

BY-LAWS
OF

NORTHERN PLAINS SUSTAINABLE AGRICULTURE SOCIETY

ARTICLE I

Name and Location of Corporation

SECTION 1. Name. The name of this non-profit corporation shall be the "Northern Plains Sustainable Agriculture Society" (NPSAS), incorporated under Chapter 10, North Dakota Nonprofit Corporation Act.

SECTION 2. Principal Place. The principal place of business of this corporation shall be located at LaMoure, ND. This corporation may also have offices at such other places within and without the state as the Board of Directors may from time to time designate.

ARTICLE II

Purpose

SECTION 1. The NPSAS shall be organized to assist persons interested in organic, biological, biodynamic, natural, ecological, alternative, or regenerative food production systems; and those seeking to make their farming operations more economically viable, more ecologically sound, and more socially just and humane.

SECTION 2. The NPSAS shall focus on the following areas:

- A. Education, recognizing the need for the exchange of information drawn from experience and research in sustainable agriculture, shall be a goal both with members and the public. Information exchange shall be promoted through farm tours, conventions and newsletters. NPSAS shall seek information alliances with other sustainable agricultural groups, farm organizations, legislative bodies or representatives thereof, where such information pertains to sustainable agricultural promotion, practices or philosophy.
- B. Advancing quality production through practical advice and/or assistance in terms of soil management practices, natural weed and insect control, animal health maintenance, and equipment particularly suitable to sustainable agricultural practices, including review and consideration of findings based upon controlled, scientific experiments, as well as, upon personal experience shall be provided.
- C. Establishment of standards of production in which farmers and consumers both can feel confidence and pride. NPSAS shall bring together growers, traders, distributors, consumers and retailers so farmers may be better informed on marketing procedures and make wise evaluations of various marketing opportunities and all may advance their understanding of the trade.

- D. Establishment of the Northern Plains Sustainable Agriculture Stewardship Fund as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The NPSA Stewardship Fund shall be organized to promote conservation through regenerative and sustainable agriculture techniques; to accomplish research and education about sustainable agriculture and natural conservative practices of soil management, insect and weed control, animal health maintenance and preservation of the environment.

ARTICLE III Membership

SECTION 1. Member. The NPSAS shall have the following memberships:

- A. College
- B. Basic (Individual, spouse or significant partner and minor children)
- C. Business

SECTION 2. Representation. Members shall be eligible to vote and hold office.

SECTION 3. Membership fees. Annual membership fees shall be proposed by the Board of Directors and approved by the membership.

ARTICLE IV Membership Meetings

SECTION 1. Annual Meeting. The annual meeting of the membership of NPSAS for the election of directors, receive financial statements, hear reports, and for the transaction of such other business as may properly come before the meeting, shall be held at such place within or without the state as may be designated by the Board of Directors from time to time, in _____ of each year.

SECTION 2. Notice of Annual Meeting. Notice of the annual meeting of the membership of this corporation shall be given by the secretary to each member of record by mail/electronically, not less than ten (10) days nor more than sixty (60) days before such meeting, to such member at the latter's last known address, which notice shall state the time and place of such meeting, and its purpose or purposes.

SECTION 3. Order of Business. The order of business at the annual meeting of membership shall be as follows:

- a) calling meeting to order;
- b) proof of notice of meeting;
- c) reading of minutes of last annual meeting;
- d) reports;
- e) election of directors;
- f) miscellaneous business.

SECTION 4. Special Meeting. A special meeting of the membership of this corporation may be called at any time upon the written request of a majority of the Board of Directors or upon petition of one-twentieth of the voting membership and such meeting may be held at any time and at any place within or without the state, which shall be specified in such request. No business other than that specified in the notice of meeting shall be transacted.

SECTION 5. Notice of Special Meeting. Notice of any special meeting of the membership of this corporation shall be given by the secretary to each member of record by mail/electronically not less than ten (10) days before such special meeting a notice thereof addressed to such member at the latter's last known address, which notice shall state the time and place of such meeting, and its purpose or purposes.

SECTION 6. Waiver of Notice. Any member entitled to notice pursuant to these by-laws may waive notice either of the annual or any special meeting of members. If such notice be waived by all the members of record entitled thereto not notified as herein above provided, such meeting may then be held without further notice, at the time and place mentioned in such waiver.

SECTION 7. Quorum. Except as otherwise specifically provided by law or by the certificate of incorporation, ten percent (10%) of the membership entitled to vote, shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or on the telephone, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented.

At such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 8. Voting. Each paid Member qualifies to vote. A College member shall have one vote, a Basic member shall have one vote, and a Business becoming a member has one voting membership.

ARTICLE V Directors

SECTION 1. Number, Qualification and Election. The business affairs and property of NPSAS shall be managed by a Board of Directors, consisting of no less than three (3) and no more than nine (9) Directors.

SECTION 2. Terms. The term of office shall be three (3) years. Directors shall be elected at the annual meeting of the membership on a rotating cycle, 1/3 each year, and shall begin upon election and expire upon election of the new director.

SECTION 2. Vacancies and Removal. A vacancy on the Board of Directors of the NPSAS may be filled by appointment by the Board of Directors for the vacated term. Any officer may be removed for cause by a majority vote of those present at any meeting of the Membership, provided that the director has been given thirty (30) day notice of the specific cause and has opportunity to answer such charges at the meeting at which the vote will be taken. The motion to remove must be mailed to every

member a minimum of thirty (30) days prior to the meeting. Absence from three (3) consecutive board meetings shall be deemed a voluntary resignation from the board. A vacancy on the Board of Directors of the NPSAS may be filled by appointment by the Board of Directors for the vacated term.

SECTION 3. Regular Meetings. The Board of Directors shall have a minimum of three (3) meetings per year to be held at a time and place determined by the President of the Board of Directors. Notice of any regular meeting of the directors shall be given by the secretary to each director by mail/telephone/electronically not less than seven (7) days before such regular meeting.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President. A majority of the Board may petition for a special board meeting by making a written request to the President of the board and stating the purpose for the meeting. Notice of special meetings of the Board of Directors shall be given to each director at least three (3) days before the meeting if by mail/electronically before the meeting. The notice must specify the business to be transacted.

SECTION 5. Waiver of Notice. Notice of any regular or special meeting of the Board of Directors may be waived by a writing signed by all of the directors not notified as herein above provided, and such meetings may then be held at the time and place mentioned in such waiver.

SECTION 6. Place of Meeting. All regular and special meetings of the Board of Directors shall be held in LaMoure, ND, or at such other place or places within or without the State, as said Board may designate. All meetings may be held electronically by use of modern technology as allowed by law.

SECTION 7. Quorum. Fifty-one percent (51%) of the directors of this corporation present in person or electronically shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

SECTION 8. Voting. At all meetings of the Board of Directors, each director shall have one vote.

SECTION 9. Compensation. Directors shall not receive any salary for their services as directors but may be reimbursed for reasonable, substantiated expenses.

SECTION 10. Conflicts of Interest. Any potential conflicts of interest must be brought to the attention of the Board of Directors. All directors and officers shall complete a Conflict of Interest Statement annually.

SECTION 11. Authorization without Meeting. Any action that may be taken at a meeting of the directors may be taken without a meeting if authorized in writing and signed by all the directors or consented to by authenticated electronic communication, by all of the directors who are entitled to notice of the meeting for such purpose.

SECTION 12. Duties. The duties of the Board of Directors shall be to initiate, monitor, and coordinate all activities of the NPSAS. A Board shall report directly to the Membership.

ARTICLE VI Officers

SECTION 1. Election and Appointment. Immediately after the annual election of the directors, if a majority of the persons so elected be then present in person, or if not, then at the first meeting of the Board of Directors thereafter, the directors shall choose a President and a Vice-president who shall be directors, and a Secretary and a Treasurer, neither of whom needs to be a director. All of said officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of the membership, and until their respective successors shall be duly elected and shall qualify. If any vacancy occurs among the above offices, such vacancy may be filled for the remainder of the term by the Board of Directors, at a special meeting thereof, and any officer so elected shall hold office until the successor shall be duly elected and shall qualify.

SECTION 2. Suspension and Removal. Any officer of the corporation appointed by the Board of Directors may be removed or suspended by a majority vote of the Board of Directors at any time, with or without cause. Any agent or employee appointed or employed by the President may be removed or discharged or suspended by the Board of Directors at any time, with or without cause.

SECTION 3. Powers and Duties of the President. The President shall be the presiding officer of NPSAS and shall exercise supervision over all of its affairs. The President shall preside at all meetings. The President shall have the authority to cancel any meeting if there is an insufficient number of members present to conduct the business of the corporation. The President shall cause to be called regular and special meetings of the members and directors in accordance with these by-laws. The President shall make and sign all contracts and agreements in the name of this corporation, which are authorized by the Board of Directors. The President shall see that the books, reports and statements, and certificates required by the statutes are properly kept, made and filed according to law. The President shall sign or countersign all required instruments. The president shall perform all the duties incident to the office.

SECTION 4. Powers and Duties of the Vice-President. The Vice-president of this corporation shall generally assist the President and shall perform such duties as may be assigned by the Board of Directors. In the event of the death, resignation, absence or inability to act of the President, the Vice-president shall assume and discharge pro tempore the powers and duties of the president of this corporation.

SECTION 5. Powers and Duties of the Secretary. The Secretary shall be responsible for maintaining proper records of NPSAS meetings including minutes and membership lists. The Secretary shall be ex officio secretary of the Board of Directors. The Secretary shall give and serve all notices of membership and director meetings prescribed by these by-laws. In general, the Secretary shall perform all the duties incident to the office.

SECTION 6. Powers and Duties of the Treasurer. The Treasurer shall be responsible for maintaining proper records, and financial reports as required by the Board of Directors who shall have supervision over all the financial business of NPSAS . The Treasurer shall sign, make and endorse in the name of the corporation on all checks, notes, drafts, bills of exchange, acceptances, and other instruments for the payment of money, and pay out and dispose of same and receipt therefore, under the

direction of the President or the Board of Directors. The Treasurer shall render a statement of the condition of the finances of the corporation at each regular meeting of the Board of Directors, and at such other times as shall be required, and a full financial report at the annual meeting of the membership. The Treasurer shall keep full and accurate books of account of all its business and transactions and such other books of account as the Board of Directors may require, and shall exhibit the same to any director of the corporation upon application therefore. In general, the Treasurer shall perform all the duties incident to the office. If requested, the Treasurer shall give the corporation a bond for the faithful discharge of duties in such amount and with such surety as the Board shall prescribe.

SECTION 7. Returns and Statements. It shall be the duty of each officer of this corporation to make and file any and all returns, reports, lists or statements required by law to be made and filed and to make full report to the Board of Directors respecting the affairs of the corporation whenever requested to do so

ARTICLE VII Committees

SECTION 1. Executive committee. Executive committee shall be the officers of the Board. And may include the past president. They shall have all the powers of the Board within the limitations fixed by law. Minutes of each executive committee meeting shall be presented to the full Board.

SECTION 2. Other Committees. The President shall have the authority to appoint committees or task forces to assist the Board with the activities of NPSAS. All committees and task forces shall report directly to the Board.

ARTICLE VIII Miscellaneous

SECTION 1. Fiscal Year. The fiscal year of this corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

SECTION 2. Audits. The Board may call for an audit of the financial records at any time but no less often than once a year.

SECTION 3. Rules of Order The rules contained in Roberts's Rule of Order (newest edition) shall govern NPSAS in all cases to which they apply and are consistent with these by-laws.

ARTICLE IX Amendment of By-Laws

SECTION 1. Notification of Proposed Alterations or Amendments. Any proposed amendments to the Bylaws must be mailed to all members not less than ten (10) nor more than sixty (60) before the meeting at which they will be voted upon.

SECTION 2. Alterations, Amendments or Repeals. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds vote of the members present, at any regular, or special meeting of the membership.

The foregoing By-Laws of NPSA Stewardship Fund, consisting of seven (7) typewritten pages, including this page, were adopted by resolution of the Membership Meeting of the corporation on the 26 day of January, 2017.

, Secretary