



# NATIONAL AGRI-MARKETING ASSOCIATION, INC. BYLAWS STANDING RULES

## ARTICLE I - GENERAL

1. Name. The name of this Organization shall be the National Agri-Marketing Association, Inc. ("NAMA").
2. Purpose. The primary purpose of NAMA shall be to enhance members' professional growth in agri-marketing and to promote agribusiness as a career.
3. Representation. NAMA represents all professionals engaged in agricultural marketing and students pursuing agribusiness careers who pay voluntary dues through affiliated professional or student chapters, or direct to NAMA.

## ARTICLE II - LEGAL MATTERS

1. Establishment. NAMA originated in the Chicago, Illinois area in 1957 as the Chicago Area Agricultural Advertising Association. The organization changed its name to the National Agri-Marketing Association and relocated its principal office to the Kansas City, Missouri area in 1974.
2. Legal Status. NAMA is a not-for-profit corporation organized under the General Not-For-Profit Corporation Act of the State of Illinois, as amended, in compliance with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.
3. Bylaws and Standing Rules and Procedures. These Bylaws and Standing Rules and procedures shall govern all activities of NAMA.
4. Seal. The Board of Directors shall provide a suitable seal.
5. Office Locations.
  - a. The registered office of NAMA shall be in the State of Illinois. NAMA shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not-For-Profit Corporation Act of the State of Illinois, as amended.
  - b. The principal office of NAMA shall be in the City of Overland Park, County of Johnson, State of Kansas.
  - c. NAMA may, in addition to its principal office, establish and maintain an office or offices at such other places as the Board of Directors may, from time to time, deem necessary or desirable.

## ARTICLE III - MISSION AND POLICIES

1. Mission. Given that agriculture is a crucial factor in the global society; that agri-marketing is an honorable profession; that high ethical standards are critical to success; that learning is critical to professional improvement and is an individual responsibility to companies and individuals; and that good communication is vital to business success; therefore,

NAMA is committed to the exploration, exchange and application of ideas that contribute directly to members' professional development throughout their careers: to providing opportunities for members to grow in perspective and skill; stay abreast of the newest concepts; and remain excited about their profession. NAMA is also committed to serve the industries in agri-marketing by making a positive impact on their

economic health and image, and providing a key source of continuing education. NAMA is committed to the community through education that agribusiness is motivated by the common good.

2. Policies.

- a. NAMA shall not engage in activities or exercise any powers that are not in furtherance of the purposes of NAMA.
- b. Except as provided in Article XIV, NAMA shall not lend or pledge its credit or faith, directly or indirectly in any manner, to or in aid of any person, company or corporation for any amount or for any purpose whatever, or become responsible for any debt, contract or liability of any person, company or corporation.
- c. No part of the monies of NAMA shall ever inure to the benefit of or be distributed to its members, officers or other private individuals, except as provided for in Article XV - Section 8 and Article XIV.
- d. The name of NAMA shall be used exclusively for the purposes appropriately related to the promotion of the vision/mission and objectives of NAMA.

#### ARTICLE IV - MEMBERSHIP

1. Classes. The classes of members and their qualifications shall be as follows:

- a. **Affiliated Chapter Members.** Members who pay national dues as a part of their membership dues to a NAMA affiliated chapter.
- b. **Members-At-Large.** Members who do not work in an area represented by an affiliated chapter and who pay national dues direct to NAMA.
- c. **Council Members.** Members who, in addition to payment of national dues, pay supplemental dues to participate in a NAMA Council.
- d. **Student Members.** Members who are enrolled in a college or university studying agri-marketing and who pay dues to a college chapter which is sponsored by an affiliated chapter.
- e. **Retired Professional Members.** Members who are retired professionals in agri-marketing who were active NAMA members at the time of their retirement and who pay dues direct to NAMA.
- f. **Honorary Members.** Members who are retired professionals in agri-marketing and who were founders of the Chicago Area Agricultural Advertising Association, the parent organization of NAMA, or who are nominated by any affiliated chapter and so designated by the Board of Directors.
- g. **Young Professionals:** Members who are less than 25 years of age.

2. **Multiple Memberships.** Members may belong to more than one affiliated chapter (where chapter statutes allow) or council or combination of both by paying the appropriate dues for each and a supplemental associate member fee.

3. **Membership Transfer.** Memberships are individual; however, when changes in employment occur, the membership is transferable by the company to a different employee when the member's dues are paid by the company. The employee leaving the company must rejoin NAMA for their membership to remain active.

#### ARTICLE V - CHAPTER AFFILIATION

1. Definition. Affiliated chapters are local or regional groups of professionals involved in agri-marketing who endorse the vision/mission and objectives of NAMA and who conduct programs and activities at a local level in furtherance of NAMA's interest. Chapters must have two points of connection yearly with their members.
2. Affiliation.
  - a. Affiliated Chapters. Groups who meet the definition set forth in Section 1 above and who qualify under such requirements as established by the Board of Directors may petition the Board of Directors for chapter affiliation with NAMA. Upon a majority positive vote of the Board of Directors, a chapter shall be granted affiliation with NAMA.
  - b. Student Chapters. Each student chapter shall be affiliated with a professional chapter upon majority vote of that local chapter's Board of Directors at any regularly scheduled meeting. Student chapters will be recognized by local chapters and sponsored for recognition by that chapter to the NAMA Board of Directors.
3. Disaffiliation. An affiliated chapter who does not meet minimum standards, as established by the Board of Directors, within (1) program year may be put on "notice of intent to disaffiliate" by a three-fourth (3/4) vote of the Board of Directors. Any chapter not meeting the requirements, after being notified and given at least one (1) year to achieve minimum standards, shall be disaffiliated by a majority vote of the Board of Directors.

#### ARTICLE VI - COUNCILS

1. Definition. Councils may be created within NAMA's membership to give singular focus to certain segments of agri-marketing through special programs and professional development activities.
2. Creation. Groups who qualify under such requirements as established by the Board of Directors may petition the Board of Directors for the creation of a council. Upon a majority positive vote of the Board of Directors, a council shall be established.
3. Dissolution. In the case of low interest or for any other reasons, the Board of Directors may discontinue a council by majority action at any regular or special Board of Directors meeting.

#### ARTICLE VII - REGIONS

1. Purpose. Regions shall be established for the purpose of providing professional education opportunities, representation to the Board of Directors, and for other purposes determined by the Board of Directors and Executive Committee.
2. Creation/Modification. The Board of Directors determines the regions and may modify, add or delete regions by a majority vote of the board. In as much as possible, the regional boundaries shall take into account member numbers, chapter distribution, agricultural production, and agribusiness company types. The boundaries of the regions shall be identified in the Standing Rules and Procedures.

#### ARTICLE VIII - REVENUE AND DUES

1. Sources. The sources of funding for NAMA shall be: (1) dues and/or fees for the various classes of memberships; (2) sale of materials and/or services; (3) registration fees for conferences, seminars and other educational events; (4) award and competition fees; (5) interest on invested funds; and (6) such other sources as shall be determined by the Board of Directors subject to the objectives of NAMA and its tax exempt status.
2. Dues Determination and Notification. The Board of Directors, at the annual meeting, shall set the next year's national dues level when it approves the Annual Operating Plan and Budget. Announcement of any changes to such dues structure shall be made within 30 days of board action.

## ARTICLE IX - DIRECTORS

1. Director Qualification and Selection. Directors shall be active, dues-paying NAMA members. Directors shall be elected and/or serve according to the provisions found in Article X - Board of Directors, Paragraph 3 - Membership. Nothing in these Bylaws shall be construed as preventing a member of good standing to represent a chapter or region on the Board of Directors even though that member may not live in that chapter city or region.
2. Director Certification. At the beginning of each program year, each affiliated chapter, region and council shall verify to the national office the name(s) and address(es) of its designated director(s).
3. Substitute Director. A substitute director may be named for a particular meeting by the respective chapter, region, or council, and must be certified to the national office prior to the commencement of that meeting. A certified director may double as a substitute director and may cast that person's vote.
4. Term of Office. The following terms shall apply to the various types of directors.
  - a. Chapter President. A chapter president shall serve as a director for as many years as the member serves as a chapter president.
  - b. National Chair/Vice Chair. A national chair or vice chair shall serve as a director for as many years as the member serves as a national chair or vice chair.
  - c. Executive Committee. An Executive Committee member shall serve as a director for as many years as the member serves on the Executive Committee.
5. Replacement. Any director may be removed or replaced at any time by the affiliated chapter, region or council making the initial selection.
6. Vacancy. A vacancy in any director office, however occurring, shall be filled for the unexpired portion of the term by the affiliated chapter, region or council making the initial selection.

## ARTICLE X - BOARD OF DIRECTORS

1. Authority. Subject to the limitations of law and Articles of Incorporation, the activities and affairs of NAMA shall be supervised and managed by or under the authority of its Board of Directors. Without prejudice to such general powers, but subject to the same limitations, the Board of Directors shall have the following powers:
  - a. To appoint and remove all appointed officers and agents of NAMA and to describe their duties and powers;
  - b. To prescribe the rules and regulations governing the conduct of business of NAMA;
  - c. To approve the annual operating budget of NAMA and to establish the annual dues levels;
  - d. To exercise jurisdiction and control over NAMA funds and to audit, or cause to be audited, annually all financial records including credits and debits, deficits and surpluses;
  - e. To approve or disapprove all petitions for chapter affiliation, the formation of regions and the creation of councils and act on disaffiliation and dissolution; and
  - f. To devise and carry into execution such other measures as they may consider proper and expedient to promote the objectives of NAMA.
2. Number. The Board of Directors shall consist of no less than twenty-five (25) and no more than seventy-five (75) directors.
3. Membership/Selection. Membership on the Board of Directors and procedures for selection shall be as follows:

- a. **Affiliated Chapters.** The chapter president shall serve on the Board of Directors.
  - b. **Executive Committee.** All members of the Executive Committee become members of the Board of Directors.
  - c. **National Chairs/Vice Chairs.** All chairs and vice chairs of national committees shall serve on the board of directors.
4. **Votes.** Each member of the Board of Directors shall have one (1) vote. ***Proxy Voting Not Allowed***
  5. **Meetings and Notice.** Annual or special meetings of the Board of Directors may be held at any time or place set by the Board of Directors, or at the call of the President, or upon written request of any ten (10) directors, provided that at least two (2) meetings are held annually, one at the time of the Agri-Marketing Conference and the other at the call of the President. Notice, either in person, electronic mail or by regular mail, of such meetings, unless waived by all members of the Board of Directors, shall be given (postmarked if by mail) to each director at least ten (10) business days and no more that twenty (20) business days before the date on which the meeting is to begin.
  6. **Types of Meetings.** An official Board of Directors meeting shall consist of any of the following: face-to-face meeting, telephone conference call, multiple location satellite teleconference, Web conference or any other such medium the President and the Board of Directors may choose to conduct and expedite official board business.
  7. **Quorum.** At all meetings of the Board of Directors it will be necessary for thirty percent (30%) of the total certifiable number of directors on the Board of Directors to be present to constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting to a future time and convenient place.
  8. **Manner of Acting.** The affirmative vote of a majority of the votes represented at any Board of Directors meeting shall be necessary to pass any matter on which a vote is taken unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. Votes may be taken by way of mail ballots, electronic mail or other electronic methods where voter identification can be verified.
  9. **Conflict of Interest Policy**  
The purpose of the conflict of interest policy is to protect the National Agri-Marketing Association interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### Definitions

##### Interested Person

Any director with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists

#### Procedures for Addressing the Conflict of Interest

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

#### Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

#### Annual Statements

Each director shall annually sign a statement, which affirms such person: has received a copy of the conflicts of interest policy; has read and understands the policy; has agreed to comply with the policy, and; Understands the Organization is non profit mutual benefit corporation and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### ARTICLE XI - EXECUTIVE COMMITTEE

1. Purpose and Authority. The Executive Committee shall exercise the general powers of the Board of Directors in the management of NAMA under the authority of and on behalf of the Board of Directors. However, such grant of powers shall be limited as follows:
  - a. The Executive Committee shall have no powers from the commencement to adjournment of any duly called meeting of the Board of Directors.
  - b. The Executive Committee is empowered to meet at its discretion, independently of the Board of Directors, to consider such matters of concern to NAMA that require decision or direction before the next Board of Directors meeting.
  - c. The Executive Committee shall, under the direction of the Board of Directors, be empowered to employ an Executive Vice President to oversee the daily management of NAMA.
  - d. The Executive Committee shall not be given the authority of the Board of Directors to do these acts:
    - (1) Amend, repeal or alter the Articles of Incorporation or Bylaws;
    - (2) Elect, remove or appoint any elected officer, Executive Committee member or director, except as provided in Section 5 of this article;
    - (3) Sell, lease, or exchange, substantially all of the assets of NAMA, or adopt any plan of merger, consolidation or distribution of assets; and
    - (4) Authorize the voluntary dissolution of NAMA or revoke proceedings thereof.
  - e. The Executive Committee shall be subject to and limited by all resolutions of the Board of Directors and nothing contained in this Article shall serve to limit the authority of the Board of Directors to further restrict the powers of the Executive Committee through resolution.

- f. All action taken by the Executive Committee shall be presented to the Board of Directors at the next special or regular meeting for ratification.
2. Membership. The Executive Committee shall be made up of nine (9) members. Makeup shall be as follows: President, President-Elect, Secretary-Treasurer, and six (6) Vice Presidents. These positions shall also be known as the officers of NAMA.
  3. Qualifications. Qualifications of an Executive Committee member are:
    - a. Be an active, dues-paying member of NAMA;
    - b. Have served as president of an affiliated chapter or as chair or vice chair of a national committee
    - c. The President-Elect and Secretary-Treasurer must have served on the Executive Committee as a Vice President.
  4. Nomination and Election. The Executive Committee shall be elected by the Board of Directors by a majority affirmative vote at the annual Board of Directors meeting with nominations by the following procedures:
    - a. A five-member Nominating Committee will prepare a slate consisting of one or more nominees for each retiring office of the Executive Committee and present that slate to the Board of Directors. The Nominating Committee shall consist of:
      - (1) The immediate past president, who will serve as chair;
      - (2) Current president-elect
      - (3) Three other current members of the Board of Directors (appointed by the chair)
    - b. Nominations may be made from the floor during the annual Board of Directors meeting by any director. Nominees must give oral or written consent to serve prior to nomination.
    - c. Every effort will be made to assure a balanced representation of the various components and geographical diversity of the agri-marketing industry on the Executive Committee.
    - d. Officers elected to the Executive Committee at the annual meeting will take office at the beginning of the program year.
  5. Vacancy. A vacancy in any elective office, however occurring, may be filled for the unexpired portion of the term by a majority vote of the Executive Committee and ratified by a majority vote of the Board of Directors.
  6. Term of Office.
    - a. Vice Presidents. The term of office of Vice Presidents shall be three (3) years. The terms shall be staggered so that two (2) Vice Presidents retire each year.
    - b. Secretary-Treasurer. The term of office of the Secretary-Treasurer shall be one (1) year, which shall be in addition to time served in other capacities on the Executive Committee.
    - c. President-Elect. The term of office of the President-Elect shall be one (1) year, which shall be in addition to time served in other capacities on the Executive Committee.
    - d. President. The term of office of the President shall be one (1) year, which shall be in addition to time served in other capacities on the Executive Committee. Nothing in these Bylaws shall be construed as limiting a President to a single term.
  7. Votes. Each member of the Executive Committee has one (1) vote. Proxy voting is not allowed.

8. Meetings. The Executive Committee shall meet by call of the President or upon call of any four (4) members of the Executive Committee, provided a written request is filed with the Secretary-Treasurer and notice is given at least five (5) business days prior to the meeting, unless notice is waived by all members of the Executive Committee.
9. Quorum. Five (5) members of the Executive Committee, which must include the President or the President-Elect, shall constitute a quorum.
10. Duties of Elected Officers.
  - a. President. The President shall have those powers, duties and responsibilities normally inherent to the office of president of a corporation. The President's duties shall include, but not be limited to the following:
    - (1) Preside at all meetings of the Board of Directors and Executive Committee;
    - (2) Appoint standing and special committees of the Board of Directors and appoint members of the Executive Committee to chair councils;
    - (3) Appoint representatives from NAMA to any outside organizations, boards or committees in which NAMA participates;
    - (4) Work with and oversee the Executive Vice President as authorized by the Executive Committee and Board of Directors; and
    - (5) Serve as an ex-officio non-voting member of all councils and committees.
  - b. President-Elect. The President-Elect shall assist the President in the performance of his duties, preside at all meetings in the absence of the President and perform other duties that are normal and customary. In the event of the incapacity or unwillingness of the President to serve, the President-Elect shall assume the powers and responsibilities of the President for the unexpired portion of the term or length of incapacity.
 

Serving in this capacity in no way limits the President-Elect from serving a full one-year term the following year.
  - c. Secretary-Treasurer. The Secretary-Treasurer shall keep, or cause to be kept, minutes of all meetings of the Board of Directors and Executive Committee; a record of names and addresses of all members showing their status of membership and other such records as required by law; the Articles of Incorporation and these Bylaws. The Secretary-Treasurer shall cause all notices to be duly given and shall be the custodian of the corporate seal. In addition, the Secretary-Treasurer shall collect and receive, or cause to be collected and received, all monies due NAMA; place, or cause to be placed, said monies in appropriate accounts in the name of NAMA; and disburse, or cause to be disbursed, monies there from in the payment of just debts and obligations of NAMA. The Secretary-Treasurer shall also perform other ordinary and customary duties associated with this office. Nothing in these bylaws shall limit the Secretary/Treasurer to a single term.
  - d. Vice Presidents. Each of the Vice Presidents shall preside, upon appointment by the President, as chair of a council and have liaison responsibility for the area that is covered by the respective council back to the Executive Committee. Each Vice President will be assigned liaison responsibilities to an activity committee based on interest, expertise and time availability. Each Vice President shall also serve as an Executive Committee liaison to affiliated chapters and/or councils.

## ARTICLE XII - EXECUTIVE VICE PRESIDENT

1. Authority. The Chief Executive Officer of NAMA shall have the title of Executive Vice President. This person shall be under the authority of the Executive Committee and shall conduct the daily management of NAMA.

2. **Employment.** The Executive Vice President shall be employed by the Executive Committee, acting under authority from the Board of Directors. An annual performance and compensation review shall be conducted by the Executive Committee.
3. **Other Employees.** The Executive Vice President shall have the authority to fill such other positions as may be needed for the successful operation of NAMA and to set the salaries. All such employees shall be under the supervision and direction of the Executive Vice President.
4. **Job Description.** The Executive Vice President shall perform such duties and have such responsibilities as shall be contained in a job description approved by the Executive Committee.

#### ARTICLE XIII - PLANNING COUNCILS

1. **Purpose and Authority.** Select planning councils may be established within the Board of Directors, from among board members, to provide recommendations to the full board on changes to the Long-Range Strategic Plan. The Board of Directors may add or delete councils as deemed necessary.
2. **Chairs and Membership.** The chairs of all the planning councils shall be selected from among the membership of the Executive Committee and shall be appointed by the President. Board members will be asked for their preference of planning councils to sit on; however, the President may appoint members to councils to ensure broad industry and geographical representation on all councils.

#### ARTICLE XIV - ACTIVITY AND SPECIAL COMMITTEES

1. **Activity Committees.** The Executive Committee, under the direction of the Board of Directors, may establish standing activity committees to develop and execute an annual operating plan and budget. The chair and members of the committee shall be appointed by the President upon the advice of chapter, regional and national leaders, and with the advice and consent of the Executive Committee, provided that the chair of the Long-Range Planning Committee shall be the President-Elect and the chair of the Budget Committee shall be the Secretary-Treasurer, with membership comprised of the President and President-Elect. Effort shall be made to appoint persons to activity committees who have strong NAMA experience at the chapter, regional and/or council levels and to provide a balance of member types and geographical representation.
2. **Special Committees.** The Executive Committee may establish special committees and/or task forces to assist in the accomplishment of certain functions. Chairs and membership of such committees shall be appointed by the President upon the advice and consent of the Executive Committee.

#### ARTICLE XV - INDEMNIFICATION

1. **Applicable Law.** The laws of the State of Kansas shall determine and control the indemnification of any director, officer, employee or agent of NAMA.
2. **Directors, Officers and Employees.** To the extent permitted or required by the act and any other applicable law, if any director, officer or employee of NAMA is made a party to or is involved in (for example as a witness) any proceeding because such person is or was a director, officer, or employee of NAMA, NAMA:
  - a. Shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding; and
  - b. Shall advance to such person expenses incurred in such proceeding.

3. Scope of Coverage. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and NAMA may at its discretion provide for indemnification or advancement of expenses in a resolution of its Board of Directors, in a contract or in its Articles of Incorporation.
4. Liability Insurance. NAMA shall provide, at its expense, "Director and Officer Liability" insurance in such amount as is reasonable and necessary.
5. Repeal, Modification or Invalidation. Any repeal or modification of the foregoing provisions of this Article shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law and all other provisions or parts shall remain in full force and effect.

#### ARTICLE XVI - ADMINISTRATIVE AND FINANCIAL

1. Fiscal Year. The fiscal year shall be determined by the Board of Directors.
2. Signatures. All checks, drafts, orders for payment of money and bills of exchange shall be signed or endorsed (except endorsements for collection for the account of NAMA or for the deposit to its credit) by any of the following officers: the President, Vice President, Secretary-Treasurer and/or any staff officers upon whom the Board of Directors shall have conferred this power.
3. Investments. All funds of NAMA not otherwise employed shall be invested per an investment policy established by the Board of Directors and under the direction of an Investment Committee to consist of the President, President-Elect and Secretary-Treasurer, with the input from the Executive Vice President.
4. Borrowing of Funds. The Board of Directors shall be empowered to authorize the borrowing of funds necessary for the short-term operation of NAMA. Any and all such borrowing must be fully secured by the United States Government Securities, Certificates of Deposits, and/or other assets owned by NAMA.
5. Property. Title to all property shall be held in the name of NAMA.
6. Bonding. All persons having responsibilities for the handling of monies, securities and property of NAMA shall be bonded in amounts set forth by resolution of the Board of Directors and premiums for such bonds shall be paid by NAMA.
7. Audit. An annual examination of financial accounts of NAMA shall be made by an independent certified public accountant, and the report of this examination shall be presented to the Board of Directors. An audit may be ordered at any other time by a majority vote of the Executive Committee or the Board of Directors.
8. Private Benefit. No part of the funds of NAMA shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that NAMA shall be authorized and empowered to make payments and distributions in furtherance of the purposes of NAMA and for the reimbursement of expenses and services rendered therein.
9. Prohibitions. No rules, regulations or Bylaws shall be adopted by NAMA in any manner stifling competition, limiting production, restraining trade, regulating prices, pooling profits or allocating markets or customers. No coercive measures of any kind shall be practiced or adopted or discriminatory practices used toward any person, either to induce membership in NAMA or to buy or to refrain from buying of any particular manufacturer, wholesaler, retailer or provider of services.

#### ARTICLE XVII - PARLIAMENTARY AUTHORITY

*Robert's Rules of Order Newly Revised* shall govern the proceedings of NAMA in all cases not provided for in the Bylaws, Articles of Incorporation, Standing Rules and Procedures, or other policies and procedures established by the Board of Directors.

#### ARTICLE XVIII - AMENDMENTS

These Bylaws may be altered, amended, revised or repealed by a two-thirds (2/3) vote of the Board of Directors provided that the revisions or proposed action is provided to the members of the Board of Directors at least ten (10) business days prior to the meeting and a presentation explaining the proposed action is made during the meeting.

#### ARTICLE XIX - CONFLICTS WITH ARTICLES OF INCORPORATION

Wherever these Bylaws conflict with the existing Articles of Incorporation, such Bylaws or part thereof as so conflicts shall be deemed of no force or effect whatever. However, such conflicting Bylaws or part thereof shall become automatically and immediately effective and operative upon proper alteration or amendment of the Articles of Incorporation in such a manner as to remove such conflict.

## STANDING RULES AND PROCEDURES

These Standing Rules and Procedures may be amended by majority action of the Board of Directors at any special or regular meeting.

1. Chapter Affiliation Requirements. Local or regional groups may seek affiliation with NAMA by meeting the following requirements:
  - a. Submission of the official NAMA Application for Chapter Affiliation to the Board of Directors at a regularly scheduled meeting to include the following attachments:
    - (1) Chapter Bylaws;
    - (2) Current officers and committee chairs (with terms of office);
    - (3) Roster of members; and
    - (4) Program plan for the current year.
  - b. Approval of chapter affiliation by majority action of the Board of Directors.
  - c. Payment , prior to or coincident with its application, of national membership dues for its roster of members at the per-member rate in force at the time of application.
2. Councils.
  - a. Formation. A NAMA Council may be created for any discipline or sector associated with agri-marketing by meeting the following requirements:
    - (1) Submission of the official NAMA Petition for Council Formation to the Board of Directors at a regularly scheduled meeting to include the following attachments:
      - (a) Statement of council's purpose;
      - (b) Indication of council chair, vice chair and other officers, and recommendations for program planning committee members;
      - (c) Roster of members;
      - (d) Proposed program plan and budget for the current year; and
      - (e) Recommendation for supplemental dues rate.
    - (2) Approval of the council formation by majority action of the Board of Directors.
    - (3) Payment, prior to or coincident with its petition, of the supplemental dues for its roster of members at the per-member rate recommended in the petition.
  - b. Dues. A council may establish dues, in addition to the national dues, to supplement funding of special programs and activities for that council. The dues rate is recommended by the council to the Board of Directors who sets the rate. Council supplemental dues will be collected separately and designated separately on all NAMA budgets and financial reports. Corresponding expenditures for council programs will also be matched to council income.
  - c. Organization. A council chair and vice chair will be selected from among the council's membership by its members. The chair, following consultation with the vice chair, will nominate to the NAMA President, persons to a program planning committee from among the council's membership. The NAMA President will make the formal appointment to the committee and will appoint a person to serve as liaison between the council and the Executive Committee.
  - d. Meetings. Council program planning committees will meet during any council/committee breakouts held in conjunction with national Board of Directors meetings. The committee may meet at other times and locations as deemed desirable at the call of the chair. The meeting expense reimbursement policy for national NAMA committees shall apply to council committees.

e. Board of Directors and Council/Committee Representation. Council♦ shall be represented on the national Board of Directors in the same manner as affiliated chapters. Council members may be appointed by the President to any standing or ad hoc committees.

3. Regions. There are six regions. The regions shall consist of the following states and chapters:

<u>STATES</u>		<u>CHAPTERS</u>
REGION I		
Washington	Arizona	Western Pacific
Oregon	Utah	
California	Idaho	
Nevada	Alaska	
Hawaii		
REGION II		
Montana	Oklahoma	Rocky Mountain
Wyoming	Kansas	Southwest
Colorado	Missouri	Great Plains
New Mexico	Nebraska	Cornhusker
Texas		Missouri-Kansas Gateway
REGION III		
North Dakota		Northern Prairie
South Dakota		North Central
Minnesota		Iowa
Iowa		Cornbelt
REGION IV		
Wisconsin		Badger
Illinois		Chicago
Michigan		Heartland
Indiana		Mid America
REGION V		
Arkansas	Tennessee	Florida
Louisiana	Kentucky	Southeastern
Mississippi	Virginia	Midsouth
Alabama		Carolinas/Virginia
Georgia		
Florida		
S. Carolina		
N. Carolina		
REGION VI		
Massachusetts	Pennsylvania	Chesapeake
Connecticut	New York	Eastern
Vermont	New Jersey	Ohio

Delaware	Rhode Island
Ohio	New Hampshire
W. Virginia	Maine
Maryland	

4. Dues Rates. The current national dues and associate fees are determined on a yearly basis.
5. Distribution of Minutes.
  - a. Board of Directors Minutes. Minutes of all Board of Directors meetings shall be reviewed by the President, Vice President and Secretary-Treasurer then mailed or e-mailed to the full Board of Directors, chapter presidents and committee and council chairs within thirty (30) days of the board meeting. Minutes of such meetings shall be sent again to all directors prior to the next meeting to eliminate the need for reading the minutes at the upcoming meeting.
  - b. Executive Committee Minutes. A summary of actions taken by the Executive Committee will be mailed to the Board of Directors, chapter presidents and committee and council chairs within ten (10) days of the meeting. Minutes will be mailed or e-mailed to the Executive Committee within thirty (30) days of the meeting. Approved minutes of the Executive Committee meetings will be mailed or e-mailed to the Board of Directors prior to the Board of Directors meetings to eliminate the need for reading the minutes at the upcoming meeting.
6. Distribution of Financial Statements. Financial statements shall be distributed to the Executive Committee monthly. The Board of Directors shall receive the annual year-end financial statement and the statement for the period ending just prior to each Board of Directors meeting.
7. Committee Reports. Reports will be requested from each committee chair prior to each Executive Committee and Board of Directors meeting and distributed at those meetings.
8. Signatures. The following are authorized to sign legal and financial documents as required by law and ordinary business customs: President, Vice President, Secretary-Treasurer, and Executive Vice President. In addition to persons noted above, other staff (designated by the Executive Vice President with the concurrence of the officers) may also sign checks for cash disbursements. Two signatures are required on all checks, drafts or orders for payment in the amount of \$1,000 or more; one signature is required for amounts less than \$1,000.
9. Bond Amount. The President, Vice-President, Secretary-Treasurer, Executive Vice President, and other staff with financial responsibility shall be bonded in the amount of \$250,000.
10. Expense Reimbursements.
  - a. Board of Directors. All expenses associated with attendance at Board of Directors meetings, national conferences or other national meetings by directors will be borne by the director (or sponsoring company).
  - b. Committees. All expenses associated with attendance at committee meetings, national conferences or other national meetings by committee members will be borne by the committee member (or sponsoring company).
  - c. Conference Speakers.
    - (1) Outside Speakers. Expenses, to include travel, meals, lodging, and honoraria, associated with speaking at a conference may be reimbursed as the individual circumstances dictate. Complimentary conference registration will be provided.
    - (2) NAMA Members. Conference speakers who are current NAMA members will bear the expense of attendance at the conference, to include the registration fee.
  - d. Executive Committee. The Executive Committee members shall bear all expenses associated with their attendance at national meetings and conferences with the following exceptions:

- (1) Complimentary conference and fall conference registration will be provided to all members of the Executive Committee. Boot Camp registration fees must be borne by the Executive Committee member.
- (2) The President shall be provided complimentary lodging the national conferences and an annual \$4,000 budget for expenses and events.
- (3) Meals and lodging for Executive Committee members will be provided for Executive Committee meetings not held in conjunction with the annual conference, Issues Forum or other national conferences or meetings.

#### 11. Meeting Registration Refunds

- a. Persons registered for a meeting or event sponsored by NAMA will be eligible for refunds as follows based on when the registration cancellation notice is received by the national office:
  - (1) Full Refund -- Prior to the early registration deadline.
  - (2) Fifty Percent Refund -- Between the early registration deadline and 10 business days prior to the event.
  - (3) No Refund – Closer than 10 business days to the event
- b. In the case a meeting or event sponsored by NAMA is cancelled due to situations outside NAMA's control, refunds shall be granted as follows:
  - (1) Full Refund – Where the cause for the meeting cancellation is covered by event cancellation/interruption insurance purchased by NAMA.
  - (2) Fifty Percent Refund – Where the cause for the meeting cancellation is NOT covered by event cancellation/interruption insurance.

12. Executive Vice President Expense Reimbursement. The Secretary-Treasurer will make a post payment review of all expense reports for the Executive Vice President.

13. Capital Expenditures. A capital expenditures plan and budget will be presented to the Executive Committee as a part of the annual budget for its approval.

14. Board Designated Reserves. A separate account, or accounts, shall be maintained as the Board Designated Reserve Fund which shall contain an amount at least equal to the estimated net 90 day cash flow needs for operations.

- a. The use and spending authority of the Board Designated Reserve Fund shall be:
  - i. Use. The use of these funds is restricted and is designated only for an emergency when other cash funds are depleted and/or another financial obligation occurs, and the financial viability of the organization is at risk.
  - ii. Spending Authority. The Executive Committee shall have authority to authorize the use of these funds. This action shall be ratified by the Board of Directors at its next regular or special meeting.

15. Legal Counsel. NAMA may retain legal counsel as may be desirable and/or necessary.

16. Chapter Visits. An officer and/or a chapter liaison will visit each chapter annually. A member of the NAMA staff will visit each chapter at least once every two years.

17. Commitment for Expenditure of NAMA Funds.

- a. All committee chairs who have authority to commit funds on behalf of NAMA, in accordance with their approved budgets, must provide the following for amounts which exceed the specified levels to any one individual vendor or contract service provider:
  - (1) All expenditures of \$500 or more must have an approved Purchase Order (available from the national office) signed by the Secretary-Treasurer or the Executive Vice President prior to the expense being incurred.
  - (2) All expenditures of \$2,500 or more must have an approved Letter of Agreement (available from the national office) signed by two (2) of the following -- President, Secretary-Treasurer, or Executive Vice President -- prior to the expense being committed.
- b. Additionally, all expenditures that would cause the approved committee budget to be overspent must be pre-approved in writing as follows:
  - (1) All expenditures that would cause the budget to be overspent by over \$5,000 must be approved by two (2) of the following -- President, Secretary- Treasurer, or Executive Vice President.

Adopted by the Board of Directors, April 5, 1992.

Revised (#17, Standing Rules) by the Board of Directors, September 9, 1992.

Revised (#2, Standing Rules) by the Board of Directors, April 19, 1993.

Revised (Article X - Section 10-d, Article XII - Sections 1 and 2, and Article XIII - Sections 1 and 2) by the Board of Directors, September 15, 1993.

Revised (Article X - Section 3-b) by the Board of Directors, April 6, 1994.

Revised (Reference to Executive Vice President), September 8, 1996.

Revised (Restructuring of Board of Directors per NAMA, 2000) by the Board of Directors, September 10, 1997.

Revised (Changed "Special Interest Group" to "Council"; added Regional Director Nomination Process to Standing Rules) by the Board of Directors, April 15, 1998

Revised (Regional Director Term of Office) by Board of Directors, April 11, 2001

Revised (Regions and dues rates) by the Board of Directors via e-ballot, September 10, 2001

Revised (Meeting Cancellation Standing Rule and e-distribution) by the Board of Directors, April 17, 2002

Revised (Standing Rules - National dues to \$120 via budget approval) by the Board of Directors, April 15, 2003

Revised (Standing Rules – National dues to \$125 and At-Large dues to \$175 via budget approval and new #14 and #15 Reserve Deposits) by the Board of Directors, November 14, 2006.

Revised (Article X – Section 4 proxy voting; Article XI, Section 3-b, add regional director, Section 3-d delete; Article XI – Section 10-c no single term limit on sec/treas; Standing Rules 5 –a add e-mail; 5-b add e-mail; 10-c change to annual reimbursement; Delete #15 set aside reserves; 18-b-1 delete) by the Board of Directors, April 16, 2008.

Revised to include conflict of interest policy, Article 10, Section 9. Approved by the Board of Directors, November 10, 2009.

Revised to include Young Professionals Membership: , Article 4, Section 1, G. Approved by the Board of Directors, October, 5, 2010.

Revised to change nominating committee structure: Article 11, Section 4, A. Approved by the Board of Directors, November 8, 2011. Revised to change Retired Member rate: Standing Rules #4, Approved by the Board of directors, November 8, 2011.

Revised to change Midlands to Cornhusker, September 25, 2012.

Revised to eliminate the regional director position, September 2013.

Revised to change dues rates, September 2015.

Revised to define registration rates for Executive Committee, September 2018.