shall be entitled to one vote on each matter at any meeting of the members. In the case of a partnership, company, or

corporation, one individual must be designated as a voting member. No voting by proxy or mail will be permitted.

- D. There shall be three types of memberships:
1. Producer Members. This group shall include growers who are actively involved in farming, and who have an interest in canola.
  2. Industry Members. This group shall include any business, organization or individuals, which have an interest in canola and the betterment of the canola industry.
  3. Associate Members. This group shall include any non-profit organization or government agency or employees of one of these agency members, which have an interest in canola and the betterment of the canola industry.
- E. Cancellation or Refusal of Membership. The Board of Directors may, at any time, by majority vote, cancel the membership of any member or refuse membership to any applicant, when the welfare of the Association, in its judgment, justifies such action. In the event of cancellation of membership, the member shall be entitled to a pro-rated refund of that member's annual dues.

#### **ARTICLE V. MEMBERSHIP DUES**

The Association shall have the following membership fees:

- A. Producer member. Forty U.S. dollars per year (\$40.00).
- B. Industry member. One hundred U.S. dollars per year (\$100.00).
- C. Associate member. Ten U.S. dollars per year (\$10.00).

#### **ARTICLE VI. MEETING OF MEMBERS**

- A. An annual meeting of the members shall be held at a time and place designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.
- B. Special meetings of the members shall be held at the call of the President or by not less than ten (10) percent of the members.
- C. The Board of Directors may designate any place, within the state of North Dakota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. The Board of Directors may hold meetings out of state only when it is convenient or of benefit to the Association.
- D. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, at least 10 days prior to the meeting, to each member entitled to vote at such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of special meetings or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the members at his/her address as it appears on the records of the Association.

- E. A quorum for the transaction of business at any meeting of the members of the Association shall be twenty (20) members or ten (10) percent of the total membership which ever is the larger.

## **ARTICLE VII. BOARD OF DIRECTORS**

- A. The affairs of the Association shall be managed by its Board of Directors. The number of directors shall be no more than twelve (12). Six (6) of the twelve shall be producer members. Two members may be appointed by the Board of Directors. No director shall serve more than two consecutive terms. Following the first annual meeting of the Association, all directors shall be elected for a three (3) year term. There shall also be one (1) associate director of the Association. The associate director will be an appointed position.
- B. A regular annual meeting of the Board of Directors shall be held without other notice than the bylaws, immediately before or after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution at the time and place for holding any additional regular meeting of the Board without other notice than such resolution.
- C. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors of the Board. The person or persons authorized to call special meetings of the board may fix any place, for the holding of any special meeting of the board called by them.
- D. Notice of any special meeting of the board of directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as 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.
- E. A majority of elected Board of Directors shall constitute a quorum, and meetings of the Board of Directors shall be conducted in accordance with principles set forth in "Robert's Rules of Order Revised" insofar as they do not conflict with any provision of these bylaws.
- F. Any unexpired term shall be filled at the next membership meeting and shall be regarded as a full term upon completion thereof.
- G. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objection 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 meeting.(N.D.C.C.,10-24-22).

## **ARTICLE VIII. OFFICERS**

- A. The officers of the Association shall be President, Vice-President, and Secretary/Treasurer.
- B. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and shall serve terms of one

- year each. All officers shall be selected among the members of the Board of Directors.
- C. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association, of the Board of Directors and the executive committee and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
  - D. The Vice President shall assist the President and carry out his/her duties in his/her absence.
  - E. The Secretary/Treasurer shall keep correct and complete books, minutes of Board meetings, and shall keep at the corporation's registered office a record of the names and addresses of the members. The Secretary/Treasurer shall also keep all financial records of the Association.
  - F. All books and records of the corporation may be inspected by any Director, member or his/her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE IX. COMMITTEES**

- A. Executive Committee. Shall be made up of the President, Vice President, and the Secretary-Treasurer.
- B. Standing Committees. The Executive Committee shall appoint members to the following standing committees:
  - Membership
  - 1. Research and Technical
  - 2. Nominating: should strive to achieve regional representation on Board of Directors.
  - 3. Government relations and policy

Each such committee shall consist of no less than one Director, and shall fulfill the function and responsibilities as determined by the Board of Directors. These committees may be comprised of producer member, industry members, and agency members.

#### **ARTICLE X. REGISTERED OFFICE AND AGENT**

- A. The address of the registered office of the Corporation is:

4007 State Street  
Bismarck, ND 58503
- B. The Corporation 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 10-24-09 of the North Dakota Century Code.

## **ARTICLE XI. FINANCES**

- A. Control. All funds of the Association shall be placed with the Secretary/Treasurer and shall be under the control of the Board of Directors. Both the President and Secretary/Treasurer shall be authorized signatures on the bank accounts of the Association, although either signature shall be sufficient to withdraw funds.
- B. Fiscal Year. The fiscal year of the Association shall run from December 1 to November 30.
- C. Audit. The financial records of the Association shall be audited annually in a manner approved by the Board of Directors.
- D. Loans. No loans shall be made by the Association to its Directors or officers (N.D.C.C. 10-24-27).

## **ARTICLE XII. GENERAL PROVISIONS**

- A. Removal of Officer or Director. Any officer of the Association (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 Association 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. (N.D.C.C. 10-24-24).
- B. Waiver of Notice. Whenever any notice is required to be given to any Director of the Association under the provisions of Chapters 10-24 through 10-28 or under the provisions of the Articles of Incorporation or Bylaws of the Association, 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.C.C. 10-28-12).
- C. Action without Meeting. Any action required by Chapters 10-24 through 10-28 to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the 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 Directors entitled to vote with respect to the subject matter thereof. (N.D.C.C. 10-28-13).
- D. Adjournment of Meetings. If any meeting of the Board of Directors be adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.
- E. Inspection of Records. All books and records of the Association may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time. (N.D.C.C. 10-24-25).

## **ARTICLE XIII. AMENDMENT OF BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any annual meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

**ARTICLE XIV. LIABILITY**

- A. Liability of Association. This Association shall not be liable for the acts of individual members, or for the acts of officers or directors who have acted beyond their authority.
- B. Liability of Officers and Directors. Officers and directors of this Association shall not be liable for acts of the Association unless they acted beyond their authority.
- C. Liability of Members. The members of this Association shall not be liable for the acts of this Association or of its officers or directors.

APPROVED by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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President

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\*NOTE        Where sections in these Bylaws have been footnoted with a North Dakota Century Code Citation, the cited section should be reviewed before any amendment is considered.