

BY-LAWS
OF
KANSAS GRAIN SORGHUM PRODUCERS ASSOCIATION
(Chartered under the laws of Kansas, October 17, 1994)

ARTICLE I

The purpose of the Kansas Grain Sorghum Producers Association, which may do business as the Kansas Sorghum Producers, (herein afterwards referred to as the "Corporation") as stated in its Articles of incorporation is:

To enhance and expand the use, marketing, and efficient production of grain sorghum, and to do everything within the capability of the Association that will benefit the commodity grain sorghum, as well as those who grow, transport, handle, feed, process, sell, export or otherwise come in contact with grain sorghum, including the promotion of such market development, research, public relations and educational activities as shall be determined by the Board of Directors of the Association. The Association shall also engage in any lobbying activities or otherwise attempt to directly or indirectly influence legislation affecting the commodity grain sorghum.

ARTICLE II

Membership

Section 1. Any resident of the state of Kansas who is an actual producer of sorghum, or is interested in the production, use, improvement or the marketing of sorghum may become a member upon payment of annual dues as fixed by these By-Laws.

Section 2. Each member shall be entitled to one vote on each matter at any meeting of the membership. No voting by proxy or mail shall be permitted.

Section 3. The Board of Directors, by affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Section 4. Membership in this Corporation is not transferable or assignable.

ARTICLE III

Meetings of Members

Section 1. 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 other such business as may properly come before the meeting.

Section 2. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members.

Section 3. The Board of Directors may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Kansas.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by email or mail, at least ten (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 meeting or when required by statute or by these By-Laws, the purpose 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 member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. A quorum for the transaction of business at any meeting of the members of the Corporation shall be ten (10) members. If a quorum is not present at any meeting of members, a majority of the members present may recess or adjourn the meeting from time to time without further notice.

ARTICLE IV

Board of Directors

Section 1. The Board of Directors shall strive to support the purposes of the Corporation through objective policies, organizational planning, leadership development, and fundraising. The Board shall employ, terminate, and manage the Chief Executive Officer (CEO). The Board shall assess the performance of the CEO on an annual basis and document its evaluation in writing. The Board shall approve an annual budget with subsequent examination of income and expenses related to the budget at each regular meeting of the Board.

Section 2. Nine (9) Directors shall be elected from districts described in Section 3 of this article.

Section 3. Three board members shall be selected from and represent each of the following three member districts:

Northern Board Member District

(Grower Districts 1, 4 and 7)

Cheyenne, Rawlins, Decatur, Norton, Sherman, Thomas, Sheridan, Graham, Phillips, Smith, Jewell, Republic, Rooks, Washington, Osborne, Mitchell, Cloud, Clay, Ottawa, Marshall, Nemaha, Brown, Doniphan, Riley, Jackson, Pottawatomie, Atchison, Jefferson, Leavenworth and Wyandotte Counties

Central Board Member District

(Grower Districts 2, 5 and 8)

Wallace, Logan, Gove, Trego, Greeley, Wichita, Scott, Lane, Ness, Ellis, Russell, Lincoln, Saline, Dickinson, Rush, Barton, Ellsworth, Rice, McPherson, Marion, Geary, Wabaunsee, Shawnee, Douglas, Johnson, Osage, Franklin, Miami, Morris, Chase, Lyon, Coffey, Anderson and Linn Counties

Southern Board Member District

(Grower Districts 3, 6 and 9)

Hamilton, Kearny, Finney, Hodgeman, Stanton, Gray, Ford, Grant, Haskell, Morton, Stevens, Seward, Meade, Clark, Pawnee, Stafford, Reno, Harvey, Edwards, Pratt, Kingman, Sedgwick, Comanche, Barber, Harper, Kiowa, Sumner, Butler, Greenwood, Woodson, Allen, Bourbon, Cowley, Elk, Wilson, Neosho, Crawford, Chautauqua, Labette, Montgomery and Cherokee Counties

With regard to the nine district directors, at the first annual meeting, 3 directors shall be elected for one-year term, 3 directors for a two-year term and 3 directors for a three-year term. In the following years, one director shall be elected from each board member district each year and each director shall be elected for a three-year term.

Section 4. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside of the State of Kansas; for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. 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 may fix any place, either within or outside of the State of Kansas, as the place for holding any special meeting of the Board called by them.

6. Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally sent by mail or email to each Director at his address as shown by the records of the Corporation. 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. 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 for 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7. 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, a majority of the Directors present may recess or adjourn the meeting from time to time without further notice.

Section 8. The act of a majority of the directors present at a meeting with a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by these By-Laws.

Section 9. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of 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.

ARTICLE V

Officers

Section 1. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The officers of the Corporation 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. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for one year and until his successor shall have been duly elected and shall have qualified. All officers shall be elected from among the members of the Board of Directors.

Section 3. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President shall preside at all meetings of the Corporation, of the Board of Directors and the executive committee and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. In the absence of the president or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer and CEO shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected in accordance with these By- Laws. The Treasurer and CEO shall give bond, at the expense of the Corporation, in such amount, form and with such surety as may be required by the Board of Directors.

Section 9. The CEO shall be selected by the Board of Directors under such terms as it may determine from time to time. The CEO shall administer and manage the affairs of the Corporation with the counsel of the President and shall report to the Board. The CEO shall employ, terminate and manage all employees and perform other duties as specified by the Board. The CEO shall not be entitled to a vote on the Board.

ARTICLE VI

Committees

Section 1. The Board of Directors may elect from its own members an executive committee not to exceed five in number, and may fix powers to be delegated to such committee, and may authorize such committee to do or perform any act that, the Board of Directors could do or perform at any regular or special meeting of the Board of Directors. The President and Vice President shall be members of such an executive committee.

Section 2. The President shall appoint a nominating committee of three members to propose a name or names of nominees for Directors at the annual meeting of the members.

Section 3. The President may appoint a credentials committee to serve annual or special meetings of the members and to determine the credentials of any persons claiming to be a member of the Corporation.

Section 4. The President shall also appoint the members of such other committees as the President or the Board of Directors may deem necessary. The members of such committees shall serve at the pleasure of the President.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors, such instruments shall be signed by the Treasurer or the CEO.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE VIII

Offices

The principal office of the Corporation shall be located within the State of Kansas. The Corporation may have such other offices, either within or outside of the State of Kansas as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Kansas a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Kansas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IX

Books and Records

The Corporation shall keep correct a complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI

Dues

The membership dues of this organization will be shared with the National Sorghum Producers and will be determined by both parties.

ARTICLE XII

Rules of Order

Robert's Rules of Order shall be followed at the annual meeting of members and at all meetings of the Board of Directors, unless otherwise stated in these By-Laws.

ARTICLE XIII

Amendments to By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the entire Board.

These By-Laws amended and adopted by the Board of Directors of the Kansas Grain Sorghum Producers Association at a meeting of the Board of Directors this 17 day of July, 2024.