

**BYLAWS  
OF  
HIGH PLAINS MILLET ASSOCIATION (HPMA), INC.  
ARTICLE 1  
OBJECTIVES AND PURPOSE**

The mission of HPMA, Inc., is to provide sustainability to the millet industry through research, production and marketing. Millet includes but is not limited to proso millet, pearl millet, foxtail millet and finger millet. The objectives and purpose are as follows:

- (A) Research
  - a. Breeding and genetics
  - b. Agronomic
  - c. Product development
  - d. Extension
- (B) Farm Production
  - a. Quality
  - b. Organic and conventional
- (C) Marketing
  - a. Education
  - b. Promotion
  - c. New end-uses
  - d. Sales
- (D) To provide a unified voice to represent the millet crop industry at the local, state and national levels of government.
- (E) To do any and all things lawful and necessary to advance the millet crop industry.

**ARTICLE 2  
MEMBERS**

Section 1. Members. The corporation shall have no members.

**ARTICLE 3  
BOARD OF DIRECTORS**

Section 1. General Powers. The property, affairs and business of the corporation shall be managed by the Board of Directors.

Section 2. Tenure and Qualifications. The Board of Directors shall consist of seven (7) directors that produce and/or handle/process millet. The number of directors and representative districts may be changed by resolution of the Board of Directors. Each director shall hold office for the term for which he/she is elected and thereafter until his/her successor shall have been elected and qualified. Producer members of the Board of Directors must be residents or produce millet in the district in which they are elected. The representative districts for the Board of Directors shall be as follows:

District #1: Sedgwick, Phillips, and Logan.  
District #2: Morgan, Washington, and Yuma.  
District #3: Weld, Larimer, Adams, and Arapahoe.  
District #4: Lincoln, Elbert, El Paso, and Pueblo.  
District #5: Cheyenne and Kit Carson.  
District #6: Baca, Prowers, Bent, Kiowa, Crowley, Otero, and Las Animas.  
District #7: Processor and/or handler.

Section 3. Terms/Vacancies. Directors shall be elected for a term of two (2) years, except that the terms of directors shall be staggered so that the terms of no more than three (3) directors shall expire in any one year. Notwithstanding the foregoing, the term of a director appointed to fill an unexpired term due to a vacancy shall be only for the remaining period of the unexpired term. The initial directors shall serve the following terms:

- Two (2) directors — one year
- Two (2) directors — two years
- Three (3) directors — three years

Section 4. Meetings. Meetings of the Board of Directors shall be held and conducted in accordance with the following provisions:

1) Location. The meeting of the Board of Directors may be held at any place, within or without the state, designated by the Board.

2) Call. Each meeting of the Board of Directors shall be held at the call of the president or vice president and may be called by either of them on a written request of any member of the Board.

3) Notice. Notice of the time, place and purpose of a meeting of the Board of Directors, except as otherwise herein provided, shall be given by personally serving or mailing notice thereof at least five (5) days before the meeting to the usual business or residence address of the directors, or if notice is given by email to the Directors, it must be sent at least two (2) days prior to the meeting and shall be deemed delivered when sent. The Board may adopt a resolution which authorizes regularly scheduled meetings of the Board of Directors to be held without notice and at such time and place as shall be determined in the resolution.

4) Waiver of Notice. A director may make written waiver of notice before, at or after a meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

5) Board Action. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

6) Quorum. A majority of the number of directors as fixed by these Bylaws. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law.

7) Voting by Proxy. A director shall not appoint a proxy for himself or vote by proxy.

8) Telephonic/Internet Meetings. One or more members of the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone, Internet connection or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

9) Annual Meeting. Directors shall hold an annual meeting for the election of officers and for the transaction of any other business. The date and time of meeting shall be determined by the Board of Directors. When the annual meeting has not been held, or directors have not been elected thereat, directors may be elected at a special meeting for that purpose. At each annual meeting the directors shall review the Articles of Incorporation and the Bylaws for the corporation.

Section 5. Compensation. Directors shall not receive any stated salary for their services as such but, by resolution of the Board, a fixed, reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each meeting of the Board. The Board of Directors shall have the power, in its discretion, to contract for and pay to directors rendering usual or exceptional service to the corporation special compensation appropriate to the value of such services.

Section 6. Executive Committee. The President, Vice President and Secretary-Treasurer shall form the Executive Committee of the Corporation. The Executive Committee to the extent determined by the Board of Directors shall have the authority as granted by the Board of Directors in the management of the business of the Corporation. The Executive Committee shall review all employees' salaries and make recommendations to the Board of Directors prior to the end of each fiscal year. The Executive Committee shall act only in the interval between meetings of the Board of Directors and at all times is subject to the control and direction of the Board. The Executive Director of the Corporation shall serve as an ex-officio member of the Executive Committee.

Section 7. Resignation. Any director may resign at any time by delivering a written resignation to the president or secretary of the corporation. The resignation shall be effective as of the date of receipt by such officer.

Section 8. Committees. The Board of Directors may appoint or authorize the appointment of such committees as it may from time to time deem necessary. Such committees shall have the powers, duties and responsibilities and shall be organized and function as specified in its appointment.

Section 9. Powers and Duties of Board of Directors. The Board of Directors shall have the power to make such rules and regulations for the management of the Corporation as are deemed necessary and wise and not inconsistent with the articles and bylaws hereof, and the laws of the State and the Nation. The Board of Directors shall set the policy of the Corporation. The Board of Directors shall have the power to approve expenditures of funds of the Corporation and to act in all ways as the directing responsible body of the Corporation. The Board of Directors shall have power to employ such people as necessary and fix their compensation and terms of employment and to enter into Administrative Services Agreements with other entities to carry out all operations of the Corporation in fulfillment of its objectives and purpose.

## **ARTICLE 4 OFFICERS**

Section 1. Numbers and Duties. The officers of the corporation shall be the President, Vice President, Secretary-Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.

Section 2. Election, Term of Office and Qualifications. The officers of the corporation shall be elected or appointed by the Board of Directors annually at the first meeting of the Board of Directors after each annual meeting of the members or as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until his/her successor shall have been duly elected or appointed and shall have qualified, or until his/her death, or until he/she shall resign, or until he/she shall have been removed in the manner hereinafter provided.

Section 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, incapacity or any other cause, such vacancy shall be filled by the affirmative vote or action of a majority of the directors then in office, and the officer so elected shall hold office and serve until the meeting of the Board of Directors at which the vacated office would have been elected and until the election and qualification of his/her successor.

Section 4. President. The President shall preside at all meetings of the Board of Directors. He/she shall have and exercise general management and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 5. Vice President. At the request of the President or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 6. Secretary-Treasurer. The Secretary-Treasurer shall preside at meetings of the Board of Directors in the absence of the President and Vice President. He/she shall keep the minutes of all meetings, maintain a record of membership and shall give notice of all regular and special meetings and shall perform such other duties as may be required of him/her by the Board of Directors. He/she shall have charge of the funds of the corporation and provide financial information to the Board of Directors as directed by the Board.

Section 7. Executive Director. The Board may establish the qualifications of the Executive Director, employ an Executive Director and outline his/her duties and responsibilities and authority and support him/her in the regular discharge of his/her duties. His or her duties shall be to (i) supervise all activities of the corporation within the policies established by the Board; (ii) serve as a non-voting, *ex-officio*, member of all committees and the Board of Directors of the corporation; (iii) recommend to the Board plans and programs to further the goals of the corporation (iv) implement all policies, programs and operating procedures adopted by the Board; and (v) carry out such administrative functions as may be delegated to assure the day-to-day continuity and efficiency of operation of the corporation. The Board may also enter into Administrative Services Agreements with other entities to carry out all operations of the Corporation in fulfillment of its objectives and purpose.

Section 8. Additional Officers, Agents and Representatives. The Board of Directors may appoint an assistant vice president and assistant secretary-treasurer as it may deem necessary, who shall perform the duties and assume the responsibility of the prescribed office under the general direction of the president, vice president or, secretary-treasurer, and as the Board of Directors may direct. The Board of Directors may appoint such agents and representatives of the corporation with powers to perform such acts or duties on behalf of the corporation and the Board of Directors as the Board of Directors may see fit.

Section 9. Compensation. Officers shall not receive any stated salary for their services as such but, by resolution of the Board of Directors, a fixed, reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each meeting of the Board. The Board of Directors shall have the power, in its discretion, to contract for and pay to officers rendering unusual or exceptional service to the corporation special compensation appropriate to the value of such services.

## **ARTICLE 5 FINANCIAL AND PROPERTY MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of the corporation shall be such year as shall be adopted by the Board of Directors.

Section 2. Audit of Books and Accounts. The books and accounts of the corporation shall be reviewed or audited at such time as may be ordered by the Board of Directors.

Section 3. Contracts. The Board of Directors may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation for the consideration that the Board of Directors deem expedient.

Section 4. Checks. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the secretary-treasurer and such other officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **ARTICLE 6 INDEMNIFICATION**

Section 1. Indemnification. Each director, officer and employee of this corporation and each person who shall serve at its request as a director, officer or employee of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, whether or not then in office, and his/her personal representatives shall be indemnified by the corporation against all costs and expenses, including counsel fees, actually and necessarily incurred by or imposed on him/her in connection with the defense of any action, suit or proceeding in which he/she may be involved or to which he/she may be made a party by reason of his/her being or having been such director or officer, except in relation to matters as to which he/she shall be finally

adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation but only if a majority of the Board of Directors (excluding the person indemnified) determines that the person indemnified did not commit such negligence or misconduct in any substantial way. The foregoing right of indemnification shall not be exclusive of any other rights to which he/she may be entitled as a matter of law or by agreement, Bylaw, vote of members or otherwise.

**ARTICLE 7  
CORPORATE SEAL**

Section 1. Corporate Seal. The Board of Directors may, but need not adopt, a corporate seal. If adopted, the corporate seal shall be in a form approved by resolution of the Board of Directors.

**ARTICLE 8  
AMENDMENTS**

Section 1. Amendments. The Board of Directors shall have power to make, amend, and repeal the Bylaws of the corporation at any regular meeting of the Board or at any special meeting called for this purpose.

-----  
**CERTIFICATE OF SECRETARY**

I \_\_\_\_\_, hereby certify that I am the duly elected and acting Secretary of HPMA, Inc. and that the foregoing Bylaws were duly adopted by consent of the Board of Directors on \_\_\_\_\_, 20\_\_\_\_/\_\_\_\_\_

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of the corporation this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, Secretary