BY-LAWS OF THE

OREGON WHEAT GROWERS LEAGUE

ADOPTED DECEMBER 1, 1998

Revised November 14, 2019

Revised December 1, 2020

ARTICLE I

Name, Location, Objects and Fiscal Year

1. *Name.* The name of this corporation is Oregon W~~w~~heat Growers League, Inc. (the "Corporation").
2. *Location of offices.* The principal office of the Corporation shall be in Pendleton or any Oregon location deemed appropriate by the board of directors.
3. *Purposes.*
   a. To promote and encourage: 1) the interest and welfare of the wheat growers in the State of Oregon; 2) the advancement and science of wheat growing; 3) the development of markets; 4) good farming and farm marketing practices; 5) a public well informed about economically and environmentally sustainable agriculture; and, 6) the conservation of the natural resources of the State of Oregon.
   b. To cooperate with other agricultural organizations in seeking the mutually beneficial goals relating to the enhancement of Oregon's agriculture.
   c. To bring together in one organization all wheat growers and, by affiliation, to provide a central organization for the affiliation of all other individuals or organizations in allied fields to coordinate their interest and provide a means by which its members may benefit by exchange of experience and views or obtain concerted action in matters affecting their common interest.
   d. To represent the interests of wheat growers in the legislative and regulatory processes at the local, state, and national levels.
   e. To promote a spirit of harmony among its members in achieving their common interest and to promote a spirit of service and public responsibility throughout the agricultural industry.
4. *Fiscal Year.* The period from July 1 through June 30 of each year shall constitute the fiscal year of the Corporation.

ARTICLE II

Membership

1. *Membership.* The membership of the Corporation shall be divided into classes as follows:
   a. *Regular Member.* Any person, corporation, or business organization that raises wheat and is interested in the advancement of the wheat industry.
   b. *Associate Member.* Any person, corporation, or business organization that does not qualify as a regular member but is interested in the advancement of the wheat industry.

c. *Life Member.* Those persons, not including partnerships and corporations, that were life members under the terms of the corporate structure of the Oregon Wheat Growers League prior to January 1, 1975.

d. *Affiliate Member.* An individual not qualifying as a regular member or associate member, but who is interested in the advancement of the wheat industry.

2. *Termination of Membership.* Membership in the Corporation shall terminate upon the submission by a member, to the president, of such member's written resignation, but shall not relieve such member from the obligations of financial requirements and of paying dues which have been incurred.

   Members may be suspended or expelled from the Corporation for any other cause deemed sufficient by the affirmative vote of at least two-thirds of the entire board of directors at a meeting duly convened for that purpose upon not less than 30 days' notice to each director and to the member whose suspension or expulsion has been proposed. Such notice shall state the reasons for such proposed actions and shall afford such member the opportunity of attending the meeting for the purpose of presenting reasons why the proposed action should not be taken.

ARTICLE III

Dues

1. *Dues Levels.* All dues will remain constant unless changed at the annual meeting.
2. *Life Members.* There shall be no dues for life members, but the life members shall be required to pay such sum as may from time to time be determined by the board of directors for services provided by the League to life members.
3. *Additional dues.* The Corporation shall have the right from time to time upon affirmative vote of a majority of the board of directors to impose additional voluntary dues or assessments and such additional dues and assessments as needed to pay for special services provided to the members.
4. *Non-payment.* Membership will be terminated for failure to meet any financial requirement or to pay dues after the due date.

ARTICLE IV

Meeting of the Members

1. *Annual Meeting.* There shall be an annual meeting of the members at a place designated by the executive committee or the board of directors either within or outside the State of Oregon.
2. *Special meetings.* Special meetings of the members may be called on order of the executive committee or a majority of the board of directors.
3. *Notice.* Notice of all meetings of the members shall be sent by regular mail, or email, or otherwise sent to each of the members at least 15 days prior to the meeting. Notice of any special meeting shall state in general terms the purposes for which the meeting is to be held. Meeting notices will also be posted to the Corporation's website at least 15 days prior to the meeting.
4. *Quorum.* The members present at any annual or special meeting shall constitute a quorum for the transaction of business at the meeting.
5. *Voting*. At the meetings of the members, only regular and life members shall be entitled to vote. No member shall be entitled to vote by proxy.
6. *Business of the Annual Meeting*. In addition to other regular business to come before the annual meeting, the officers of the Corporation shall be elected by the members at the annual meeting.

Procedure of Business

7. . The business and deliberations of the annual meeting of the Corporation and the meetings of the board of directors shall be governed by Roberts' Rules of Order. The order of business at the annual meeting shall be as follows:

a. Call to order
b. President's address
c. Report of secretary/treasurer
d. Program
e. Reports of committees and adoption of resolutions
f. Old business
g. New business
h. Election of officers
i. Other new business
j. Adjournment

However, the order of business may be suspended by a majority of the vote of the members present and voting.

ARTICLE V

Board of Directors

1. *Management of the Corporation.* Property, business and the affairs of the Corporation shall be managed and controlled by its board of directors.
2. *Members of the Board of Directors.* The members of the board of directors shall be:
   a. The officers elected at the annual meeting.
   b. The president of each county or regional (multi-County) organization.
   c. The immediate past president of the Corporation.
3. *Term*. The term of office as a director for each person shall be so long as that person qualifies as a director, in accordance with that person's position with the Corporation.
4. *Vacancies.* Vacancies in the board of directors shall exist in case of any defaulting events as follows:
   a. The death, resignation, or removal of any director.
   b. The failure of a person to fulfill the responsibilities of the position.
   c. Vacancies of county or regional presidents shall be filled by the affected county or regional association of the Oregon Wheat Growers League and reported to the board. A replacement vice president may be elected at any meeting of growers within the county or region. If more than 60 days are expected to pass before a county or regional association meeting will take place, the Board of Directors, by majority vote at a regular meeting, may appoint a temporary, non-voting, director to represent a county or region. Temporary directors may serve until such time as a county or regional association meets to elect a director, but not more than 180 days.
   d. Vacancies of chairmen of committees shall be filled by appointment of the president of the Corporation and ratified by a vote of the remaining directors.
5. *Removal of Directors*. Any directors elected or appointed may be removed by the board of directors may be removed for missing two consecutive regular Board meetings *without reasonable cause*. Following two consecutive absences, the Board member may be removed upon a majority vote of the other members present at a regular or special meeting. Any directors elected or appointed may also be removed by the board of directors whenever, in their judgement, the best interests of the Corporation

would be served thereby. The member being considered for removal may appear and be heard at such meeting before a vote is taken.

ARTICLE VI

Meetings of the Directors

1. *Annual Meetings.* The board of directors shall meet immediately prior to the annual meeting of the members.
2. *Regular Meetings.* Four additional regular meetings shall be held during the fiscal year upon call of the president.
3. *Special Meetings.* Special meetings may be called by the president or a-majority-of the members of the board of directors at any time upon notice stating the purpose for which the meeting is called.
4. ~~*Conference calls*~~*Meeting Format*. Regular or special meetings may be conducted in-person, by conference call or by webcast.
5. *Notice of Meetings.* Notice of all meetings shall be directed to each member of the board by regular mail, email, or other delivery method, at least 15 days prior to the date of such meeting. Meeting notices shall be posted on the Corporation's website at least 15 days prior to the date of the meeting.
6. *Wavier of Notice*. Any director may waive notice of any meeting, and attendance of such director at any meeting, shall constitute such a waiver, except attendance for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII

Executive Committee

1. *Membership.* The executive committee's members shall be officers of the Corporation. The ~~executive director or~~ CEO shall serve as an ex officio, non-voting member of the executive committee.
2. *Powers.* The executive committee shall have and will exercise all the authority of the board, unless rescinded by the board at the annual meeting.
3. *Meetings.* The executive committee shall meet as often as necessary on call of the president, or upon written request of a-majority-of the executive committee. Meetings may be conducted in-person, by conference call or by webcast.

ARTICLE VIII

Quorum and Voting by Board of Directors

1. *Quorum.* A quorum for the transaction of business shall be one-half of the elected board.
2. *Vote.* Each member of the board shall have one vote and affirmative vote of a simple majority of those present and entitled to vote shall determine the decision of the board of directors. No director shall vote by proxy, but a member of the board of directors may appoint an alternative member to sit in that member's place at a particular meeting. If an alternative appointment for a director, said alternative appointment shall be in writing and the writing shall be filed with the secretary of the Corporation prior to the opening of a meeting of the board of directors. A county or regional vice president may serve in the absence of their respective presidents without the above procedure.

ARTICLE IX

Committees

1. *State Committees.* The board of directors, executive committee, or ~~executive director/~~CEO may select members to perform a non-recurring task for the League. The committee reports to the appointing authority unless directed otherwise.
2. *Nominating Committee.* The nominating committee shall be composed of the three most current past presidents, plus one county or regional president appointed by the Corporation board.
   a. Chairman: The most recent past president shall serve as chairman of the nominating committee.
   b. Solicitation of Candidates: on or before September 15 of each year, the nominating committee shall solicit from county /~~or~~ regional officers and from the membership, via newsletter, website, and/or social media, the names of potential candidates for OWGL Secretary/Treasurer. Candidates' names shall be submitted to the nominating committee directly or through the county ~~or~~/ regional presidents by October 1.
   ~~c. Orientation: On or before October 15, Corporation staff shall invite candidates to an orientation session, webinar, or conference call, concerning the task of serving as an OWGL state officer.~~
   ~~d. Notification by Candidates: After the orientation session, but before October 20, each candidate shall inform the nominating committee whether he or she will accept nomination to serve as an OWGL officer.~~
   ~~e.~~c. Selection: On or before October 25, or as soon as practical thereafter, the nominating committee shall select one candidate for each of the offices of President, Vice-President and Secretary/Treasurer ~~finalize its selection(s)~~ and shall circulate the name or names of the nominee~~(~~s~~)~~ via the Oregon Wheat Growers League Newsletter and by posting on the Corporation website. The names are to be brought to the Corporation general session, and the annual meeting.
   ~~f.~~d. Nominations from the Floor*:* Additional nominations may be made from the floor at the annual meeting of the Corporation, provided that the nominees are present or have given their consent in writing.

ARTICLE X

Officers

1. *Name of the Officers*. The officers of the Corporation shall be immediate past president, whose identity shall be determined by the board of directors, a president, vice president, and secretary/treasurer, who shall be elected by a majority of all regular and life members voting at the annual meeting.
2. *Terms of Officers*. Each officer shall hold office for one year, or until his or her successor is elected and has qualified.
3. *Vacancies.* Vacancies occurring among the officers shall be filled by the board of directors for the unexpired term of office.
4. *Removal of Officers*. Any officers elected or appointed may be removed by the board of directors whenever, in their judgement, the best interests of the Corporation would be served thereby.
5. *Duties.*
   a. The president shall preside at all meetings of the members, board of directors, and executive committee. The president shall be the chair of the board of directors and of the executive committee. The president shall perform those duties usually incidental to the office of the chief executive and be generally responsible for conducting the affairs of the Corporation. The president shall perform such other functions as may be delegated from time to time by the board of directors or the executive committee. The president shall execute contracts of employment and contracts for services on behalf of the Corporation when authorized by the board of directors or

executive committee, and such other duties as may be required to achieve the objects and purpose of the Corporation.

b. The vice president shall take the place of the president and perform the president's duties whenever the president shall be absent or unable to act. The vice president shall perform such other duties as are delegated by the board of directors or the executive committee.

c. The secretary/treasurer shall take the place of the president and perform the president's duties when both the president and vice president shall be absent or unable to act. The secretary/ treasurer shall perform such duties as are delegated by the board of directors or the executive committee. The secretary/treasurer shall:

   i. Receive all funds and issues receipts for same;
   ii. Cause to be deposited into depository designated by the board of directors all funds so received;
   iii. Be custodian of the properties and possessions of the Corporation;
   iv. Receive gifts, devices, and bequests, and convert the same into assets of the Corporation;
   v. Make a report of the financial condition of the Corporation and a statement of receipts, disbursements, and assets to the board of directors not less than quarterly;
   vi. Provide a report whenever requested by the board of directors;
   vii. Be responsible for the keeping of the record of books of accounts and records of the Corporation, and for keeping the same open to the inspection by members of the Corporation during business hours;
   viii. Possess and maintain the minutes book of the Corporation; and
   ix. Perform such other services and duties as are usually assumed by the chief fiscal officer of an organization.

The secretary/treasurer shall be expected to perform such duties as set out above in (i) through (ix) unless supplied with a staff as may be required to perform such duties.

ARTICLE XI

Staff

1. *CEO:* The CEO shall be hired by the Executive Committee with the concurrence of the majority of the full Board of Directors upon such terms and conditions as the Board may determine, and shall serve at the pleasure of the Board.
2. *CEO, Power and Duties.* The power and duties of the CEO are:
   a. To act as the chief executive officer of the District and to direct and implement the business and affairs of the Corporation, under the policy guidance of the Board of Directors.
   b. To hire and supervise all employees and agents of the Corporation and fix their titles, terms of employment, powers, duties and compensation, in accordance with Corporation policies and Committee recommendations; and to discharge any employee or agent within the guidelines established by Corporation policy.
   c. To sign and countersign all drafts, notes, orders or other undertakings for the payment of money by the Corporation, as authorized by the Board of Directors or Executive Committee. To sign all records and documents whereunto the signatures of the CEO shall be lawfully required.

ARTICLE XII

Dissolution-Liquidation

The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual. In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the remaining property or its proceeds, and the balance of all money and property received by the Corporation from any source after payment of all debts and obligations of the Corporation, shall be used or distributed for purpose within the provisions of Section 501© of Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they me be hereafter amended.

ARTICLE XIII

Amendment of By-Laws

These by-laws may be amended by a majority of voting members in attendance at any annual meeting of the members or at any special meeting of the members if, prior to such special meeting, there is first given to such members a 30-day notice in writing of the proposed amendments.

~~**ARTICLE XIII**~~

~~Procedure of Business~~

~~The business and deliberations of the annual meeting of the Corporation and the meetings of the board of directors shall be governed by Roberts' Rules of Order. The order of business at the annual meeting shall be as follows:~~

~~1. Call to order~~

~~2.1. President's address~~

~~3.1. Report of secretary/treasurer~~

~~4.1. Program~~

~~5.1. Reports of committees and adoption of resolutions~~

~~6.1. Old business~~

~~7.1. New business~~

~~a. Election of officers~~

~~b.a.Other new business~~

~~8.1. Adjournment~~

~~However, the order of business may be suspended by a majority of the vote of the members present and voting.~~

ARTICLE XIV

Non-Discrimination and Compliance Policy

Be it resolved that it is the policy of the Corporation that all operations will be without discrimination at to race, color, religion, national origin, handicap, age, sex, or any other legally protected class. The Corporation will be an equal opportunity employer. All employment and operations will be in compliance with all applicable federal, state, and local laws.