

BY-LAWS of Grassworks, Inc.

PREAMBLE

These by-laws shall be consistent with the provisions of Chapter 181 of the Wisconsin Statutes and with the articles of incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State under which this organization is incorporated as a non-stock, nonprofit corporation, and shall govern the administration and activities of this organization. Furthermore the provisions of Chapter 181 of the Wisconsin Statutes shall govern the proceedings of this organization not herein provided for.

ARTICLE I. PURPOSES AND OBJECTIVES

The purposes of this organization shall be educational, scientific, to enhance network activities, represent graziers statewide, and specifically shall be to facilitate the exchange of information among grass farmers and continue the work accomplished at the annual Wisconsin Grazing Conference.

ARTICLE II. MEMBERSHIP AND DUES

Section 1. Membership will be composed of voting and non-voting members. Members must be livestock producers and/or agricultural landowners. Associate members are open for any interested party, but are non-voting and at the same dues level as members.

Section 2. Dues shall be payable at the time of admission and annually thereafter. The cost of annual dues and membership levels shall be set by the association at their annual meeting. Membership expires annually at the close of the fiscal year.

Section 3. No dues or fees shall be refunded upon severance of membership from the association.

Section 4. Each member shall receive evidence of membership and any membership may be canceled and the member suspended or expelled for failure to pay dues according to the dues schedule when such dues become due and payable, or for good and sufficient causes shown, by vote of a majority of the members of the Board of Directors present at any meeting of the Board, provided said member was given written notice of said meeting. Any member delinquent in dues payment shall not be entitled to vote.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition of the Board

- a. The board of directors shall consist up to eleven directors, including no more than five *at large* directors, and will include those officers to whom board status is imputed under the provisions of Article IV of these by-laws.
- b. Elections to the board shall be in accordance with the provisions of Article V of these by-laws.

- c. Other non-voting advisory appointments to the board of directors may be made as the board shall see fit.

Section 2. Powers of the Board

- a. The board of directors shall have the power to conduct the affairs of this organization and to delegate such authority as is not otherwise set forth in these by-laws. This shall include the approval and authorization of the expenditures of the organization and the hiring and termination of staff members.

ARTICLE IV. OFFICERS

Section 1. Classification of officers

- a. The officers of the corporation shall consist of a president, vice president, secretary, and treasurer, and such officers *must be* members of the board of directors for the duration of the term for which they are elected upon agreement of a majority of the board of directors. Any two or more offices may be held by the same person except the offices of president and secretary, and the offices of president and vice president.
- b. Officers shall be elected annually by the board of directors and shall serve for a period of one year and until their successors are chosen. Elections shall take place at the first board meeting following the board elections.
- c. Vacancies in all offices occurring before the expiration of the specified term of office shall be filled by election of the board of directors and those so elected shall hold office until the next scheduled election for that office.

Section 2. Duties

- a. Officers shall perform the duties traditional to their offices and in conformity to state statutes. An annual audit of association finances will be conducted annually by two members of the board other than the treasurer.

ARTICLE V. ELECTIONS

Board of Directors

Directors must be GrassWorks Inc. members. The term of office is three years, and up to two successive terms may be served. Terms will expire at the completion of the annual grazing conference. Board size shall not exceed 11 members. No more than 2 Board of Directors shall be Associate Members, who will be awarded voting privileges during their term(s) on the Board. The election will take place on the floor at the annual meeting. Nominations for at-large members may come from any GrassWorks member. All GrassWorks members are eligible to vote. If any vacancies occur, the board may appoint a new person to fulfill the term of the open board position until the next scheduled election. The person who fills the position is then eligible to fill two full terms. There shall be two regional representatives from each of the four regions of the State. The State shall be divided into four regions using Hwy 51 and Hwy 10, more or less, as dividing points. The remaining representatives can come

from any region.

ARTICLE VI. MEETINGS

Section 1. Meetings of the Board of Directors

- a. The board of directors shall meet annually. Special meetings of the board may be called by any three members of the board, and each director shall be notified in person or by mail as to the time and place of such meeting.
- b. A quorum shall consist of 30% of the board.

ARTICLE VII. EXECUTIVE OFFICER

Section 1. The Board, immediately after taking office at the annual meeting, or as soon thereafter as practical, may select an Executive Officer of the association to be called the Executive Director, determine compensation, and define responsibilities. Duties of the Executive Director shall be to serve as Chief Administrative Officer of the Association and conduct the day-to-day business of GrassWorks as directed by the Board. The Executive Director shall be responsible for the soliciting, collection and disbursement of funds under the supervision of the treasurer, maintaining an office, keeping necessary records, and at the direction of the Board hire and supervise other employees as may be needed to operate the affairs of the GrassWorks. The Executive Director shall report to and be responsible only to the Board.

ARTICLE VIII. SALARIES

Section 1. The Board shall, from time to time, set the salary of the Executive Director and other paid employees of the GrassWorks. No member of the Board shall receive compensation for services on the board.

ARTICLE IV. FISCAL YEAR

Section 1. The fiscal year of the Association shall begin January 1 and end December 31.

ARTICLE X. COMMITTEES

Section 1. The Board may, from time to time, appoint committees as may be needed to facilitate the efficient operation of GrassWorks in reaching its objectives.

ARTICLE XI. OFFICIAL PROCEDURE

Section 1. Robert's Rule of Order shall govern all parliamentary procedure.

ARTICLE XII. AFFILIATED NETWORKS

Section 1. All members of GrassWorks may belong to one or more affiliated network(s).

Section 2. The objective of any Network of GrassWorks shall be consistent with the bylaws and purpose of GrassWorks.

Section 3. A group wishing to form a local network under the auspices of GrassWorks shall consist of at least five (5) voting GrassWorks members.

Section 4. Replacements for departing board members will be selected by existing board members with advice from grazing network coordinators in the departing board member's region."

ARTICLE XIII. DISSOLUTION

Section 1. Upon a vote by the board of directors to dissolve the organization, the provisions of Section 181.51 of the Wisconsin Statutes and the articles of incorporation of the organization shall be followed.

ARTICLE XIV. EXECUTION OF INSTRUMENTS

Section 1. The board of directors may authorize one or more persons to sign checks, drafts, and orders for payment of money drawn on the corporate account, and to execute any duly authorized contract or other instrument on behalf of the incorporation.

ARTICLE XV. AMENDMENTS

Section 1. These by-laws may be amended by a majority vote of the board of directors at any annual meeting or special meeting called for the purpose. The power to alter, amend, or repeal the bylaws or adopt new Bylaws shall be vested in the Board of Directors and ratified by the membership at the annual membership meeting. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Amendment of the Bylaws shall require a majority vote of a majority of the Board of Directors in office at the time at each of two consecutive meetings of the Board. A written notice that amendment of the Bylaw is an item on the agenda will also be in the notice of the second meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the organization not inconsistent with federal and Wisconsin law or the articles of incorporation. The Secretary shall maintain a record of all changes to the Bylaw and a current version

AMENDMENT LOG

These revised by-laws were adopted by the board of directors of Grassworks, Inc. (formerly Southern Wisconsin Farmers Research Network, Inc.) at a special meeting of the board at Stevens Point, Wisconsin on May 5, 1994.

March 31, 1995 Board Meeting at Marshfield. A motion was proposed, seconded and approved that the by-laws be changed to read "replacements for departing board members will be selected by existing board members WITH ADVICE FROM (instead of "and") grazing network coordinators in the departing board member's region."

December 17, 2001, Board meeting at Stevens Point, WI. A motion was made by Joe Tomandi to adopt all changes listed above to the By-Laws of GrassWorks Inc. The motion was seconded by Mary Anderson. Motion carried unanimously.

These by-laws were adopted by the board of directors of GrassWorks, Inc. at a regular meeting of the board on January 7, 2010.

January 16, 2015, Annual meeting in Wisconsin Dells, WI. A motion was proposed, seconded and approved that the by-laws be amended to read "The power to alter, amend, or repeal the bylaws or adopt new Bylaws shall be vested in the Board of Directors and ratified by the membership at the annual membership meeting. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Amendment of the Bylaws shall require a majority vote of a majority of the Board of Directors in office at the time at each of two consecutive meetings of the Board. A written notice that amendment of the Bylaw is an item on the agenda will also be in the notice of the second meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the organization not inconsistent with federal and Wisconsin law or the articles of incorporation. The Secretary shall maintain a record of all changes to the Bylaw and a current version."

May 12, 2016, Board meeting in Steven's Point, WI. The three following amendments to the bylaws were proposed: a) strike "voting" from Article II, Section 1 to clarify that producers and agricultural landowners will be known as "Members" and all others as "Associate Members;" b) strike the bonding requirement from Article IV, Section 2 since the Board has instituted a 2-person accounting system, an annual review of the books by a third individual, and gross receipts are now less than \$200,000 and total assets less than \$500,000; and c) revise Article V to allow up to two non-producer Directors. The Board acknowledged that retired producers and non-producer professionals can make vital contributions to GrassWorks as Board Members. Associate Members are awarded voting privileges only if elected to the Board. All three amendments were approved unanimously by the Board at each of the May 12, September 29, and November 10, 2016 meetings in Steven's Point. The amendments were proposed and approved at the annual meeting on February 3, 2017 in Wisconsin Dells.