

**PERMANENT BYLAWS OF THE
KANSAS SOYBEAN COMMISSION**
As amended on December 4, 2008

ARTICLE I – Name and Offices

Section 1. This Commission is established pursuant to the authority of the K.S.A. 2-3007 and shall be designated as the Kansas Soybean Commission, hereinafter referred to as the Commission.

Section 2. The principal office of the Commission shall be at such location designated by the Commission. Other offices may be established or designated at such places as the Commission may determine.

ARTICLE II – Purpose

Section 1. The purpose of the Commission is to administer the provisions of K.S.A. 2-3007.

ARTICLE III – Definitions

Section 1. Terms that are defined in K.S.A. 2-3007 shall be defined in the same manner in these bylaws.

ARTICLE IV – Meetings

Section 1. The annual meeting of the Commission shall be held at a time and place fixed by the Commission.

Section 2. The Commission shall hold at least three additional meetings each fiscal year, at a time and place designated by the Commission.

Section 3. A special meeting of the Commission may be called at any time or place by the Chairperson or by written request to the Chairperson by at least one-third of the commissioners.

Section 4. Written notice of the time and place of any meeting of the Commission, along with an agenda, shall be sent to each member of the Commission by ordinary or electronic mail at least seven (7) days prior to the date thereof, except in cases of emergency within the discretion of the Chair. Such notice shall also be provided to the Kansas Secretary of Agriculture and any other party that has requested such notice. In the case of an emergency as determined by the Chair, as much notice as possible shall be provided.

Section 5. When the Chairperson determines such action is necessary, the Commission may take action upon the concurring votes of majority of its members, or if a roll call

vote is requested, a simple majority of all votes cast. Voting may occur by regular or electronic mail, telephone or fax. In the event such an action is taken, all members must be notified and provided the opportunity to vote. Any action so taken shall have the same force and effect as though such action had been taken at regular or special meetings of the Commission.

Section 6. A quorum for any meeting of the Commission shall require a majority of the commissioners represented on the Commission, however, less than a quorum shall be entitled to adjourn any meeting to a definite date.

Section 7. No director may vote by written proxy.

ARTICLE V – Votes

Section 1. Each commissioner shall be entitled to cast one vote for any issue presented to the Commission. A simple majority of commissioners voting shall suffice for any issue voted upon unless otherwise noticed in these bylaws.

Section 2. After any regular vote is taken, any commissioner may at that point request a roll call vote on the same question. Any such roll call vote will prevail on the question. Approval of any motion for which roll call vote has been requested shall require a simple majority of the votes cast.

Section 3. A motion to adopt or amend any budget, or to authorize any disbursement of funds, which would exceed any, adopted or amended budget shall require the affirmative vote of a simple majority of all Commissioners.

ARTICLE VI – Powers and Duties of the Commission

Section 1. The Commission shall have the Powers and Duties enumerated in K.S.A. 2-3007 and shall exercise such Powers and Duties so as to effectuate the objectives and purposes of the Commission.

Section 2. At-large commissioners shall be appointed to three year terms at the first Commission meeting of the calendar year coinciding with the election cycle of the Districts I, II & III commissioner. Newly appointed at-large commissioners will take office at the same time as the District I, II & III district elected commissioner. Application for appointment shall be done by submitting an application form to the Kansas Soybean Commission before the meeting.

ARTICLE VII – Officers of the Board

Section 1. At the first meeting of the Commission and at each annual meeting thereafter, the Commission shall elect from its voting members a Chairperson, a Vice-Chair, a Secretary and a Treasurer. Such officers shall be the members of the Commission Executive Committee.

Section 2. The Commission may elect such other officers and any assistant officers from time to time, as it deems necessary.

Section 3. All officers elected shall serve until their successors have been selected and shall qualify. Terms office shall run from annual meeting to annual meeting. However, an individual may serve only three consecutive terms as Chairperson. Partial terms will not count toward a full term as elected Chairperson.

Section 4. Another commissioner, whether caused by death, resignation, and removal or for any other reason, may fill a vacancy in any office, at any time.

Section 5. Duties of the Chairperson. The Chairperson shall be the principal elected office of the Commission and subject to the control of the Commission shall supervise and control all of the business affairs of the Commission. He/she shall, when present, preside at all meetings of the Commission, and may sign, with the Secretary or any other commissioner authorized by the Commission any documents on behalf of the Commission. In general he/she shall perform all duties incident to the Office of the Chairperson and such duties as may be prescribed by the Commission from time to time.

Section 6. Duties of the Vice Chairperson. In the absence, death, or inability of the Chairperson to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting he/she shall have all the powers of and be subject to all the restrictions upon the Chairperson and he/she shall have such other duties as may be assigned to him/her by the Chairperson of the Commission.

Section 7. Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Commission and Executive Committee, see that all notices are duly given in accordance with the provisions hereof, or as required by law, be custodian of all corporate books and records and in general perform all duties incident to the Office of Secretary and shall have such other duties as may be assigned to him/her by the Chairperson or by the Commission from time to time. A draft copy of the minutes of every meeting of the Commission shall be mailed to each Commissioner and the Secretary of Agriculture within 21 working days.

Section 8. Duties of the Treasurer. The Treasurer shall have charge of all funds of the Commission, shall manage and be responsible for handling the receipt, deposit, disbursement and investment of all funds under the direction of the Commission. The Treasurer shall sign checks or other instruments by means of which funds are disbursed, transferred or invested as required by the Commission. All said checks or other instruments shall be co-signed by other such persons that the Commission shall specifically designate as having authority to co-sign said checks. Facsimile signatures may be used when authorized in writing by the Treasurer and any designated co-signer. The Treasurer shall perform such other duties as are normally incident to the office, as well as those that may be prescribed by the Chairperson or Commission from time to time. The Treasurer shall keep or cause to be kept accurate financial records and submit

reports of same to the Commission at each meeting thereof or at such other times as, with due notice, the Chairperson, Commission or Secretary may request.

ARTICLE VIII – Committees of the Commission

Section 1. The Commission shall have an Executive Committee, which shall be responsible for the day-to-day operation of the Commission with the policies established by the Commission. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer and Secretary. When in the opinion of the Chairman an emergency exists, the Executive Committee is authorized to approve the expenditure of funds within individual program levels approved by the Commission. Approval requires at least three-fourths of its members present at any meeting in which there exists a quorum. Such funding authority shall exist only until the next scheduled Commission meeting.

Section 2. The Chairperson may appoint commissioners to such other committees from time to time as he/she deems necessary and appropriate for the proper functions of the Commission in such terms and functions as he/she designates.

Section 3. Actions of any committee shall be subject to ratification of the Commission.

ARTICLE IX – Agents of the Commission

Section 1. The Commission may employ administrative staff or personnel or may contract with another organization for such functions as administrative staff, accounts, and special consultants from time to time as it may deem necessary or advisable to enable the Commission to analyze the current and proposed budgets and programs to be administered under contract.

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ARTICLE X – Contracts

Section 1. The Commission, with the approval of the Secretary, may enter into contracts or agreements pursuant to the limitations of the K.S.A. 2-3007 with appropriate parties, including nonprofit producer-governed organizations, for the development and conduct of activities authorized under K.S.A. 2-3007 and for the payment of the cost thereof with funds collected through assessments pursuant to K.S.A. 2-3007.

ARTICLE XI– Robert’s Rules of Order

Section 1. To adopt or amend these bylaws shall require the affirmative votes of two-thirds of all commissioners. Written notice of the time and place of any meeting of the Commission during which proposed by law amendments will be discussed, along with an agenda describing such proposed amendments, shall be sent to each member of the Commission by ordinary or electronic mail or fax, at least 20 days prior to the date of the meeting.

ARTICLE XII – Fiscal Year

Section 1. This Commission shall operate on a fiscal year from July 1 to the following June 30, inclusive.