

National Oilseed Processors Association

Constitution and By-Laws

ADOPTED FEBRUARY 20, 1989
Amended June 23, 1990, June 22, 1991, June 8, 1993, June 6, 1994
Amended February 18, 1995 (Effective February 18, 1995)
Amended June 3, 1998, June 24, 2000
Amended February 12, 2008

ARTICLE I Title and Object

Title

Section 1. This organization shall be known as the National Oilseed Processors Association.

Object

Section 2-a. To strengthen the character of its members and inculcate in them those principles so essential in the discharge of the duties of the individuals as members of society.

Section 2-b. To promote the welfare of its members and to foster and encourage the exchange of such information as may be considered lawful in order that the consuming public may profit from economies affected.

Section 2-c. To cooperate with, assist, and represent the industry in matters relating to Federal and State Governments and Agencies to the end that the public interest will be best served.

Section 3. The Association shall not directly or indirectly restrict free and lawful competition.

ARTICLE II Membership

Section 1. Any person, firm, or corporation regularly engaged within the Continental limits of the United States in the actual processing of Oilseeds for Meal and Oil using a solvent extraction process may become a regular member of this Association upon the approval of the Board of Directors.

Special Associate Members

Section 2-a. An individual who may have rendered meritorious service in the Oilseed industry may become a Special Associate Member upon approval of the Board of Directors.

Section 2-b. A Special Associate Member shall not be entitled to vote, or to hold office, but may otherwise participate in the affairs of the Association by serving on standing or special committees, when and if appointed by the Chairman to render such service.

Section 3-a. Any firm or corporation which is a regular consumer of oil or meal produced from vegetable oilseeds may become an Associate Member of this Association upon approval of the Board of Directors.

Section 3-b. An Associate Member shall not be entitled to vote or to hold office, but may otherwise participate in the affairs of the Association by serving on standing or special committees when and if appointed by the Chairman to render such service. He may also attend the annual meetings of the Association.

Application for Membership

Section 4. Applications for Membership shall be referred to the President who shall submit them at once to the Board of Directors of this Association. If the vote of the Board of Directors is favorable, the President shall notify the applicant, and the applicant shall be enrolled into Membership of this Association.

Termination of Membership

Section 5-a. Membership of a member of this Association shall be terminated by resignation, by failure of a member to pay dues, fees, or assessments owing to the Association, or by the failure of the member to continue to meet the qualifications for membership contained in this Constitution and By-Laws.

Section 5-b. In addition to the provisions of Section 5-a, the Executive Committee may, by affirmative vote of three-quarters of its members present and voting, terminate the membership of any member who shall violate any provision of this Constitution and By-Laws or who shall do an act injurious to the Association. No action may be taken pursuant to the provisions of this Section 5-b unless at least ten (10) days prior written notice shall have been given to such member advising him of the nature of such charges, and that he shall have the right to appear before and be heard at such meetings in his own defense.

ARTICLE III Board of Directors

Section 1. The management of the affairs of this Association, including the determination of the voting rights of affiliated members, shall be vested in a Board of Directors. The Board of Directors shall consist of two representatives as designated by each Regular member of the Association. The terms of office shall be until such time as a Regular member of the Association designates other individuals as its representatives to the Board of Directors.

Section 2. Each Regular member shall designate a director from that member firm who shall be the voting director; provided, however, that if the designated voting director is not present at any meeting at which a vote is taken, the non-voting director, if he is present, shall be entitled to vote at such meeting.

Officers

Section 3. The officers of this Association shall be composed of the Chairman, the Immediate Past Chairman, the Chairman-elect, and the Secretary-Treasurer. The Chairman shall preside at all meetings of the membership, Board of Directors, and the Executive Committee. In the absence of the Chairman, the Chairman-elect shall preside. The Chairman shall serve as Chairman of the Executive Committee, and in his absence, the Chairman-elect shall serve as Chairman of the Executive Committee. In case of death or resignation of an officer, the Board of Directors shall fill such office for the remainder of the unexpired term.

Section 4. The Officers of this Association shall be selected for two years by the Board of Directors, at a meeting immediately following the Annual Meeting of the Association.

Section 5. Only the voting representative of a firm, corporation, association or group holding regular Membership in this Association may hold office.

Section 6. No officer may hold office for two consecutive two-year terms.

Executive Committee

Section 7. The Executive Committee shall be composed of the official voting representative of each member firm to the Board of Directors.

With the approval of the Board of Directors, the Executive Committee may appoint such other officers, including a President, which may be a person, firm or corporation, and may fix their compensation and prescribe their duties, including the assignment of all or part of the duties of the officers of the Association pursuant to Article IV.

Section 8. Only one representative of a firm, corporation, association or group holding Membership in this Association may serve on the Executive Committee at the same time.

ARTICLE IV Duties of Officers

Section 1. Duties of the Chairman: It shall be the duty of the Chairman to call all meetings of this Association except the Annual Meeting which is provided for in Section 1 of Article VII of this Constitution. He shall appoint such committees and fill vacancies upon such committees as are provided under the Constitution and By-Laws of the Association. He shall be an ex-officio member of all committees. He shall perform such other duties as the Board of Directors may determine.

Section 2. Duties of the Chairman-elect: The Chairman-elect shall perform all duties of the Chairman in his absence, and such other duties as shall be conferred upon him by the Constitution and By-Laws of this Association, or as may be assigned to him by the Board of Directors or the Executive Committee.

Section 3. Duties of the Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of the proceedings of all meetings of the Association and to collect all moneys due the Association and pay out such moneys in settlement of just debts of the Association under direction and authority of the Chairman when and as provided. He shall, at the request of the Executive Committee, provide suitable bond to insure faithful performance of his duties, expense of such bond to be borne by the Association. He shall keep a true and accurate record of all receipts and disbursements and perform such other duties incident to his office as may arise. He shall, at the request of the Executive Committee, submit the books of the Association for an annual CPA audit, the expense of such audit to be borne by the Association. He shall be responsible directly to the Executive Committee.

Duties of the Executive Committee

Section 4. The Executive Committee shall act as the Executive Body for the Association under the direction and authority of the Board of Directors. It shall be the duty of the Executive Committee to approve the expenditure of moneys available for current operating expenses and to confer on regular or special committees authority to expend such funds as may have been set aside or collected for their specific use. The Executive Committee shall direct the President in all Association matters, acting in behalf of the Board of Directors.

Duties of the Board of Directors

Section 5. The Board of Directors shall act as the governing body in all matters of administration and policy for the Association. It shall direct the Executive Committee, which will act as Executive Body of the Board in the interim between Board meetings.

ARTICLE V Initiation Fee and Dues

Section 1. The initiation fee for each individual, firm, corporation, association, or group Member shall be fixed by the Board of Directors. A check for this amount should be made payable to this Association and be attached to application for Membership.

Section 2. The Executive Committee shall make recommendations to the Board of Directors as to annual dues. The annual dues for each individual, firm, corporation, association or group Member shall be determined by the Board of Directors from year to year and shall be paid in the manner prescribed.

Section 3. A Member individual, firm, corporation, association or group paying its initiation fee and annual dues shall be entitled to have several Members participate in the work of this Association, yet shall be entitled to only one vote, per Section 6 of Article VII. Members, who in the opinion of the Board of Directors, maintain a common affiliation shall be so designated and such group shall have only one vote.

Section 4. Special dues and assessments for specific purposes may be provided for at an annual meeting or a general meeting called for that purpose when recommended by the Executive Committee.

Section 5. Any regular Member failing to pay the annual dues as provided in Section 2 of this Article or any special assessment shall not be entitled to vote at any meetings of this Association, and such failure to pay shall be considered equivalent to resignation.

Section 6. There shall be no initiation fee, dues or special assessments of any kind for Special Associate Members.

ARTICLE VI Fiscal Year

Section 1. The fiscal year shall run from October 1 to September 30.

ARTICLE VII Meetings

Section 1. The Annual Meeting shall be held at a date selected by the Chairman, approved by the Board of Directors, or otherwise as directed.

Section 2. The Chairman, or the Executive Committee, shall call all meetings of the Association (except the annual meeting as provided for in Section 1 of this Article) as and when they are deemed advisable, to transact matters requiring prompt action, fixing the exact time and place of all meetings and making all arrangements for same.

Section 3. The Chairman or, in his absence, the Chairman-elect, may call a meeting of the Board of Directors as often as necessary. The Chairman or, in his absence, the Chairman-elect, may call a meeting of the Executive Committee as often as necessary to take care of matters in the interim between the meetings of the Board of Directors. Notice of all stated or special meetings of the Association shall be mailed to each participating member at least one week prior to the date of such meeting.

Section 4. Quorum: A majority of the Directors shall constitute a quorum at all Directors' Meetings of the Association; a majority shall constitute a quorum for all meetings of the Executive Committee of this Association.

Section 5. Representation at Meetings: Any individual, firm, corporation, association or group holding regular Membership in this Association may be represented at Annual Meetings of this Association by one or more representatives, but only one representative shall be entitled to vote on the same question.

Section 6. Each individual, firm, corporation, association or group holding regular Membership in this Association shall designate the Member of such organization, firm, corporation, association, or group who is to vote at stated or special meetings by sending a letter to the Central Office in advance of such meeting. Any Director who is unable for any reason to attend any meeting of the Board of Directors may designate a representative to act in his place and stead at any such meeting by so advising the Central Office in writing and in advance of any such meeting; the recognition of any such representative shall be the first order of business at any meeting of the Board of Directors.

ARTICLE VIII Voting by Mail or Wire

Section 1. Executive Committee: When necessary, the Executive Committee may vote by mail or wire on questions presented by the Chairman or, in his absence, by the Chairman-elect, or President, and a majority of the votes received within the time set forth for reply which shall not be less than one (1) business day from receipt of the question unless waived by unanimous vote of the Executive Committee, shall be decisive, providing a majority of the Executive Committee Members have voted.

Board of Directors: When necessary, the Board of Directors may vote by mail or wire on questions presented by the Chairman or, in his absence, by the Chairman-elect or President, and the majority of the votes received within the time set forth for reply shall be decisive, providing a majority of the Directors have voted.

Section 2. Wire Voting: Wire Voting shall be understood to mean the circulation by the NOPA staff of the question being set forth for a vote by means of telex, twx, FAX or public message service (PMS).

ARTICLE IX Committees

Section 1. Standing Committees: The Chairman shall appoint annually, at as early a date as possible after the Annual Meeting, the following Standing Committees consisting of not less than five members:

- (a) Soybean Meal Trading Rules Committee
- (b) Soybean Oil Trading Rules Committee
- (c) Technical; Research; Environmental; and Safety, Health and Loss Prevention (TESH) Committee

Section 2. Crusher Committees: The Chairman shall appoint annually, at as early a date as possible after the Annual Meeting, the following Crusher Committees:

- (a) Canola Crushers Committee
- (b) Flaxseed Crushers Committee
- (c) Safflower Crushers Committee
- (d) Sunflower Crushers Committee

Section 3. Special Committees: The Chairman may also appoint such special committees as he may feel necessary as the occasion arises.

Section 4. Nominating Committee: Whenever elections are required under these bylaws the Chairman shall appoint, at least thirty days before the Annual Meeting, a Nominating Committee of four (4) from the membership. This Nominating Committee shall represent as far as possible the varied and different interests of this Association, with consideration given to geographical locations of the Membership.

Section 5. Committees of the Board: The following committees which shall be known as “Committees of the Board” and chaired by a member of the board shall be appointed annually by the Chairman at least thirty days before the Annual meeting:

- (a) International Trade Committee
- (b) Industry and Grower Relations Committee
- (c) Government and Public Relations Committee
- (d) Transportation Committee

Section 6. Chairmen of Committees: The Chairmen of all NOPA Committees shall be named by the NOPA Chairman. The chairmen of NOPA Committees may not serve for more than four (4) consecutive one (1) year terms.

(a) Where committees organize subcommittees, the chairmen of such subcommittees will be appointed by the then chairman of the committee, after consultation with both the members of the committee and the NOPA Chairman of the Board by the end of the NOPA Annual Meeting.

(b) All terms of chairmen of NOPA committees and subcommittees shall be for one year and per the current by-laws, Article IX, Section 6, “Chairmen of NOPA committees may not serve for more than four (4) consecutive (1) year terms.”

(c) The effective term of all offices in NOPA shall end at the conclusion of the annual meeting of the association.

(d) No member company of NOPA can have a chairmanship of a particular committee, and a subcommittee chairmanship of that committee. If elected, or appointed, a member company of NOPA may have more than one chairmanship of a committee.

(e) In the case of a vacancy in the chairmanship of a committee, the NOPA Chairman shall appoint an acting Chairman to serve until his successor has been appointed.

ARTICLE X

Rules

Section 1. The proceedings of all meetings of this Association and its Executive Committee shall be subject to parliamentary rules as indicated in Robert’s Rules of Order.

ARTICLE XI

Amendments

Section 1. This Constitution and By-Laws may be amended at any Annual Meeting of the Association, or at any special meeting called for this purpose by a two-thirds vote of voting members present, provided, however, that such amendments be submitted in writing to each member of the Association at least one week prior to the meeting at which action is to be taken.