

**BYLAWS OF
ARKANSAS PLANT FOOD ASSOCIATION, INC.
(A Nonprofit Organization founded January 4, 1955)**

Incorporated under the Laws of Arkansas, January 4, 1955 (Arkansas Plant Food Education Society).
Now DBA "Arkansas Plant Food Association" "APFA"

MISSION STATEMENT:

To foster and promote the dissemination of useful and practical information regarding all forms of plant food and lime, their application to crops of all kinds, better cultural practices, and other related information which would result in the production of better crops and increased farm income. To enlist in its membership and activities at least one person from each fertilizer and lime distribution installation doing business in Arkansas.

PURPOSE:

To operate in the State of Arkansas as a Nonprofit Organization, keeping its members informed, promoting agricultural programs, and cooperating with all agricultural agencies, particularly the Division of Agriculture of the University of Arkansas, in promoting better use of plant food and lime by Arkansas farmers.

1.00 ARTICLE I: NAME AND LOCATION

1.01 CORPORATION NAME: The name of the corporation shall be the ARKANSAS PLANT FOOD ASSOCIATION, INC. Its principal place of business shall be located in Arkansas.

2.00 ARTICLE II: MEMBERSHIP

2.01 ELECTION OF MEMBERS. A person (individual or entity), firm, or corporation may be elected a member upon being proposed for membership by a member, by written application to the President or Secretary, and favorably voted by a majority vote of the Board of Directors. No applicant shall be denied membership based upon race, gender, creed, sexual orientation or national origin.

2.02 ACTIVE MEMBERS: Any individual engaged in or representing a firm in actual and active manufacture and or distribution of commercial fertilizers and lime and or fertilizer or liming materials registered with the Arkansas State Plant Board shall be eligible for active membership. Active Members shall include fertilizer equipment manufacturers and dealers engaged in production or sales in Arkansas.

2.03 AFFILIATE COMMERCIAL MEMBERS: Any individual commercially engaged in service in promoting better use of plant foods and lime by Arkansas farmers such as crop consultants, bankers, production credit associations, commercial related trade journals, newspapers, radio and television stations shall be eligible for affiliate commercial membership.

2.04 AFFILIATE EDUCATIONAL MEMBERS: Agriculture University staff, County Agents, vocational agriculture teachers, state and federal USDA employees working in Arkansas shall be eligible for affiliate educational membership.

2.05 ASSOCIATE MEMBERS: Any farmer interested in better use of plant foods and lime and operating in Arkansas shall be eligible for associate membership.

2.06 NEW MEMBERS: The Directors shall formulate, adapt, and publish rules and regulations governing the admission of new members to the corporation, not inconsistent with law or the Charter. Applications for membership shall be made in writing in accordance with such rules and regulations, and are subject to approval or disapproval by the Directors. An affirmative vote of the majority of the Directors present shall be necessary to accept an application for membership, and for election of the applicant to membership.

2.07 SUSTAINING MEMBERS / CORPORATE MEMBERS: Are Companies, Groups or Individuals meeting the criteria as outlined in Section 1, 2, 3, 4, or 5 above.

2.08 SUSPENSION: A member may be suspended for a period or expelled for cause, such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member being charged at his last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action on the suspension or expulsion. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action.

3.00 ARTICLE III: DUES

3.01 ANNUAL DUES AND CATEGORIES:

Active / General Member Dues \$35

Affiliate Educational Member Dues \$35

Affiliate Commercial Member Dues \$35

Associate Member Dues \$35

(The above dues are collected from the Annual Crop Management Conference registration fees)

Sustaining / Corporate Member Annual Dues \$300

3.02 ANNUAL DUES: Annual dues and member categories may be adjusted at any regular or special called Board of Directors Meeting by majority vote of the Board of Directors.

4.00 ARTICLE IV: MEETINGS

4.01 ANNUAL MEETING: The annual meeting of the Corporation shall be held on such a date, and at such a place as may be designated by the Board of Directors, usually in the first quarter of the calendar year.

4.02 SPECIAL MEETINGS: Special meeting of the Corporation may be held at any time as called by the Board of Directors.

4.03 MEETING NOTIFICATION: Notice of the time and place of all annual and special meeting shall be sent via electronic communication by the Secretary to each member at least ten (10) days prior to the date thereof, except in cases of extreme emergency.

4.04 QUORUM: Either 25% of the active membership or twelve (12) active members, whichever is less, shall constitute a quorum at all meetings of the Corporation. Action at such meetings shall be by majority vote, unless otherwise herein provided.

4.05 ELIGIBILITY OF VOTERS: Only Active Members and Affiliate Educational Members shall be entitled to vote at all meetings and on all questions or motions. Each eligible voting member shall have only one vote.

4.06 PARTICIPATION BY MEANS OF COMMUNICATION EQUIPMENT. Any member may participate in any annual or special meeting of the Members by means of video conference, conference telephone or similar communications equipment that enables all persons participating in the meeting to hear and speak to each other. Such participation shall constitute presence in person at such meeting. The Corporation shall take such reasonable actions as are necessary to reasonably accommodate the participation by a Member in a meeting by such means upon advance notice and request by the Member. For purposes of approving actions or consent to actions by the Members, electronic or fax signatures shall be treated as originals, with appropriate direction or confirmation of delivery by the signing party.

5.00 ARTICLE V: DIRECTORS AND MEETINGS

5.01 GENERAL POWERS: All powers of the Corporation, except as otherwise required by law or provided in the Articles of Incorporation or these Bylaws, shall be vested in the Board. The Board shall manage and control the affairs of the Corporation. The Board shall keep and maintain accurate records of its activities and actions, and shall receive, hold, invest, administer and distribute funds received by the Corporation in accordance with the policies and procedures adopted by the Directors. The Board shall maintain accurate and detailed records and accounts of all transactions of the Corporation which shall be available at all reasonable times for inspection or audit by any person designated by the Members and by any other person or entity to the extent required by law. The Board shall have and enjoy all the powers and rights necessary and/or desirable to the proper administration of the Corporation, including the authority to contract with third parties and affiliated entities of any Member or Board Member, as necessary to carry out the purposes and objectives of the Corporation. The duties and obligations of the Board shall be consistent with and identical to those of the duties and obligations of trustees (as if the Corporation were a trust), and the Board will carry out and fulfill all responsibilities designated in the laws of the State of Arkansas to be carried out by trustees.

5.02 BOARD OF DIRECTORS: The business of the Corporation shall be managed by a Board of Directors consisting of twelve (12) Members and (8) Ex-Officio Directors. Only Active Members and Affiliate Educational Members shall be eligible to serve on the Board.

5.03 TERMS: Directors shall be elected for a term of four years.

5.04 EX-OFFICIO: In addition, there will be eight (8) Ex-Officio voting members. The immediate Past President of the corporation's Board of Directors, The Corporation's Representative to the Arkansas

State Plant Board, The Director of the Feed and Fertilizer Division of the Arkansas State Plant Board, one member from Arkansas State University College of Agriculture and four members from the University of Arkansas Division of Agriculture (representing Cooperative Extension Service and the Agricultural Experiment Station).

5.05 UNEXPIRED TERMS / REMOVAL: If any person elected as a director fails to serve or in the event of any vacancy occurring on the board, such place shall be filled by appointment by the directors for the unexpired term. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members of this Corporation present at any special meeting called for that purpose.

5.06 ABSENCE: Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the Board without sending a communication to the President or Secretary stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant.

5.07 BOARD MEETINGS: The regular meeting of the directors shall be held as soon as possible upon the adjournment of each annual meeting and there may be special meetings of the Board of Directors at such time as the President may elect, or a majority of the Board may request. Three (3) days' notice of such meeting shall be given to all directors unless such notice is waived in writing.

5.08 QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of any business.

5.09 TELEPHONE / WEB MEETINGS: The Directors may participate in meetings of the Board by means of a conference telephone or similar communication equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

5.10 BUSINESS STANDARD: The Board of Directors shall, from time to time, formulate rules to be observed by the Members of this Corporation in all matters connected with the merchandising of fertilizer / plant food nutrients for agricultural crops. Any Member violating the rules so formulated may be dropped from the membership of the Corporation after a hearing before the Board.

6.00 ARTICLE VI: OFFICERS / STANDING COMMITTEES

6.01 OFFICERS: The officers of the Corporation shall be President, President Elect and Vice-President, all to serve without compensation and all shall hold office until their successors shall have been duly elected and qualified.

6.02 ELECTION OF OFFICERS: The President, President Elect and Vice-President shall be elected by the Board of Directors from among its eligible members as outlined herein. The President Elect shall ascend to the presidency and the Vice President shall ascend to the President Elect.

6.03 NOMINATING COMMITTEE: There shall be a standing nominating committee consisting of the President Elect, Vice President, Past President and two (2) Members to serve the Corporation for a period of two (2) years. The President shall appoint this committee. The nominating committee shall be

responsible for nominating Members to the Board of Directors, subject to approval of the board and presented to the voting members for approval.

6.04 OFFICE TERM LIMITS: The President, President Elect and Vice-President shall be elected for a two year term and shall be ineligible to a second consecutive term.

6.05 PRESIDENT: The President shall preside at all meetings of the Corporation. The President shall have general supervision over the affairs of the Corporation and over the Officers. The President shall perform all such duties as are incident to this office.

6.06 PRESIDENT ELECT: The President Elect shall preside at all meetings of the Corporation in the absence of the President and shall perform all such other duties as are incident to this office.

6.07 VICE PRESIDENT: The Vice-President shall preside at all meetings of the Corporation in the absence of the President and President Elect and shall perform all such other duties as are incident to this office.

6.08 SECRETARY: The Secretary shall be selected by the President from the Membership of the Corporation and approved by the Board of Directors, who shall, in their own discretion approve a qualified and competent person to perform the duties of such office, irrespective of membership on the Board of Directors. The Secretary shall attend and keep the minutes of all Directors Meetings, Annual Meetings and any Special called meetings. At the discretion of the Directors, the Secretary may receive compensation for duties performed.

6.09 EXECUTIVE DIRECTOR: Shall issue notice and attend all Director's meetings, Annual Meetings and any Special called meetings. The Executive Director shall have charge of all corporate books, records, and papers. The Executive Director shall serve as Treasurer of the Corporation. The Executive Director shall keep regular books of the accounts and shall submit them together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval at the annual meeting or as often as they may require. The Executive Director shall be the custodian of the corporate seal and shall perform all such other duties as are incident to this office. At the discretion of the Directors, the Executive Director may receive compensation for duties performed.

6.10 REMOVAL: The officers shall hold office until the Board of Directors advise such officers that they have been removed by the Board of Directors, which can occur at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors.

6.11 EXECUTIVE COMMITTEE: There shall be an Executive Committee composed of the President, President Elect, Vice-President, Past President and two (2) Directors appointed by the President. They shall transact such business as the Board of Directors may authorize.

6.12 AUDIT COMMITTEE: There shall be an Audit Committee composed of members of the Executive Committee. The Audit Committee shall be responsible for auditing the books and financial records of the corporation. The committee shall audit and certify the records annually or as often as the Directors may require. The annual audit shall be certified prior to the annual meeting of the Corporation.

7.00 ARTICLE VII: FISCAL MATTERS

7.01 CONTRACTS: The Board 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 Corporation, and such authority may be general or confined to specific contracts.

7.02 CHECKS AND DRAFTS. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation may signed by any officer of the Corporation, unless provided otherwise by the Board of Directors, and except further that in all events any such instrument or obligation of the Corporation in excess of \$5,000.00 shall be signed by two officers of the Corporation.

7.03 DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select in accordance with the laws of the State of Arkansas.

7.04 GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift or bequest or devise for the general purpose or for any special purpose of the Corporation.

7.05 FISCAL YEAR: The Board shall have the power to fix from time to time or to change the fiscal year of the Corporation. In the absence of specific Board directive to the contrary, the fiscal year of the Corporation shall end on December 31st of each year.

8.00 ARTICLE VIII: NON-PROFIT OPERATION

The Corporation shall not be operated for profit and no part of the net income or assets of the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation.

9.00 ARTICLE IX: NOTICES

Whenever, under the provisions of these Bylaws, notice is required to be given to any Director or Officer, it shall not be construed to be personal notice, but such notice shall be in writing, and if not delivered by electronic means as authorized by these Bylaws, shall be made by mail, by depositing the same in a post office or letter box, in a postage paid sealed wrapper, addressed to each Director or Officer at such address as last appears on the books of the Corporation, and such posted notice shall be deemed to be received five (5) days after the same was delivered for mailing as provided herein, unless otherwise provided by law. Any Director or Officer may waive any notice required to be given under these Bylaws.

10.00 ARTICLE X: ORDER OF BUSINESS

10.01 ORDER OF BUSINESS: The order of business shall be set forth in "Roberts Rules of Order".

11.00 ARTICLE XI: AMENDMENTS

11.01 AMENDMENTS: BY BOARD OF DIRECTORS. The power to alter, amend or repeal these By-laws or to adopt new By-laws is invested in the Board of Directors.

12.00 ARTICLE XII: SECTION HEADINGS; MISCELLANEOUS

12.01 The section headings are for convenience and are not a part of these By-laws. Any conflict between the section headings and any part of these By-laws shall be resolved in favor of the By-laws.

12.02 The use of “his” or “her” shall have no specific meaning, and is included herein merely for convenience. “His” can also apply to a female, and vice-versa, in that is the intention and purpose of the Corporation to be gender neutral.

12.03 The Corporation intends to and pursuant to these By-laws does provide indemnification to the officers and directors of the Corporation to the maximum extent possible under the Arkansas Nonprofit Corporation Act of 1993 (Ark. Code Ann. Sections 4-33-100 et seq.)

Updated: January 2022

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CERTIFICATION OF BYLAWS

The undersigned, Secretary of the Corporation certifies that the foregoing Bylaws constitute the Bylaws of the Corporation as duly amended and adopted by the Membership on _____, 2022.

By: _____

Name: Dale Reed

Title: Secretary

ARKANSAS PLANT FOOD ASSOCIATION