

CONSTITUTION AND BYLAWS
OF
WYOMING WHEAT GROWERS ASSOCIATION, INC.

ARTICLE I
NAME

This organization shall be known as WYOMING WHEAT GROWERS ASSOCIATION, INC., hereinafter referred to as the Corporation.

ARTICLE II
CHARACTERIZATION AS NONPROFIT

This corporation shall not be operated for profit. There shall be no distribution of cash by way of interest, dividends, or otherwise, to the members of the Corporation, of whatsoever character, or description other than per diem compensation and payment of expenses incurred by officers or representatives in furtherance of corporate objectives. Should there be an accumulation of funds in excess of the actual necessary expenses of operation during any operation period, such accumulation shall be held and applied to operation costs during subsequent operation periods.

ARTICLE III
PURPOSE

The purpose of this Corporation is outlined in the Articles of Incorporation and in addition:

- (a) To promote education by encouraging, fostering and conducting scientific research and investigations in agriculture, particularly in the development of wheat and related crops in agriculture in cooperation with or independently of the University of Wyoming and other agencies having a similar purpose.
- (b) To foster and encourage the breeding, development and release of new varieties of wheat suitable for Wyoming.
- (c) To foster and encourage the study and discovery of new uses for wheat.
- (d) To receive by gift, devise, bequest, or otherwise, any money or property, either absolutely or in trust, to be used, either the principal or income therefrom, as may be directed, in the furtherance of any of the above mentioned purposes or any other purpose within its corporate powers.
- (e) To own, acquire, hold and manage such real property or personal property as may be reasonably necessary for the business and objectives of the Corporation.
- (f) To make grants or gifts of money or property to agricultural experiment stations, to aid in paying the salaries of persons engaged in agriculture research or education, to give or grant such funds or property for the purpose of defraying expenses, or for any other purposes not inconsistent with the purpose herein contained.
- (g) In furtherance of the purpose and objects of this Corporation and not in derogation of the general powers thereof, it may make such contracts and agreements with any agricultural agency, for the conduct of its business, the execution of its powers and

the use of its property as the Directors of the Corporation may deem expedient; and may permit its property to be used, operated, and enjoyed by such agricultural agencies for a nominal charge or without charge, or upon such terms and conditions as its Directors shall deem most consistent with said purposes; and, in the discretion of its Directors, and upon such terms as such Directors shall deem proper, may at any time and from time to time pledge, lease, or otherwise transfer its property or any part thereof, to or for the use and benefit of, such agricultural agency as it may decide. It is the purpose and intent of this Corporation to cooperate with all agricultural agencies to the fullest extent possible, but all of the funds and property of this Corporation shall be owned by this Corporation, and the supervision thereof shall be under the exclusive control and direction of the Directors of this Corporation.

- (h) To study and recommend legislation considered beneficial to the growth and development of the wheat industry, but that such activities shall at all times be non-partisan.

ARTICLE IV MEMBERSHIP

Section 1: There shall be 3 classes of membership:

- (a) Voting members; made up of Wyoming wheat producers or producers who own land in Wyoming in wheat production.
- (b) Non-voting members; made up of contributing persons other than Wyoming wheat producers.
- (c) Associate members; made up of businesses that support the efforts of the Wyoming Wheat Growers Association.

Section 2: Remittance of Collections

- (a) Membership fees shall be paid directly to the Treasurer of this Corporation by the individual member or contributor.

ARTICLE V CONTRIBUTIONS

Section 1: Amount of Contributions

- (a) Contributions by what producers shall be on an annual basis and in an amount to be established annually by the Directors of this Corporation.
- (b) The minimum annual payment to be made by members who are non-producers of wheat as defined in Article IV, paragraphs (b) and (c), shall be decided by the Board of Directors at their first regular meeting, and the amount may be changed from time to time at the discretion of the Directors. Such payments shall be made directly to the Corporation.

Section 2: Remittance of Collections.

- (a) Membership fees shall be collected by the secretary of this Corporation from the individual member or contributor.

ARTICLE VI
OFFICERS AND DUTIES

Section 1: Officers

The officers of the corporation shall be: President, Vice-President, Secretary and Treasurer.

The President, the Vice President, the Treasurer and the Secretary shall be elected by the voting members of the Corporation at a meeting in the manner provided for voting in the Articles of Incorporation. The Treasurer and Secretary may be the same person and serve in both offices simultaneously.

Section 2: Duties of Officers

(a) President

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and of the membership. Except as otherwise noted in these Bylaws, or by Resolution of the Board of Direction, the President shall sign all contracts, deeds and all other instruments. He shall be a member ex-officio of all standing and special committees.

(b) Vice President

The Vice President shall be in charge of membership and shall serve in the absence or incapacity of the President.

(c) Treasurer

The Treasurer shall have custody of all moneys and securities of the Corporation and shall keep regular books of account of its funds and property. He shall perform such other duties as may be assigned to him by the Board of Directions. The Treasurer shall procure, at the Corporation's expense, a surety bond in an amount to be determined annually by the Board of Directors.

(d) Secretary

The Secretary shall have charge of the seal and Corporation books and records, shall issue, or cause to be issued, notices of meeting to the members of the Board of Directors; and shall execute and sign such instruments as require his signature or attestation and shall make such reports and perform such other duties as are incident to this office, or which may be required of him by the Board of director.

ARTICLE VII
MEETINGS

Section 1: Annual Meeting

- (a) The annual meeting of the members of the corporation shall be held at such time and place as is designated by the Directors during the months of November or December each year, and the secretary shall be required to give 10 days' notice by publication of each meeting, and complying with Article XII of the Articles of Incorporation.
- (b) Representation and the right to vote at annual meetings of this Corporation shall be exercised by the voting members as described in article IV (a) Meetings.

Section 2: Special Meetings

- (a) Special meetings of the members of the Corporation may be called after giving notice as provided in section 1 (a) of this Article, and shall be called by the Secretary, upon request of a majority of the Board of Directors, or upon written request signed by ten (10) voting members.

Section 3: Quorum

A quorum of members of the Corporation shall consist of a majority Of members present at said special meeting.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1: Number of Directors

The business of the Corporation shall be conducted by a Board of Directors, created as follows:

- (a) There will be one (1) elected Director representing Laramie County, one (1) elected Director representing Platte County, one (1) elected Director representing Goshen County and Director elected At Large. In addition, the immediate past President of this Corporation will be a Director.
- (b) On an annual basis after the State Annual Meeting, the newly seated Board will select one (1) person from a pool of associate member candidates. This person selected will be a non - voting Associate Board member for one year.
- (c) All Directors shall receive a substantial portion of their income from wheat farming.

Section 2: Terms of office of Directors.

The terms of office of the Directors shall be as established in the Articles of Incorporation.

Section 3: Duties of the Board of Directors

The Board of Directors, hereafter 'Board', shall constitute the policy making body of the association and be the Trustees of its assets, provided, however, their actions shall be consistent with the purposes as set forth in the Articles of Incorporation, and in accordance with the expressed will of the membership as directed at any previously called legal meeting of the membership. The Board shall have the following duties:

- (a) To fill vacancies created in the offices established for this Corporation.
- (b) To direct and supervise the activities of the Corporation and the work of the executive officers and employees of the Corporation.
- (c) To pass upon the annual budget as prepared and submitted by the officers.
- (d) To perform such other duties as may be required by law.
- (e) To present a report to the annual meeting of members of the Corporation.
- (f) To cause the replacement of any director of this Corporation provided that said Director is not active in the interests of the Corporation, or providing said Director is guilty of dereliction of duty in this corporation.
- (g) No Director or member of the Corporation shall be personally liable for the payment of debts of the Corporation.

Section 4: Meetings

The Board shall meet at a time and place that shall be established by the President and shall be given at least ten (10) days' notice, by mail, telephone, or electronic communication of such meetings.

Section 5: Special Meetings

Special meetings of the Board may be called by the President on five (5) days' notice, and shall be called upon the written request of four (4) members of the Board of Directors.

Section 6: Quorum

A majority of Directors actually present shall constitute a quorum of the Board of Directors.

Section 7: Compensation for Directors

Directors shall be paid expenses for mileage and all expenses while on business of the Corporation upon presentation of a bill to the Board for payment of expenses incurred.

Section 8: Additional Personnel

The Board shall have the authority to hire such personnel as they deem necessary for the purpose of carrying out the work of the Corporation, and shall have the authority to fix their compensation.

ARTICLE X COMMITTEES

The President shall have the right to appoint such standing or special committees as in his discretion deemed advisable, and to delegate to such committees duties and powers not inconsistent with the Bylaws of the Corporation.

ARTICLE X
FISCAL

Section 1: Fiscal Year

The fiscal year of the Association shall be the twelve month period ending December 31st of each year.

Section 2: Use of Funds

All funds collected shall be sent to the Treasurer, and by him or her deposited in banks selected by the Board.

Section 3: Audit

There shall be an annual audit by a committee appointed by the Board of all funds raised and expended by the Corporation. A copy of this audit shall be delivered to the members of the Corporation, upon written request. The Directors shall make an annual report to the members, which will include in such report the financial standing, and a statement of the activities of the Corporation.

ARTICLE XI
CORPORATE SEAL

The seal of this Corporation shall consist of a circular die with the name of the Corporation around the outer edge and the word 'SEAL'

ARTICLE XII
ORDER OF BUSINESS

At all regular meeting of the membership and the Board of Directors, the regular business shall be:

1. Roll Call
2. Reading of the Minutes
3. Report of Officers
4. Report of Standing Committees
5. Report of Special Committees
6. Report of other representatives of the Association
7. Unfinished business
8. New business

All meetings shall be conducted in accordance with Robert's Rules of Order insofar as they do not conflict with the constitution and by-laws of the Corporation.

ARTICLE XIII
DISSOLUTION

In the event of the dissolution of the Corporation, all of its property, whether real, personal, or mixed, and wheresoever situated, shall vest in such nonprofit agricultural education, or scientific organization, body, institution, or corporation, as the last Board of this Corporation shall designate and none of the property shall inure to the benefit of any officer, director or member of this corporation.

ARTICLE XIV
AMENDMENTS

These bylaws may be amended by a majority vote of the membership present at any regular or special meeting called for the purpose, after ten (10) days' notice by publication, and by notice addressed to each member and posted in the United States Mail, or electronic communication, at least ten (10) full days prior to said meeting.