

July 22, 2004

BY-LAWS
OF THE
KANSAS SOYBEAN ASSOCIATION

ARTICLE I

Membership

Section 1. Any one who is an actual producer of soybeans, or is interested in the production use, improvement, or the marketing of soybeans 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, or suspend or expel any member who shall be in default in the payment of dues as fixed in Article XI of these BY-Laws.

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

Section 5. Each member of this association shall, by virtue of their membership, also be a member of the American Soybean Association.

ARTICLE II

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, to take place in conjunction with the Annual Kansas Soybean Expo, for the purpose of electing directors and for the transaction of such other business as may 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 any place, within the State of Kansas, as 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 association in the State of Kansas; but if all of the members shall meet at any time and place, either within or without call or notice, and at such meeting any association action may be taken.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by 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 or purposes 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 association, with postage thereon prepaid.

Section 5. A quorum for the transaction of business at any meeting of the members of the association shall be fifteen (15) 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 III

Section 1. The affairs of the association shall be managed by its Board of Directors. A perspective member of the Board of Directors may be any member in good standing in the association.

Section 2. Seven (7) Directors shall be elected from districts described in Section 5 of this article. Three (3) Directors shall be selected at large; one (1) Director shall be from Kansas State University Cooperative Extension Service; one (1) Director shall be Head of the Department of Agronomy at Kansas State University, or their designate; and one (1) Director shall be a person designated by the soybean processors located in the State of Kansas; one (1) Director shall be a representative from the Kansas Soybean Commission; one (1) Director shall be the ASA board director; and one (1) Director shall be the current Dupont Young Leader. Additionally, any County Soybean Club that is organized and maintains 25 or more members at the beginning of the fiscal year shall be entitled to one (1) state Director.

- a. District and at large directors of the association shall serve three (3) year terms and be limited to three (3) consecutive terms or a total of nine (9) years.
- b. A directors position automatically comes up for re-election at the annual meeting if that director misses 3 previous Board of Directors meetings or has not maintained current dues to the association.

Section 3. The Board of Directors of the Kansas Soybean Association shall be the elective body for the selection of a member(s) to the American Soybean Association

Board of Directors. The selection of the said director(s) may be made at any duly called meeting preceding the seating of the ASA board and said director(s) shall serve a three (3) year term with a maximum of three (3) terms.

Section 4. Any KSA authorized ASA director who fails to attend the KSA or ASA meetings or fails to carry out the responsibilities of their position or for any other reason deemed sufficient, may be removed by the majority vote of the association Board of Directors at any regular or special board meeting.

Section 5. The districts to be represented by the seven directors selected from districts shall be comprised of the following areas:

- District 1 - Nemaha, Brown, Doniphan, Jackson, Atchison, Jefferson, Leavenworth and Wyandotte Counties
- District 2 - Shawnee, Douglas, Johnson, Osage, Franklin and Miami Counties
- District 3 - Coffey, Anderson, Lynn, Woodson, Allen and Bourbon Counties
- District 4 - Labette, Wilson, Neosho, Montgomery, Crawford and Cherokee Counties
- District 5 - Jewell, Republic, Washington, Marshall, Mitchell, Cloud, Clay, Riley, Pottawatomie, Lincoln, Ottawa, Dickinson, Geary, Wabaunsee, Lynn, Morris, Saline and Ellsworth Counties
- District 6 - Rice, McPherson, Marion, Chase, Reno, Harvey, Greenwood, Elk, Chatauqua, Clark, Sumner, Harper, Barber, Kingman, Sedgwick, Stafford, Butler, and Pratt Counties
- District 7 - All of the rest of the counties in the State

Section 6. 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 without the State of Kansas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 7. 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 without the State of Kansas, as the place for holding any special meeting of the Board called by them.

Section 8. Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram or other electronic communication to each Director at their address as shown

on the records of the association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, within 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 the 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 9. 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 10. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a great number is required by law or by these By-Laws.

Section 11. 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 association in any other capacity and receiving compensation therefore.

Section 12. 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 the predecessor in office.

Section 13. 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 IV

Officers

Section 1. The officers of the association shall be a President, two Vice – Presidents, a Secretary, a Treasurer and a Chairman of the Board who will be the immediate past President serving in this capacity until a new President is elected.

Section 2. The officers of the association 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 until their successor shall have been duly elected. The President and Vice-Presidents shall be selected from among the members of the Board of Directors. The Secretary and Treasurer need not be selected from the Board.

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 association would be served thereby, but such removal shall be without prejudice to the contract rights, 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 association, of the Board of Directors and the executive committee and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. In the absence of the President or in the event of that persons 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 member 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 association records; 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 shall have charge and be responsible for the finance & accounting records of the association as prepared and handled by the staff and board of the association. They shall give bond, at the expense of the association, in such amount, form and with such surety as may be required by the Board of Directors.

ARTICLE V

Committees

Section 1. The Board of Directors may elect from its own members an executive committee not to exceed seven in number, and may fix the 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-Presidents shall be members of such an executive committee, plus the past president and Kansas Soybean Commission representative.

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. When possible, at least one member of this committee shall be a past President of this corporation.

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

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 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 VI

Contracts, Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the association, 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 association, shall be signed by such officer or officers, agent or agents of the association, 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.

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

ARTICLE VII

Offices

Section 1. The principal office of the association in the State of Kansas shall be located in the City of Topeka, County of Shawnee. The association may have such other offices, either within or without the State of Kansas as the Board of Directors may determine or as the affairs of the association may require from time to time.

Section 2. The association shall have and continuously maintain in the State of Kansas a registered office, and a registered agent whose office is 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 VIII

Certificates of Membership

Section 1. The Board of Directors may provide for the issuance of certificates evidencing membership in the association which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the association.

ARTICLE IX

Books and Records

Section 1. The association shall keep correct and 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 authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member, agent or attorney at any reasonable time.

ARTICLE X

Fiscal Year

Section 1. The fiscal year of the association shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI

Dues

Section 1. The annual dues of members of this association shall be set by the Board of Directors.

Section 2. When any member shall be in default in the payment of dues their membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these By-Laws.

ARTICLE XII

Amendments to By-Laws

These By-Laws may be altered, amended to repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

These By-Laws adopted by the Board of Directors of the Kansas Soybean Association at a regular meeting thereof held in Topeka, Kansas this 22nd day of July, 2004.

President _____

Secretary _____