

BYLAWS OF
THE MINNESOTA CROP PRODUCTION RETAILERS
(Revised – December 2022)

ARTICLE I

NAME

Section 1. The name of this corporation is the Minnesota Crop Production Retailers.

Section 2. The Minnesota Crop Production Retailers is a 501(c) (6) non-profit corporation.

ARTICLE II

OFFICES

Section 1. The registered office of the corporation shall be Minnetonka, Minnesota, and the corporation may have offices at such other places as the Board of Directors shall from time to time determine.

ARTICLE III

DEFINITIONS

Section 1. The term “crop production inputs” includes the following: agricultural chemicals, seed, micronutrients, technology and any other products and services used to raise crops.

ARTICLE IV

MEMBERSHIP

Section 1. Membership in this association shall consist of the following classes:

- (a) Retailers

 - Single Location Retailer – Retailers and commercial applicators of crop production inputs.
 - Multiple Location Retailer – Multiple locations of retailers and commercial applicators of crop production inputs.

- (b) Suppliers

 - Wholesale/Distributors
 - Equipment Distributors
 - National Seed Companies
 - Regional Seed Companies

- (c) Basic Manufacturers

 - Pesticide manufacturers
 - Fertilizer manufacturers
 - Equipment manufacturers

- (d) Associate Members

 - Firms and individuals who have and share the aims and purposes of the MCPR and who cannot take membership as a Retailer, Supplier, or Basic Manufacturer.

Section 2. Application for membership shall be electronic or in writing, on a form provided by the Association. Prior to consideration, payment of annual dues shall be made in full to the Association.

Section 3. Applications shall be submitted for a vote at the next meeting of the Board of Directors, or by mail ballot. An applicant for membership is approved by majority vote of the Board of Directors present at the meeting. On a mail ballot, two-thirds of the Board of Directors must approve of the applicant for membership. The Board of Directors may delegate its authority under this Section 3 to the executive officer of the association, who shall submit membership reports at intervals approved by the Board of Directors.

Section 4. Any member may resign by giving written notice to the Board of Directors. Any member so resigning shall not be entitled to a refund of any unexpired dues.

Section 5. Any member with dues in arrears for three (3) months may be dropped from the membership. A member whose continued membership is deemed to be detrimental to the welfare or intent of the Association may be expelled by a majority vote of the Board of Directors present.

Section 6. Each Retailer, Supplier, Basic Manufacturer, and Associate membership shall be entitled to one (1) vote.

Section 7. The Board of Directors may authorize new membership classes and designate to each class its governance rights, if any. The Board of Directors may also modify the existing membership classes and their membership rights. Any modifications or creation of classes and/or membership rights shall be approved by the affirmative vote of two-thirds of the Directors present at a duly called and held meeting of the Board of Directors. The Board of Directors shall publish modifications of existing membership classes or designation of new membership classes in a manner and for a duration determined by the Board of Directors in its sole discretion.

ARTICLE V

ANNUAL DUES

Section 1. The annual dues of the four membership classes of the Association shall be set by the Board of Directors at a regularly scheduled meeting based on the financial standing of

the Association at the time of review. The dues rate shall be adopted if it receives two-thirds of the votes of the voting Directors present.

ARTICLE VI

OFFICERS

Section 1. At the Annual Meeting of the Board of Directors, the Board shall elect from among their number a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, and any other officers and agents deemed necessary.

(a) No person may hold more than one executive office during the same term, except that the offices of Secretary and Treasurer may be combined.

Section 2. The Chairman shall be the chief executive officer of the corporation. He/she shall have authority incident to the office of the Chairman and shall have general authority over the affairs of the corporation, its officers, agents, and employees. He/she shall preside at meetings of the members and of the directors. He/she shall be an ex-officio member of all committees.

Section 3. The Vice-Chairman shall have the power to perform the duties of the Chairman during the absence or inability of the Chairman to act, and he/she shall have such additional duties as may be assigned to him/her by the directors.

Section 4. The Secretary shall keep the minutes of all meetings of the members and Directors; he/she shall keep and have charge of such books and papers of the corporation as the Directors may direct; and, in general, he/she shall perform all duties incident to the Office of Secretary, subject to the control of the Board of Directors. The Secretary may delegate the duties of Secretary to the paid executive officer.

Section 5. The Treasurer on behalf of the corporation shall, when necessary, endorse for collection, checks, notes, and other obligations and shall deposit the same to the credit of the corporation, in such banks, or depository as the Directors may designate; whenever required by the Directors he/she shall render a statement of accounts and make such other reports as may be directed by them. He/she shall enter regularly and keep a full and accurate account of all monies received and paid on account of the corporation; and, in general, he/she shall perform all duties incident to the Office of Treasurer, subject to control of the Board of Directors.

An audit of the finances and Treasurers' record of the Association shall be made biannually by an independent auditing firm selected by the Board of Directors. The Treasurer may delegate the duties of the Treasurer to the paid executive officer.

Section 6. Any officer shall be subject to removal at any time by the affirmative vote of the majority of all the Directors. Vacancies occurring because of death, resignation, removal or other cause may be filled by the Directors at any meeting other than the Annual Meeting.

Section 7. A paid executive officer may be employed by the Association. The appointment and termination of employment of the executive officer will be made by the Board of Directors. He/she shall have the responsibility of carrying out the policies and the programs of the Association as directed by the Board of Directors and Officers; and he/she shall prepare reports of the recommendations for proposed projects, expenditures, and other activities within

the scope of appointed committees. He/she shall be a non-voting member ex-officio of all committees and the Board of Directors.

ARTICLE VII

DIRECTORS

Section 1. The management of the corporation shall be vested in a board of thirteen directors, including the immediate past Chairman and the executive officers elected from the Board.

Section 2. The directors shall be elected as representatives of the following:

		No. Of Directors	Initial Term
Retailer	District 1	1	1 year
Retailer	District 2	1	2 years
Retailer	District 3	1	3 years
Retailer	District 4	1	1 year
Retailer	At Large	1	2 years
Retailer	At Large	1	3 years
Custom Applicator Rep		1	1 year
Plant Food Industry		1	1 year
Ag Chemical Industry		2	2 years, 3 years
Equipment		1	3 years
Seed Industry		1	3 years
Technology		1	3 years
Past President		1	1 year

Initially, Directors shall be elected to serve a one, two or three-year term, as designated. After that, each Director shall be elected to serve a three-year term. New Directors would thereafter be elected each year, and the immediate past Chairman shall be confirmed as a Director each year.

Retailers are those who sell at retail (including custom application) 75% or more of their annual volume of crop production inputs to end users of those products and services.

[Section 3.](#) Any director shall be eligible for re-election. In the event of death, incapacity, resignation, or removal of a Director, the remaining directors shall appoint a successor to fill the unexpired term.

[\(a\)](#) A Director whose continued service is deemed to be detrimental to the welfare of the corporation, may be removed as a director by unanimous vote of the other Directors.

[Section 4.](#) In addition to the powers and authority conferred upon them by these Bylaws, the Board of Directors shall have power to do all acts necessary and expedient to the conduct of the affairs of this corporation, which are not conferred upon the members of these Bylaws or by the Articles of Incorporation, or by statute; however, the Board of Directors shall not have the power to commit the corporation beyond the funds at hand.

[Section 5.](#) Honorary Directors: The Board may elect as many as ten (10) honorary directors representative of the University of Minnesota, the Minnesota Department of Agriculture and any individual deemed appropriate by the Board. Each to serve a two year term.

[Section 6.](#) Term Limits: The Board of Directors may establish term limits and require that Directors take a hiatus of one or more years between terms. Term limits shall be applied uniformly across all membership classes.

[ARTICLE VIII](#)

MEETINGS

[Section 1.](#) Meetings of the Association or Board of Directors shall be held at the registered office of the corporation, or at such places as may be designated by the Board of Directors.

[Section 2.](#) The Annual Meeting of members will be held at such time and date in December of each year as decided by the Board of Directors, and shall be for transaction of business that should be considered by the members.

[Section 3.](#) The Annual Meeting of the Board of Directors shall be held without notice by or at the next regularly scheduled board meeting, to elect its officers; Chairman, Vice-Chairman, Secretary and Treasurer.

[Section 4.](#) Regularly scheduled meetings of the Board of Directors will be held following notification of the directors.

[Section 5.](#) Special meetings of the members may be called by the Chairman or a majority vote of the Board of Directors.

Section 6. Written or electronic notice of each meeting of the directors, and each meeting of the members, specifying time and place of the meeting, and, in case of special meetings, the purpose of the meeting shall be mailed out not less than ten (10) days in advance to each member (in the case of member meetings) and not less than three (3) days in advance to each director (in the case of director meetings).

Section 7. A majority of the whole Board shall constitute a quorum at any meeting of the board. If a quorum is not present, the meeting may be adjourned for that reason, and any business which might have been transacted at the meeting as originally noticed may be transacted at the adjourned meeting if a quorum is then present.

ARTICLE IX

VOTING & ELECTIONS

Section 1. At all member meetings, each voting member shall have one vote. At all director meetings, each elected director and each officer director shall have one vote. At any meeting, an honorary director shall not be entitled to vote. Proxy votes shall not be permitted at meetings of members or at meetings of directors. A majority of the votes cast shall govern in every election and matter voted upon, except as regulated by the statutes of this state.

Section 2. The Chairman shall appoint a Nominating Committee who shall place in nomination at the Annual Meeting of the membership, the name of person to be voted upon for each directorship to be filled at such election. In addition, the Chairman shall call for nominations from the floor.

Section 3. It is the policy of this Association that mail and/or electronic ballots may be used in the process of electing directors and shall be used in the process of removing directors. When used, electronic and/or mail ballots shall be signed by the Member casting the ballot. Any mail ballot without a signature or whose signature is illegible shall be void and not counted for any purpose. In the case of elections, nominations must be made before the ballot is prepared, and the Board of Directors shall establish a process for notifying patrons for the nomination process not less than 30 days prior to preparation of the mail/or electronic ballot. Nominees must be voting members in good standing. The Board of Directors may adopt additional rules, if any, that it deems necessary to further implement the process of using mail or electronic ballots, which rules shall be published in the newsletter of the Association 30 days prior to any director elections.

COMMITTEES

Section 4. The Board of Directors shall appoint standing committees. The Board of Directors may appoint committees as they see fit. The Board may designate the duties and powers of such committees provided, however, that no such committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of the corporation or to elect officers of the corporation.

Section 5. Each committee appointed from time to time by the Board of Directors and each section shall submit to the Board each year at the Annual Meeting, or such other meetings as the Board may designate, a report of the action or recommendations of such committee for consideration and approval of the board.

Section 6. Each committee shall be committed to efforts toward the further development of the Association.

ARTICLE X

RULES OF ORDER

Section 1. The rules of parliamentary procedure contained in Robert's Rules of Order Revised shall govern all meetings of the corporation.

ARTICLE XI

AMENDMENTS

Section 1. Any amendment of these articles may be proposed at any meeting of the Association, either verbally or written notice, and the written amendment shall be sent to each member two (2) weeks before it is to be voted upon at the Annual Meeting.

Section 2. An amendment shall be adopted if it received two-thirds of the votes of the voting members present.

Section 3. The Board of Directors may also amend the By-Laws, which amendment will be effective immediately, but any such amendment will be reported at the next annual meeting, and shall always be subject to subsequent modification, amendment or repeal by the voting members of this association upon prior notice to members.

ARTICLE XII

INDEMNIFICATION

Section 1. Officers, directors and members of any duly constituted committee shall be indemnified by the Association for any personal liability or a settlement thereof including attorney's fees arising out of or in connection with his or her duties as an officer, director or committee member to the extent permitted by and within limitations set out in Minnesota Statutes, Section 317A.521 or acts amendatory thereof. The Association shall defend any claim or action at law which may be asserted against an officer, director or committee member whether as an individual or otherwise arising out of or in connection with his or her duties as officer, director or committee member. The indemnity stated in this section shall not apply to any case of an adjudged willful misfeasance or malfeasance by the officer or employee; a fiduciary relationship existing between and office, director or committee member and the Association or to a claim or action arising out the operation of a motor vehicle. The right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.