

**PERMANENT BYLAWS OF THE  
KANSAS SOYBEAN COMMISSION**  
*As amended on October 30, 2025*

**ARTICLE I – Name and Offices**

Section 1. This Kansas Soybean Commission is established pursuant to the authority of the K.S.A. 2-3001 *et seq.*, as amended (the “Act”) 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 the Act.

**ARTICLE III – Powers and Duties of the Commission**

Section 1. The Commission shall have the Powers and Duties enumerated in the Act and shall exercise such Powers and Duties so as to effectuate the objectives and purposes of the Commission.

**ARTICLE IV – Definitions**

Section 1. Terms that are defined in the Act shall be defined in the same manner in these bylaws.

**ARTICLE V – Growers**

Section 1. Any natural person, partnership, association, corporation or other legal entity engaged in growing soybeans who owns or who shares in the ownership and risk of loss of such soybeans, whether as landlord or tenant, who is a resident of Kansas, is of legal voting age, and has been actively engaged in growing soybeans within the preceding three (3) years shall be an eligible voter to elect the Commissioners upon registering to vote in a commission election. Registration shall be governed by the Act.

Section 2. Any grower who appropriately registers to vote shall be able to do so in the annual election of any Commissioner in the district where the grower maintains such grower’s official residence.

Section 3. At a time and place as determined by the Commissioners, the Commission shall report annually to the growers on commission projects, programs and supported research including expenditures and the results of audits performed.

Section 4. Growers shall have the ability to exercise such rights as assigned to them from time to time by the Commissioners.

#### **ARTICLE VI – Board of Commissioners**

Section 1. The affairs of the Commission shall be managed by its Board of Commissioners (the “Commissioners”). Election of the Commissioners shall occur as required by these Bylaws, the Act, and the election procedure on file with the Kansas Secretary of Agriculture.

Section 2. The number of Commissioners shall be at least seven (7) representing the nine crop reporting districts. The dean of the college of agriculture of Kansas State University and the secretary of the Kansas department of agriculture shall be ex officio members, without the right to vote.

Section 3. Commissioners elected shall take office April 1 of the year elected and serve a three-year term.

Section 4. By majority approval of the then elected Commissioners, two additional at-large commissioners may be appointed by the Commissioners due to geographical, cropping pattern, or other reasonable commodity-specific needs.

Section 5. By majority approval of the then elected Commissioners, a first purchaser may be appointed by the Commissioners as an additional at-large commissioner.

Section 6. 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.

Section 7. Commissioners must be a grower of soybeans (as defined under the Act), actively engaged in growing soybeans in Kansas for at least five years immediately preceding election, and must be a resident of Kansas.

Section 8. Vacancies which may occur shall be filled for unexpired terms by appointment by the remaining Commissioners.

Section 9. Any Commissioner may resign at any time by delivering written notice to the Chairperson, the Board of Commissioners, or the Commission Administrator. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 10. Any Commissioner elected or appointed may be removed by the Board of Commissioners by a two-thirds vote of the then elected Commissioners whenever in its

judgment the best interests of the Commission would be served by such Commissioner's removal.

## **ARTICLE VII – Meetings of the Board of Commissioners**

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

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

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 Commissioners, 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 Chairperson. 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 Chairperson, as much notice as possible shall be provided.

Section 5. The act of majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Commissioners, unless the act of a greater number is required by law or by these Bylaws. If a roll call vote is requested, a simple majority of all votes cast shall be the act of the Commissioners. Voting may occur by regular or electronic mail, telephone or fax. In the event such an action is taken, all Commissioners 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 Commissioners.

Section 6. A quorum for any meeting of the Commissioners 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 Commissioner may vote by written proxy.

## **ARTICLE VIII – 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 IX – Officers of the Board**

Section 1. At the first meeting of the Board of Commissioners and at each annual meeting thereafter, the Commissioners 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 Commissioners 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 in 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. Vacancies of any office, whether caused by death, resignation, and removal or for any other reason, may be filled for unexpired terms by the remaining Commissioners, at any time.

Section 5. Any officer elected or appointed by the Commissioners may be removed by the Commissioners by two-thirds vote of the then elected Commissioners whenever in its judgment the best interests of the Commission would be served by such officer's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. 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 7. 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 8. 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 made available to each Commissioner and the Secretary of Agriculture ahead of the next Commission meeting.

Section 9. Duties of the Treasurer. The Treasurer shall have charge of all funds of the Commission, shall oversee 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 X – Committees of the Commission**

Section 1. The Commission shall have an Executive Committee, which shall be responsible for the day-to-day operations of the Commission with the policies established by the Commissioners. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer and Secretary. When in the opinion of the Chairperson 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 vote of the Commissioners present at any meeting in which there exists a quorum. Such funding authority shall exist only until the next scheduled Commissioner 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. Unless the Chairperson designates otherwise, each member of a committee shall continue as a member of the committee until the next annual meeting of the Commissioners. Vacancies in any committee may be filled by appointments of the Chairperson. Unless otherwise provided for by resolution, a majority of the whole committee shall constitute a quorum and the act of a majority of the Commissioners present at a committee meeting at which a quorum is present shall be the act of the committee.

Section 4. Actions of any committee shall be subject to ratification of the Commissioners.

#### **ARTICLE XI – 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.

## **ARTICLE XII – Contracts, Checks, Deposits and Funds**

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

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Commission, shall be signed by those officers or agents of the Commission and in a manner as shall be determined by resolution of the Commissioners. In the absence of this determination by the Commissioners, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Chairperson, Vice Chairperson, or Administrator of the Commission.

Section 3. All funds of the Commission shall be deposited to the credit of the Commission in the banks, trust companies or other depositories as the Commissioners may select from time to time.

Section 4. The Commissioners may accept on behalf of the Commission any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Commission.

## **ARTICLE XIII– Bylaw Amendments**

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 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 XIV – Fiscal Year**

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