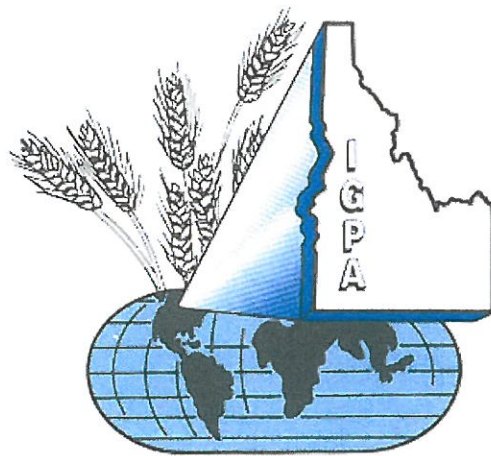


IGPA Bylaws



*As Adopted by Membership
(Dec. 1, 2010)*

Article I: Membership

Article I: Membership

Section 1.

Any land owner personally engaged in growing grain in the State of Idaho, a tenant of the land owner personally engaged in growing grain in the State of Idaho, or both the land owner and the tenant jointly, including a person, partnership, association, corporation, cooperative, trust, share cropper or any and all other business units, devices and arrangements shall qualify as a member of the Association.

The number of members of the Association is limited to 24,000. The terms and conditions of admission shall be that each applicant for membership shall certify to the Association that the applicant meets the qualifications above stated.

Each and every application for membership shall be accompanied by a non-refundable fee which shall represent membership for one calendar year (Jan. 1 – Dec. 31). The membership fee shall be determined, from time to time, by a vote of a two-thirds majority of the members of the Board of Directors.

County grain grower organizations accepted by the Association may certify county members as qualified and eligible for membership in the Association. There shall be no assessments to carry on the business of the Association or for reimbursement for services rendered and expenses incurred by the Association for its members.

Section 2.

County grain grower organizations desiring acceptance by the Association shall present petitions to the Secretary of the Association at least forty-five (45) days prior to any annual meeting of the members of the Association.

The petitions shall describe the nature of the county organization, a list of members and addresses of members therein, the names of the officers and the name of the person nominated by each county organization for approval as a Director of the Association, and one copy of the county organization's Articles of Incorporation.

The petition shall also contain additional information as prescribed by the Board of Directors. Only one such organization shall be accepted from each county. Acceptance or non-acceptance shall be determined by the Board of Directors.

Section 3.

Associate memberships may be granted by the President to those persons or entities who are not eligible to be members of the Association, but nonetheless have an interest in grain production, finance and marketing in the State of Idaho.

The membership fee for associate members shall be determined by a two-thirds majority vote of the members of the Board of Directors. Associate members shall not be entitled to voting rights in the Association.

Section 4.

Honorary memberships may be granted in certain circumstances by the President who shall issue a certification to each such member. Honorary members shall not be entitled to vote and shall have no rights in the Association.

Section 5.

No member may assign or transfer his or her right or interest as a member in the Association, and in the event of death, withdrawal, or expulsion of a member, that member's right and interest in and to the Association shall cease and have no value whatsoever.

Article II: Meetings of Members

Article II: Meetings of Members

Section 1.

The annual meeting of the members of the Association shall be held during the last calendar quarter of each year, at such time and place as shall be fixed by the Executive Committee. The business to be transacted at the annual meeting shall include any and all business that may come before said meeting. Special meetings of the Association may be called at any time by the Board of Directors.

Section 2.

Notice of the time, place, and purpose of the annual meeting shall be given by the Secretary to all members by written notice deposited in the United States mail with postage prepaid thereon addressed to each such member at the last known post office address. Said notices are to be mailed at least thirty (30) days prior to the date fixed for the annual meeting.

The Secretary may provide written notice of the time, place, and purpose of the annual meeting to the State Director and Secretary of each accepted county organization in the same manner.

The notice given each county organization shall be considered to be the means by which each member of that association is notified. Written notice of the time, place and purpose of special meetings shall be given in a like manner. Notices of special meetings will be mailed at least ten (10) days prior to the date fixed for any such special meeting.

Section 3.

The number of members, in good standing, in attendance at any duly called membership meeting shall constitute a quorum for the transaction of business.

Section 4.

In order to be eligible to attend, participate or vote at any membership meeting, a member must be in good standing with all membership fees and any outstanding balances paid for that current year.

**Article III:
Expulsion or Withdraw
From and Restoration
of Membership**

Article III: Expulsion or Withdraw From and Restoration of Membership

Section 1.

Any member of the Association may withdraw from membership by providing written notice thereof to the Secretary of the Association. Such voluntary withdraw shall be effective immediately upon receipt of such notice.

Section 2.

The Board of Directors may expel any member of the Association that is found to be not qualified for membership according to these Bylaws. The President of the Association with approval from a majority of the Executive Committee of the Association may expel any member when such member has failed to meet the conditions and qualifications of membership until the next Board of Directors meeting.

Section 3.

By a two-thirds majority vote, the Board of Directors may restore to membership any member who has been expelled from membership in the Association, provided that such member is qualified and eligible for membership in accordance with the Bylaws.

Article IV: Directors

Article IV: Directors

Section 1.

Management of the Association shall be vested in a Board of Directors consisting of (a) one (1) member chosen by and from among the membership of each and every accepted county organization, (b) one (1) Director (hereinafter sometimes referred to as the "At-Large Director") chosen by a majority of and from among all other members of the Association that do not belong to an accepted county organization, (c) the immediate Past President of the Association and (d) the Executive Committee as defined under Article VII.

Each accepted county organization, at its annual meeting held prior to the annual meeting of the Association, shall select its nominee to serve as a Director of the Association. The At-Large Director shall be so selected during the annual meeting of the membership at a caucus of those members eligible to so select the At-Large Director.

In the event that the At-Large Director is not so selected at the annual meeting, the Executive Committee may select the At-Large Director. Any county whose state Director serves on the Executive Committee of the Association may choose from its membership another Director to serve as its state Director on the Board of Directors.

In the event that a county whose Director serves on the Executive Committee chooses another Director, the member who serves on the Executive Committee shall continue to have a vote on the Board of Directors of the Association.

Section 2.

The Board of Directors shall meet immediately following the annual meeting of the members of the Association to elect the officers of the Association. Such officers shall be elected from the membership of the Idaho Grain Producers Association.

Thereafter, the Board of Directors shall meet at such times as they shall by rule prescribe; provided, however, that the President or any three (3) Directors of the Association may call a special meeting of the Board of Directors by giving written notice thereof to each Director.

The Board of Directors shall hold at least one (1) meeting other than the annual meeting during each year at a time and place to be set by the President. The written notice of Directors' meeting shall be given each Director at his or her last known address at least three (3) days before the meeting and shall specify the purposes of the meeting.

The presence of fifty percent (50%) or more of the members of the Board of Directors shall constitute a quorum for the transaction of business at any Directors' meeting.

Section 3.

In the case of a vacancy on the Board of Directors, a substitute Director shall be selected to fill that vacancy by the county organization in which the vacancy occurs or by the members not belonging to an accepted county organization as the case may be. In the event that there is a failure to select a member to fill the vacancy, the remaining members of the Board of Directors at their next Board meeting, by majority vote, shall select a new Director from the group no longer represented on the Board.

Section 4.

The Board of Directors shall have full power and authority to manage and operate the business of the Association and to make rules and regulations therefore. But any such rules and regulations may be amended, modified or revoked by a majority vote of the members present at any annual meeting or at any special meeting of members called for the purpose of reconsidering any such action of the Board of Directors.

Section 5.

The Board of Directors shall have full power and authority to terminate, by two-thirds vote, an Executive Committee member found to be in neglect of duties, in violation of existing local, state or federal civil and criminal laws, or otherwise not adhering to an acceptable standard of performance in accordance with his or her responsibilities.

Section 6.

The Board of Directors shall have authority to contract, secure, pay and limit the indebtedness of the Association as the Board of Directors may in its discretion determine, provided, however, that the members at the annual membership meeting may limit, by a two-thirds majority vote, the authority of the Board of Directors to contract, secure, pay and incur indebtedness of the Association.

The Board of Directors shall have specific power to incur indebtedness not to exceed One Thousand Dollars (\$1,000.00) upon such terms as shall be fixed by the Board as shall be shown in the minutes of the meetings of the Board; and, the note or obligation evidencing such indebtedness shall be signed officially by the President and Secretary of the Association, pursuant to the authority from the Board, and shall be binding on the Association.

Section 7.

The Directors of the Association shall not operate the Association or conduct its business for the purpose of making any pecuniary profit and shall not engage this Association for the conduct of

any business other than that which is authorized and set forth in the purposes and objects of this Association as expressed in the Articles hereof.

No member of the Board of Directors shall receive any compensation for services. However, a member of the Board of Directors shall be entitled to reimbursement for travel, meals, lodging, and related expenses incurred in the attendance of any meeting of the Board of Directors.

Section 8.

Each Director of the Board shall assist in the promotion of the Association and its activities within his or her respective county. Each Director of the Board shall meet regularly with his or her organization and provide it with the necessary assistance in achieving its goals.

Article V: Association Districts

Article V: Association Districts

Section 1.

The State of Idaho shall be divided into five (5) Association Districts described hereinafter:

District One. The six (6) northern counties of Boundary, Bonner, Kootenai, Benewah, Latah, and Shoshone.

District Two. Nez Perce, Lewis, Idaho, Adams, Washington, Payette, Gem, Boise, Valley, and Clearwater counties.

District Three. Canyon, Owyhee, Ada, Elmore, Camas, Gooding, Twin Falls, Blaine, Lincoln, Minidoka, Jerome, and Cassia counties.

District Four. Lemhi, Custer, Butte, Clark, Fremont, Jefferson, Madison, Teton, Bingham, and Bonneville counties.

District Five. Power, Bannock, Caribou, Oneida, Franklin, and Bear Lake counties.

Article VI: Officers

Article VI: Officers

Section 1.

The officers of this Association shall be composed of five (5) voting members: a President, a Vice President, a Secretary-Treasurer and an Executive Member. The President, Vice President and Secretary-Treasurer shall be elected by the Board of Directors at its organizational meeting immediately following the annual meeting of the Association membership.

The term for each of the offices elected shall be for one (1) year and an officer shall not hold the same office for more than two (2) successive terms. Such elected officers have the power to perform such duties as are usually exercised by and required of like officers in corporations generally.

Such officers shall serve without pay, but shall qualify for reimbursement in the same manner given the Board of Directors in Article IV, Section 6. While conducting official duties for, with or on the behalf of the Association, officers shall receive a per diem stipend not to exceed fifty dollars (\$50) per day.

In order to qualify for an elective office of this Association, a person must be a farmer engaged in grain production in accordance with Article I and a member in good standing of the Idaho Grain Producers Association. It shall be the policy of the Association to rotate the Presidency of the Association among the five (5) Association Districts.

Section 2.

The President shall preside at all meetings of the Association membership, the Board of Directors and the Executive Committee. He or she shall direct the work of the officers, supervise all employees and shall call regular meetings of the Board of Directors and such special meetings as may be necessary. In the absence of the President, the Vice President and shall perform all the duties of the President during the President's absence. In the absence of the President and Vice President, the Secretary-Treasurer shall preside and fulfill the duties of the President. In the absence of the President, Vice President and Secretary-Treasurer the Executive Member shall preside and fulfill the duties of the President.

Article VII: Executive Committee

Article VII: Executive Committee

Section 1.

The Executive Committee of the Association shall be composed of five (5) voting members, the President, the Vice President, the Secretary-Treasurer, the Executive Member, and the Past President of the Association elected by the Board of Directors at its organizational meeting.

These five (5) voting members so selected shall be selected from the membership of the Idaho Grain Producers Association and must each be from separate districts so that each of the five districts are represented by one (1) voting member on the Executive Committee.

In the event of a vacancy occurring in any one of the five (5) voting members of the Executive Committee, the President shall have the power to appoint a substitute Executive Committee member from the vacant district from the time of vacancy until the time of the next meeting of the Board of Directors. Each appointed Executive Committee member shall serve only one term on the Executive Committee, unless appointed by the President with approval by the Board of Directors. Such member shall be from the vacant district.

Section 2.

The Executive Committee shall have all powers and duties lawfully assigned to the Board of Directors and it shall function, at its discretion, during the interim between Board meetings. However, the Executive Committee shall not have the power or authority to create new legislative policy nor to modify or negate existing legislative policy in its own right.

Any change and/or creation of legislative policy may be done by: 1) polling the Board of Directors, or 2) calling an emergency Board of Directors meeting, either of which would require a two-thirds favorable roll call vote to create, change or negate legislative policy. In such situations, acceptable methods of correspondence shall include, but is not limited to, in-person, written, electronic or telecommunication.

The Executive Committee shall supervise and direct the Executive Director in the carrying out of his or her duties and obligations. The Executive Director shall answer directly to the President of the Association. The President of the Association shall direct the actions of the Executive Director in the same manner as the Executive Committee authorizes and instructs the President.

Section 3.

The Executive Committee, in consultation with the Board of Directors, shall have full power and authority to appoint and remove, at will, all agents and employees of the Association.

The Executive Committee may, at its discretion, appoint a special committee to review and recommend to the Executive Committee applicants to positions within, or agents of, the Association.

Section 4.

The Executive Committee shall meet at the call of the Association President or any two (2) voting members of the Executive Committee; ~~at least three (3) days~~ prior to said meeting. Notice thereof shall be given to each Executive Committee member by the Secretary either orally or in writing.

Article VIII: Representatives

Article VIII: Representatives

Section 1.

The Executive Committee at its organizational meeting held immediately following the annual meeting of the Association membership shall elect by majority vote two (2) members of the Executive Committee to serve as National Directors to the National Association of Wheat Growers. Additionally, one alternate will be chosen for each of the positions. The National Directors shall be elected for a term of one (1) year or until the election and qualification of their successors.

Section 2.

The Executive Committee at its organizational meeting held immediately following the annual meeting of the Association membership shall elect by majority vote one (1) member of the Executive Committee to serve as a National Director to the National Barley Growers Association. Additionally, one alternate will be chosen for this position. The National Director shall be elected for a term of one (1) year or until the election and qualification of his or her successor.

Article IX: Membership Certificates

Article IX: Membership Certificates

Section 1.

Certificates of membership to the Association shall be in such form as shall be prescribed by the Board of Directors reciting that that the persons whose name is set forth therein has been accepted as a member of this Association; each such certificate shall be signed by the President or the Secretary of the Association and shall state the year of the membership, the person to whom it is issued and shall contain a statement that this Association is a non-profit Idaho Association.

Article X: Amendments

Article X: Amendments

Section 1.

The Articles of Incorporation and Bylaws of this Association may be amended at any annual or special meeting of the members called for that purpose by vote of two-thirds of the members present at such meeting, provided a quorum is present.

Any changes in the Articles or Bylaws submitted at any such meeting must be set forth in writing and filed with the Secretary at least forty-five (45) days prior to the date of any annual or emergency meeting, and the Secretary shall include a statement of the proposed changes in the notice of the meeting in which the changes are to be considered.

No amendment shall be made changing this corporation from a non-profit status upon which it was organized.

**Article XI:
Idaho Wheat
Commission Nominees**

Article XI: Idaho Wheat Commission Nominees

Section 1.

Each county organization accepted by the Association may, at an official meeting, preceding the termination of office of the Idaho Wheat Commissioner from their district, elect a nominee for the position of Commissioner and certify such name to the Association no later than May 1.

These nominees shall be submitted by the Association President to the Governor of the State of Idaho for the Governor's selection to fill the position of Commissioner of the Idaho Wheat Commission.

Section 2.

Any sitting Commissioner may withdraw, resign or retire from their respective position by providing immediate written notice thereof to the Executive Committee of the Association. Such voluntary termination shall be effective immediately upon receipt of such notice and communicated to the Governor of the State of Idaho.

Section 3.

The Executive Committee may terminate, by majority vote, a Commissioner found to be in neglect of duties, in violation of existing local, state or federal civil and criminal laws, or otherwise not adhering to an acceptable standard of performance in accordance with his or her responsibilities.

If a Commissioner is terminated by the Executive Committee, the President of the Association shall immediately notify, in writing, the affected Commissioner, the Idaho Wheat Commission and the Governor of the State of Idaho.

**Article XII:
Idaho Barley
Commission Nominees**

Article XII: Idaho Barley Commission Nominees

Section 1.

Each county organization accepted by the Association may, at an official meeting, preceding the termination of office of the Idaho Barley Commissioner from their district, elect a nominee for the position of Commissioner and certify such name to the Association no later than May 1.

These nominees shall be submitted by the Association President to the Governor of the State of Idaho for the Governor's selection to fill the position of Commissioner of the Idaho Barley Commission.

Section 2.

Any sitting Commissioner may withdraw, resign or retire from their respective position by providing immediate written notice thereof to the Executive Committee of the Association. Such voluntary termination shall be effective immediately upon receipt of such notice and communicated to the Governor of the State of Idaho.

Section 3.

The Executive Committee may terminate, by majority vote, a Commissioner found to be in neglect of duties, in violation of existing local, state or federal civil and criminal laws, or otherwise not adhering to an acceptable standard of performance in accordance with his or her responsibilities.

If a Commissioner is terminated by the Executive Committee, the President of the Association shall immediately notify, in writing, the affected Commissioner, the Idaho Barley Commission and the Governor of the State of Idaho.

ADOPTED AND APPROVED at the annual meeting of the members of the Idaho State Wheat Growers Association, Inc., dba Idaho Grain Producers Association, a non-profit Idaho Association, on the 1st day of December, 2010.



Clark G. Hamilton
Secretary/Treasurer