Amended By-laws
of the
MONTANA GRAIN GROWERS ASSOCIATION

Article I
NAME

The name of this organization shall be: Montana Grain Growers Association.

Article II
PURPOSES AND OBJECTIVES

This corporation, a non-profit agricultural commodity association, has been established as an advocate of the best interests of Montana grain producers. In general terms, the objectives of the Association are research, education, and promotion in the areas of grain production and marketing. Non-partisan in its organizational format and concept, the Association nonetheless recognizes the need for political action on occasion – in representing the best interest of the state's grain producers.

Specifically, the Association was established to assist Montana's grain producers in the following areas of concern and need:

1. To provide information channels which will allow for a free exchange of ideas between grower, marketer, processor and consumer in order that each segment of society will have a common understanding of the problems and needs of the others. In furtherance of this objective, the Association is pledged to work cooperatively with all like-minded groups – including general farm organizations, consumer and commodity organizations and, in particular, with the Montana Cooperative Extension Service, the Montana Department of Agriculture, the Montana Agricultural Experiment Station, and the Montana Wheat and Barley Committee.

2. To promote the general welfare of the Montana grain producer, endeavoring to provide equitable and consideration to problems of concern to all segments of the industry as they affect the producer, including such areas as production, transportation, marketing, and legislation.

3. To assist in and promote the production of high quality grain within the state of Montana. Towards that end, the Association may cooperate with other organizations working for the same objectives on a local, statewide, regional or international basis.

4. To assist as an advisory group to the Montana Department of Agriculture, Montana Experiment Station, the Cooperative Extension Service, the Montana Wheat and Barley Committee (as well as such other organizations which might seek assistance), in order to exchange and disseminate information vital to all concerned.

5. To gather and help disseminate crop information for legislative bodies, government agencies, the media, and the general public.

6. To study, recommend, and lobby for legislation (state and national) considered beneficial to the grain industry of Montana.

7. To assist in the investigation and promotion of domestic and foreign markets for grain crops grown in Montana.

8. To assist in the development of alternative crops for Montana as well as new utilization of crops presently grown in the state.

9. To encourage grower acceptance of continually improved seed varieties, proven for Montana conditions.

10. To promote the nutritional qualities of Montana wheat, and to work for a more equitable system of grading grain.

Article III PLACE OF BUSINESS

The headquarters or principal place of business for the Association shall be determined by appropriate resolution of the Board of Directors, providing, however, that branch offices may be established wherever necessary to carry out the objectives and purposes of the Association.

Article IV
MEMBERSHIP AND DUES

1. Voting members in this organization shall consist of any individuals, partnerships, or corporations involved in commercial grain production, and paying dues to the state organization.

2. Annual dues for a voting membership in the Montana Grain Growers Association shall be $250.00. (New 2022)

3. Higher level memberships shall be available to any individual, partnership, or corporation involved in the commercial grain production who/which pays $250.00 or more in the interest of furthering the Association in its long-term objectives.

4. Associate memberships of any category shall be available to any individual, partnership, or corporation engaged in a grain-allied agribusiness who/which pays $250.00 (New 2023) or more dues in the interest of furthering the Association in its long-term objectives. Such Associate memberships shall be considered as supportive of Association activities only and shall not have voting rights.

Article V ANNUAL CONVENTION

1. There shall be an annual convention of the Association's membership each November or December unless otherwise directed by the Board in a place so designated by the Board of Directors of the Association.

2. In transacting business at the annual convention all regular members shall be entitled to one vote. No proxies shall be accepted.

3. Regular Members of the Association shall be notified of the date of the annual meeting or any special meeting at least twenty (20) days in advance through the official publication of the Association.

Article VI
BOARD OF DIRECTORS

1. For the purpose of equal representation of Montana grain growers on the MGGA Board of Directors, the state shall be divided into fourteen (14) production districts.

2. The business and property of the Association shall be managed and controlled by a board of twenty-eight (28) directors, two (2) in each district, all of whom shall be grain producers living and/or farming in said district. Districts are:

District I: Daniels, Sheridan
District II: Valley, Roosevelt
District III: Blaine, Phillips
District IV: Hill, Liberty
District V: Choteau, Teton
District VI: Glacier, Toole, Pondera
District VII: Lincoln, Flathead, Sanders, Lake, Mineral, Missoula
District VIII: Lewis & Clark, Powell, Granite, Ravalli, Beaverhead, Madison, Silver Bow, Jefferson, Deer Lodge, Broadwater
District VIV: Cascade, Meagher, Judith Basin District X: Fergus, Golden Valley, Petroleum, Wheatland, Musselshell
District XI: Gallatin, Park, Carbon, Stillwater, Sweetgrass
District XII: Garfield, Rosebud, Yellowstone, Treasure, Big Horn
District XIII: McCone, Richland, Dawson, Wibaux
District XIV: Custer, Prairie, Powder River, Fallon, Carter

3. All directors shall serve a four-year term and shall be limited to serving no more than two consecutive four-year terms, with the exception of those who may be in the elected officers rotation. Directors' terms shall be staggered so that no more than one (1) director in each district, and no more than twenty-five (25) percent of total board seats are elected in any given year. Officers of the Association need not be directors of the Association.

4. The regular meeting of the Board of Directors shall be held immediately, or as soon thereafter as may be practical, falling with the adjournment of the annual meeting of the Association, and shall meet quarterly thereafter. Special meetings of the Board of Directors may be held at any time upon call of the President, or upon request of any four (4) directors, or may be held at any time or place without notice by the written consent of all the directors. Members of the Board of Directors must be paid-up voting members of the Association.

5. The Board of Directors of the Association shall be empowered to elect (appoint) directors at-large for up to two consecutive four-year terms each to represent special producer areas of interest. The number of such directors and their special areas of expertise shall be determined by the Board of Directors of the Association.

6. The Board of Directors shall be empowered to appoint two representatives to the National Barley Growers Association board. These representatives shall have voting rights. They shall serve no more than two consecutive four-year terms.

7. When a director's term is to expire, the Board of Directors must notify members through the official publication of MGGA, at least twenty (20) days in advance of the election which be held prior to the annual meeting. A nominating committee will be appointed by the President. The nominating committee will submit one nominee for each vacated term. Voting members may present nominees to the election by submitting a written nomination form with signature of nominee and two other voting Association members. All voting members within districts electing directors will receive ballots. Ballots must be returned o the Association office ten (10) days prior to the annual meeting.

8. Additionally, an Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate Past President of the Association.

9. The Executive Committee shall meet prior to each regular meeting of the Board of Directors to determine priorities for the Association.

10. A quorum of the Board of Directors shall consist of a majority of the Board, and a majority of the quorum shall decide any question coming before the Board except in cases where the bylaws provide otherwise. The Board of Directors, a quorum present, may adjourn any meeting to a time and place definite.

11. The Board of Directors shall have full control of the affairs of the Association and shall have the power to do any and all things necessary, or deemed by them as expedient, to carry out the purposes and objectives of the Association. The Board of Directors shall appoint or dismiss such other officers, employees, directors and committees from among members of the Association or otherwise as they may from time to time deem expedient and in the best interests of the Association.

12. The Board of Directors shall have the power to create indebtness and enter into any business or undertaking within the scope of the Association's objectives and in furtherance of its purposes. No member of the Association shall, however, be liable personally for any debt of the Association or any Association obligation.

13. Directors of MGGA cannot miss more than two meetings per calendar year without an excuse or they will be replaced. This removal is determined by the board of directors.

Article VII
DUTIES OF THE OFFICERS

1. The officers of this Association shall consist of a President, Vice President, Secretary and Treasurer. The Officers of the Association shall be elected by ballot by the Board of Directors at their first regular meeting following the annual meeting. In case any office becomes vacant during the year, the Board of Directors shall in like manner fill such vacancies for the unexpired term. The office of the Secretary and Treasurer may be combined at the discretion of the Board of Directors, and the duties thereof discharged by the same person. The Board of Directors shall fix the compensation of all employees of the Association. Providing the financial condition of the Association warrants, the Board of Directors and the officers, at the discretion of the Board, may be paid reasonable per diem, transportation, and other out-of-pocket expenses.

2. The officers of the Association shall be elected for one year, and shall hold office until their successors are elected and qualified.

3. The President shall preside at all meetings, and shall have general supervision of the affairs of the Association, sign all deeds, contracts, mortgages, and other instruments as may be authorized by the Board of Directors; shall make reports to the

members and directors; and perform all such other duties as are incident to his/her office or properly required of him/her by the Board of Directors. Standing Committees shall be appointed by the President within sixty (60) days of assuming office. The chairmen of standing committees may be appointed ex-officio members of the Board of Directors.

4. In the absence or disability of the President, the Vice President shall exercise all the functions of the President. In the absence of the President and Vice President, the directors present shall elect one of their own number to exercise such functions.

5. The Secretary shall issue notice for all meetings, have charge of the Corporate Seal, books, and records of the Association, except the Treasurer's books and records; shall sign and attest such instruments with the President as require his signature; make such reports and perform such other duties as are incident to his office and are properly required of him by the Board of Directors.

6. The Treasurer shall have custody of all monies and securities of the Association and keep accurate books of account. He/She shall sign or countersign such instruments as require his signature and perform all other duties incident to his office or which are properly required of him by the Board of Directors and, if required, shall give a bond to the Association of the faithful performance of his duties in such sum as the Board of Directors may require – such bond premium to be paid by the Association.

Article VIII
AMENDMENTS

1. These bylaws may be amended, repealed, or altered in whole or in part, or new bylaws may be adopted at any annual meeting of the Association by a vote of two-thirds of the members present, providing that any amendment to bylaws shall be sent in to the state organization at least sixty (60) days before the annual meeting, and that the Board of Directors notify the membership of the proposed amendment through the official publication of MGGA at least twenty (20) days prior to the annual meeting.

2. Whenever any amendment or new bylaw is adopted, the Secretary shall cause it to be copied in the Book of Bylaws with the original bylaw listed immediately following. If any bylaw be repealed the fact of the repeal with the date of the meeting at which such repeal was enacted or written consent was filed shall be stated in said Book.

3. All bylaws shall be copied in legible hand, in manuscript, typewriting, or printing in the Book of Bylaws.

4. The foregoing bylaws, and each bylaw herein set forth, are hereby certified by the undersigned, the Board of Directors of the Association, and by the Secretary, as the bylaws of the Association, duly adopted by said Association.