

## **ARTICLE I - Name**

The name of this organization shall be the Alliance for Grassland Renewal, hereafter referred to as “the Alliance.”

## **ARTICLE II - Objectives**

The goal of this Alliance is for producers, university, agribusiness, government, and nonprofit organizations to replace tall fescue that hosts a toxic fungal endophyte with a tall fescue that hosts a nontoxic endophyte, hereafter called a “selected endophyte.” The goal involves the following four objectives.

1. Educate
2. Regulate
3. Incentivize
4. Promote

## **ARTICLE III - Membership and Eligibility**

### **SECTION 1: Membership**

There shall be three classes of membership.

1. Board of Directors, hereafter called the “Board”
2. Partners
3. Alumni

Membership Definitions.

1. The Board of Directors is described in the following section.
2. Partners include individuals or organizations that contribute financial resources and/or services to the alliance. There are varying levels of Partners.
3. Alumni are individuals who have attended a grassland renewal workshop sponsored by the Alliance.

### **SECTION 2: Members rights**

All alumni are eligible for incentives offered by the alliance.

The Board may include both voting members and non-voting members (ex-officio). Partners and Alumni do not have voting rights.

## **ARTICLE IV Organization**

### **SECTION 1: Directors**

The Board of Directors will be composed of a broad representation of stakeholders. The Board will consist of at least of 13 members from five general categories:

1. Agribusiness (6) - Includes a member from each company who owns a selected endophyte that meets the standards of quality; also includes an endophyte testing lab.
2. Producer (1) -- examples include livestock and dairy farmers, forage and hay producers, farm managers, etc.
3. Nonprofit/Commodity Group (1) -- example includes Missouri Forage and Grassland Council/Grazing Lands Conservation Initiative
4. University (4) -- Includes Experiment Station and Extension Plant and Animal Scientists and Agricultural Economists
5. Government (1) -- example includes Natural Resource Conservation Service (ex-officio)

Other organizations may be invited to join the Board as determined by the Board.

Stakeholders may include but not be limited to public agencies or organizations with concerns and responsibilities for Missouri grasslands, such the Missouri Department of Natural Resources, Soil and Water Conservation Program;

Missouri Department of Agriculture; USDA Farm Services Agency; USDA Natural Resources Conservation Service; University of Missouri, College of Agriculture, Food and Natural Resources; University of Missouri Extension; Missouri Department of Conservation; U. S. Forest Service; Society for Range Management, Southern Section; Missouri Cattleman's Association; Missouri Farm Bureau; Missouri Association of Soil and Water Conservation Districts; Missouri Dairy Association; Missouri Sheep Producers, Inc.; Soil and Water Conservation Society of America, Missouri Chapter; seed companies; farmer cooperatives; and related groups and industries.

#### SECTION 2: Officers

1. The officers shall consist of the Chairman, Vice Chairman, and Secretary/Treasurer and Parliamentarian.

#### SECTION 3: Committees

There will be the following standing committees whose purpose is to complete the objectives of the Alliance:

1. Education: this committee will direct the workshops and related activities
2. Incentives: this committee will explore cost-share, rebates, discounts, and other financial resources for the conversion of toxic tall fescue to tall fescue with a selected endophyte
3. Regulation: this committee will develop and oversee the quality control efforts
4. Promotion: this committee will function as a liaison with potential revenue sources while promoting efforts of the Alliance.

The Board of Directors may find it necessary to organize ad hoc committees to study specific problems or carry out action phases of the Alliance program as deemed necessary.

Compositions of the committees may include representatives of all classes of the membership.

#### SECTION 4: Operations

The Alliance may contract professional services for purposes of maintaining a current membership record, accounting, mailing or newsletters and other general membership mailings, and other activities designated by the Alliance. Any contractual services must be approved by the Board. The Board may contract such professional services as may be necessary and within the framework of the Alliance budget to carry out specified programs and perform necessary clerical duties of the Alliance.

All funds maintained by the Alliance shall be reviewed by an external auditing service no less frequently than every third fiscal year. The Secretary/Treasurer shall be responsible for securing this service and will provide all appropriate records.

### **ARTICLE V - Election of Officers and Directors**

SECTION 1: Terms for Board of Directors –Agribusiness, University, Non-Profit and Government. Each seat on the Board is held indefinitely as the founding Board Members. The person serving on the Board representing the entity can be replaced by the founding entity at any time with approval of remaining Board members.

#### SECTION 2: Nominations Producers

Producer Board members term shall expire after 2 years with a new producer nominated by the education committee from alumni. They may be re-elected to serve additional terms.

#### SECTION 3: Election of officers

1. Terms of office are two years.
2. Officers ascend from Secretary/Treasurer to Vice Chairman to Chairman.
3. A Secretary/Treasurer is elected every two years or in the event an officer does not complete progression to Chairman.
4. Parliamentarian appointed by Chairman for a 2 year term

#### SECTION 4: Dismissal of Board member

A Board member may be dismissed in the event their product or ongoing practices prove detrimental to the objectives or standards of the Alliance. Failure to attend two consecutive Board meetings for inadequate reason will constitute resignation from the Board. A vote to dismiss a Board member requires responses from all voting Board members with 75% affirmative.

#### SECTION 5: Vacancy

In the case of the retirement, death, resignation, or dismissal of an officer or a Board member, the vacancy shall be filled as outlined above.

### **ARTICLE VI - Duties of Officials**

#### SECTION 1: Board of Directors

The Board of Directors shall be responsible for formulating and executing all policies of the Alliance in accordance with the stated objectives and such other direction as will best serve the interests of the Alliance.

#### SECTION 2: Chairman

The Chairman shall preside at meetings of the Board and be responsible for executive actions in carrying out the policies designated by the Board of Directors or the bylaws. The Chairman may delegate such responsibilities within such limits as may be set by the Board to other officers or committees. Specific duties include drafting agendas for meetings, taking leadership for organization of meetings, being spokesperson for the Alliance, and related activities.

#### SECTION 3: Vice Chairman

The Vice Chairman shall preside at meetings of the Board of Directors in the absence of the Chairman and perform such other duties as may be assigned.

#### SECTION 4: Secretary/Treasurer

The Secretary/Treasurer will be responsible for collections and disbursements of the Alliance. Secretary/Treasurer shall also be responsible for minutes at meetings and maintaining records. Secretary/Treasurer shall maintain attendance record and advise Chairman of member's failure to attend sufficient consecutive meetings. Checks shall be countersigned by officials designated by the Board if potential conflict of interests exists.

#### SECTION 5: Parliamentarian

Ensure Robert's Rules of Order are followed at meetings.

#### SECTION 6: Committee

Each committee shall be responsible for the activity designation, and each shall formulate a program consistent with the Alliance objectives or as instructed by the Board. An annual written report shall be required of the committee and this report shall be incorporated in the report of the annual Board meeting.

### **ARTICLE VII – Meetings**

#### SECTION 1: Board meeting

There shall be a minimum of one official Board meeting per fiscal year and such other meetings of members as determined by the Board of Directors. The Board meeting shall include written reports by officers and committees.

#### SECTION 2: Time

The date, time, and place of the annual Board meeting or other meetings shall be set by the Chairman with consensus of the Board.

#### SECTION 3: Notification

Notices of Board meetings must be announced to Board members at least thirty (30) days in advance of the meeting.

### **ARTICLE VIII - Quorum**

A quorum shall consist for the purposes of all meetings if 75% of the voting Board members are present.

### **ARTICLE IX – Voting**

#### SECTION 1: Board of Directors

At Board meetings, actions shall be authorized by a majority of those present or by valid proxy. The Chairman shall not vote except in case of a tie, in which case the Chairman shall cast a deciding vote.

#### SECTION 2: Committees

At meetings of committees, actions shall be authorized by a majority of those present.

### **ARTICLE X - Amendments**

The bylaws of the Alliance may be amended by the Board of Directors at any meeting of the Board provided thirty (30) days prior notice of their consideration.

### **ARTICLE XI – Dissolution of Alliance**

In the event the Alliance is dissolved, funds contributed and not spent during the current fiscal year shall be returned to each contributing entity pro-rata to their contribution. Any remaining funds beyond those from contributors will be gifted to a non-profit commodity group whose goals are in alignment with those of the Alliance.

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