

WESTERN SEED ASSOCIATION BYLAWS

ARTICLE I--Name

The name of the Association shall be:

WESTERN SEED ASSOCIATION

ARTICLE II--Offices

The principal office of the Association shall be located in a geographic area designated by the Board of Directors as best serving the basic purposes of the organization and the needs and interests of the membership.

ARTICLE III--Members

Section 1. ANNUAL MEETING.

There shall be a single annual meeting of the Association for the election of officers and the transaction of other business, to be held in the fall of the year at such place and time as the officers may select. Each member shall be notified by the secretary, through the mail, by facsimile or by electronic mail of the time and place of such meeting at least 30 days in advance of said meeting.

Section 2. QUORUM.

A quorum shall consist of those members present at any regular or specially called meeting, as provided in these Bylaws.

ARTICLE IV--Directors

Section 1. GENERAL POWERS.

The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. NUMBER, ELECTION, AND TERM.

The number of Directors of the Association shall be 9, consisting of the currently elected President, First Vice-President, Secretary, Treasurer and the five most recent past Presidents of the Association who are employed in or retired from the seed industry. The term of the most senior Past President Director shall automatically expire upon being replaced at the Annual Meeting by the addition of the new Past President Director.

Section 3. REGULAR MEETINGS.

The Board of Directors shall hold two (2) regular meetings, one at the time of the Annual Meeting of the Association, and one (1) mid-year meeting. The mid-year meeting shall be held on a date and at such place and hour as may be fixed by the President, or, in the absence of such determination, by a majority of the members of the Board of Directors.

Section 4. QUORUM.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of Association business.

Section 5. VOTING.

Each member of the Board of Directors shall be entitled to one vote.

Section 6. MANNER OF ACTING.

The act of the majority of the Directors at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

Section 7. VACANCIES.

In case of the death or resignation or disqualification of one or more of the Directors, the President may appoint a replacement with board approval.

ARTICLE V--Officers

Section 1. NUMBER.

The officers of the Association shall be a President, Vice-President, a Treasurer, a Secretary, and Immediate Past President. The President shall be chosen from among the members of the Board of Directors. The remaining officers of the Association need not be chosen from the members of the Board, but they may be so chosen. The Board of Directors, by resolution, may create the offices of one or more assistant treasurers and assistant secretaries.

All officers and agents of the Association, as between themselves and the Association, shall have such authority and perform such duties in the management of the property and affairs of the Association as may be provided in the Bylaws, or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICE.

The officers of the Association shall be elected by the membership at the Annual Meeting of the Association, and shall serve for a period of one year.

Section 3. REMOVAL.

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served thereby.

Section 4. VACANCIES.

If the office of any officer of the Association becomes vacant because of death, resignation, removal, disqualification or for any other reason, or if any officer of the Association is unable to perform the duties of

his or her office for any reason, the President with approval of the Board of Directors may fill the vacancy for the unexpired portion of the term.

Section 5. NOMINATING COMMITTEE.

The Nominating Committee shall be composed of the Past Presidents serving on the Board. The most senior past President will serve as Chairperson. The committee shall prepare a slate of candidates for submission to the membership eligible to vote at the Annual Meeting, placing in nomination at least one eligible member for each officer position to be filled for the ensuing year, giving recognition as far as practical to the commodity and geographical divisions in the industry.

Section 6. NOMINATIONS.

Any member in good standing intending to nominate a candidate for any office from the floor must first obtain (in writing) agreement from the proposed nominee and the nominee's employer indicating support for the nomination and accepting the obligation of the expense and time commitment required to properly fulfill the responsibility required by the office, if elected. Such nomination shall be subscribed to by at least three (3) members in good standing at the time of the Annual Meeting. The written approval required by this section shall be presented to the chairperson of the Nominating Committee by the person making the nomination at least 30 days prior to the Annual Meeting.

Section 7. PRESIDENT.

The President shall be principle executive officer of the Association and shall, in general, supervise and manage the business affairs of the Association. The President shall preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; 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 8. VICE-PRESIDENTS.

In the absence of the President or in the event of his or her 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. The Vice-President(s) shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. THE TREASURER.

The Treasurer shall (a) manage budgeting process; (b) supervise bank management of funds and investments; (c) ensure annual review of association funds is completed; (d) ensure filing of annual tax return; (e) present annual Treasurer's Report at annual business meeting. He or she shall have charge and custody of and be responsible for all funds and securities of the Association in accordance with the provisions of Article VII of the

Bylaws; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 10. THE SECRETARY.

The Secretary shall: (a) be responsible for overseeing the Association's administrative records and documents; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) maintain governing documents; (d) act as parliamentarian; (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 11. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.

The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

Section 12. EXECUTIVE DIRECTOR.

The Executive Director is responsible for the general supervision and business affairs of the association as approved by the Board of Directors. The Executive Director is responsible for the drafting and adhering to the Annual Budget as approved by the Board of Directors, manage membership, draft agenda's and plan all conventions/meetings, along with such duties as from time to time may be assigned to him or her by the Board of Directors. The Executive Director is a non-voting member of the Board of Directors

ARTICLE VI—Agents and Attorneys

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Association as it may deem proper, and may, by written power of attorney, authorize such agents, attorney or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Association is authorized to transact or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Association might or could do if it acted by and through its regularly elected and qualified officers.

ARTICLE VII—Contracts, Loans, Checks, and Deposits

Section 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. LOANS.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. CHECKS, ETC.

All checks, or other 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 set forth in these Bylaws, or shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII—Fiscal Year

Section 1. FISCAL YEAR.

The fiscal year of the Association shall begin on the first day of August in each year and end on the last day of July in each year.

ARTICLE IX—Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X—Indemnification of Officers and Directors Against Liabilities and Expenses in Actions

Each Director or Officer, or former Director or Officer of this Association, and his or her legal representatives, shall be indemnified by this Association against liabilities, expenses, counsel fees, and costs reasonably incurred by him or her, or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, or having been, such Director or Officer.

ARTICLE XI--Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the Board of Directors at any regular meeting of the Board, or at any special meeting thereof, provided that written notice is given at least fifteen (15) days prior to the special meeting of a proposal to alter, amend or repeal or to adopt new Bylaws at such meeting.

Adopted this 6th day of November, 2017.

ATTEST:

Secretary
Western Seed Association

Amendment History:

July 2019 President, Matthew Malin

November, 6, 2017 President, Fred Mohr, Jr.