

Year 2002

MISSOURI RICE RESEARCH & MERCHANDISING COUNCIL

BYLAWS

ARTICLE I

Authority

This organization, its procedures and regulations are established pursuant to Section 275.300 - 370 RSMo (1979) as amended.

ARTICLE II

Name

The name of this organization shall be the Missouri Rice Research and Merchandising Council, hereinafter referred to as "Council". The board of directors of the Missouri Rice Research and Merchandising Council shall hereinafter be referred to as the "board".

ARTICLE III

Purpose

The purpose of this Council is to allocate funds for projects to aid, assist and enhance the rice producing industry of Missouri, and

A. To participate in cooperation with state, regional, national or international activities, groups and organizations whose objectives are that of developing new markets, expanding existing markets and reducing costs of marketing rice and rice products;

B. To participate in and to develop research projects on weed, disease and insect control, improvement of fertilization, varieties and cultural practices, utilization research and research on economies of rice production and marketing; and

C. To furnish current information on research and market development projects to rice producers in the state of Missouri.

## ARTICLE IV

### Location of Office

The principal office of the Council shall be located in the state of Missouri. The Council may have offices at such other place or places as the Council may from time to time designate.

## ARTICLE V

### Membership

Section 1. Active. Any person, firm or corporation or cooperative organization engaged in the production, storing, drying or milling of rice, or any cooperative association of such producers in the territory served by the Council, if found acceptable by the Board of Directors, may acquire active membership in the association by paying a membership fee not to exceed \$.03/bushel of rice marketed and/or by agreeing to comply with requirements of the articles of incorporation, these bylaws, and such other conditions or regulations as may be prescribed by the board of directors.

Section 2. Associate. Associate membership may be acquired by any individual, firm, corporation or organization not eligible for active membership but desirous of making an annual contribution to assist the association in its efforts for the betterment of the rice industry.

Section 3. Honorary. Honorary membership may be bestowed by majority vote of the board of directors upon any individual or organization for the purposes of providing recognition for outstanding service or contribution to the industry.

Section 4. Voting Rights. The voting rights of the members shall be equal, that is, each member shall have only one vote. Associate and honorary members shall have no voting rights.

## ARTICLE VI

### Board

Section 1. Board Members. The corporate powers of this corporation shall be vested in a board of directors to be elected by members of the corporation. A board member may be any active member who is a rice producer, which is defined as anyone who has a share of the rice crop, both growers and landholders. The directors shall be elected for a term of three years in a staggered fashion such that approximately one-third of the board shall be elected annually.

Board members will be elected for the county of their residency. Membership in the board of directors shall be apportioned in relation to the number of acres planted to rice in each major rice producing county, except that in certain areas more than one county may be grouped together as an area to be represented on the basis of total acreage or rice in that area. The board

shall have the power to adjust the apportionment of directors according to acreage each year. The directors shall be as follows:

- Butler & Ripley Counties - Five (5) Directors
- Bolinger, Dunklin, Scott & Stoddard Counties - Four (4) Directors
- New Madrid, Mississippi & Pemiscot Counties - Two (2) Directors

Section 2. Vacancies. If a vacancy shall occur in the office of any director such vacancy may be filled from the county or area involved, to fulfill the unexpired term, by the remaining members of the board.

Section 3. Powers and Duties of the Board. The board shall have the following powers and duties:

- A. To elect a chairman and other such officers as it deems necessary;
- B. To administer, enforce, direct and control provisions of this program as its administrative council;
- C. To annually establish priorities and to prepare and approve a budget consistent with estimated resources and scope of the program;
- D. To formulate and execute assessment procedures and methods of collection;
- E. To procure and evaluate data and information necessary for the proper administration and operation of the program;
- F. To employ personnel and contract for services which are necessary for the proper administration and operation of the program;
- G. To establish accounts in adequately protected financial institutions to receive, hold and disperse program monies;
- H. To authorize the expenditure of funds and contracting of expenditure to conduct proper activities of the program;
- I. To provide for an independent audit to be made and be available to all program participants;
- J. To publish annually, upon completion of and at the same time of the audit, a financial report and make it available to all affected producers upon request;
- K. To take steps to insure that adequate bonds are maintained and to insure adequate protection of funds;

- L. To confer and cooperate with legally constituted authorities of other states;
- M. To accept donations, gifts, and other properties to be used for program purposes;
- N. To receive and investigate or cause to be investigated complaints and violations of this program and to take such action as is necessary within its authority;
- O. To approve and recommend desirable amendments to the program; and
- P. To perform such other duties which may be necessary to the proper operation of the Council.

Section 4. Number. The board shall consist of eleven members, elected herein as provided.

Section 5. In addition to the eleven (11) elected members, the board shall have discretionary powers to appoint honorary members as it shall see fit.

## ARTICLE VII

### Meetings

Section 1. Place of Meeting. Meetings of the board shall be held at a location at the discretion of the board.

Section 2. Meeting Times. Regular meetings shall be held at such times and places as may be fixed by resolution of the board and shall be held at least quarterly. Special meetings of the board for any purpose or purposes may be called upon the request of the chairman or any three (3) board members. Notice of special meetings shall state the purpose of the meeting and shall be mailed to each board member at his address of record at least five (5) days or telephoned at least twenty-four (24) hours prior to the date of the proposed special meeting. Voting by mail may be conducted on issues of an emergency nature. The determination that an emergency exists may be made by the chairman or any three (3) board members.

Section 3. Quorum. A simple majority of the members of the board shall constitute a quorum. A majority of the members in attendance at any meeting in the presence of a quorum, may transact all business for the Council, except for the approval of the budget or for the authorization of expending any funds exceeding the approved budget. Approval of the budget shall require approval by a majority of the duly elected or appointed members of the board. In the absence of a quorum, a minority may adjourn to a later date, but may not transact any business.

Section 4. Compensation. Compensation may be rewarded to board members in accordance with expense that may be incurred as a result of Council business. An expense account sheet shall be submitted for all monies to be recovered by board members.

## ARTICLE VIII

### Officers

Section 1. Officers. The officers of the board shall be a Chairman, Vice Chairman, Secretary-Treasurer and other such officers as the board deems necessary.

Section 2. Election of Officers. The officers of the board shall be elected by and from the members of the board annually at the second quarterly meeting beginning in 1990 and thereafter, following the election to fill expired terms. Election of any officer requires a majority of all the members of the board in attendance, in the presence of a quorum.

Section 3. Tenure of Officers. The term of office of each officer shall be one year. Such officer shall not be eligible to serve for more than two consecutive one-year terms in one office. Each shall hold office until his successor to that office has been duly elected. Any officer may be removed from office with due cause by a majority vote of all members of the board.

Section 4. Duties of Officers.

A. Chairman - The Chairman shall:

1. Preside at all meetings of the Council and the board at which he is present;
2. See that all orders and resolutions of the board and Council are carried into effect, subject, however, to the right of the Council; and
3. Execute all deeds, notes, bonds, mortgages, contracts and other instruments in writing as approved by the board.

B. Vice Chairman - The Vice Chairman shall:

1. Be vested with the powers and shall perform the duties of the chairman during the absence of the chairman in the case of his inability to act; and
2. Perform such other duties and exercise such powers as may from time to time be imposed upon or vested in him by resolution of the board.

C. Secretary-Treasurer - The Secretary-Treasurer shall:

1. Act or designate someone to act as the clerk, or secretary and shall record all of the

- proceedings of each meeting;
2. Have charge of all Council records and correspondence;
  3. Give or cause to be given proper notice of all meetings of the Council and the board as required by the bylaws;
  4. Have responsibility of the Council funds and securities and shall cause to be kept full and accurate accounting of the receipts and disbursements in books belonging to the Council;
  5. Monitor deposit of all money or other valuable effects in the name of the Council in such depositories as the board may designate;
  6. Supervise disbursement of the funds of the Council in the manner and for the purpose ordered by the board, taking proper vouchers for all disbursements;
  7. Render to the Council whenever they may require it, an account of all his transactions as treasurer, and of the financial condition of the Council;
  8. Perform such other duties as the board may from time to time prescribe; and
  9. Submit a financial statement showing receipts and expenditures at quarterly board meetings.

## ARTICLE IX

### Committees

The board shall authorize the appointment of such committees as the board deems necessary. All committees shall report their acts and recommendations to the board.

## ARTICLE X

### Finances

In order to finance this program, a fee of two cents (\$.02) per bushel will be collected on all rice produced in the state of Missouri. Of the two cents (\$.02) per bushel, \$.0135 cents per bushel shall be dispersed to the Missouri Rice Council, and \$.0065 cents per bushel shall be dispersed to the Missouri Rice Research and Merchandising Council.

Section 1. Method of Collection. Collection of the fee will be when rice is placed in government loan or at the point of first sale whether commercial production or seed production. The Missouri Department of Agriculture will act as collection agent and will work closely with rice mills, elevator managers and others in the collection of such fees. The first purchaser shall deduct the full amount of the assessment from the total monies due to the producers and shall

remit all monies to the Missouri Department of Agriculture on a monthly basis, on or before the 15th of the month following the end of each calendar month on forms provided by the Missouri Department of Agriculture.

Section 2. Penalties. If any fee is unpaid on the date on which the fee was due and payable, a penalty of one (1) percent per month shall apply from and after that date until payment plus the penalty is received by the Missouri Department of Agriculture. If, after due notice, any collecting agent defaults in any payment of the fee or penalties thereon, the amount due shall be collected by civil action and the agent adjudged in default shall pay the costs of the action. The statute of limitation period for the institution of suit for collection is one year.

Section 3. Notice to First Purchasers. The Missouri Department of Agriculture shall make and furnish to each first purchaser or government agency such rules, regulations, and procedures established in the provision of this article and of the act to insure the collection of such assessments as shall be due and payable. The Missouri Department of Agriculture shall give reasonable notice to all first purchasers of any changes made in the rules, regulations, procedures, and methods of collection of assessments.

Section 4. Producer Refunds. Any producer may, by the use of forms provided by the Missouri Department of Agriculture, have the fee collected from him be refunded to him, provided such request for refund is accompanied with proof of assessment and is in the office of the Missouri Department of Agriculture within sixty (60) days following the payment of such fee. Forms for refund will be available at the first point of sale.

Section 5. Check Authorization. The Missouri Rice Research & Merchandising Council checks shall be signed by those individuals authorized by the board.

Section 6. Depositing of Funds. Funds should be deposited in a bank or banks approved by the board. Funds may be deposited in an interest-bearing account.

## ARTICLE XI

### Fiscal Year

The Fiscal year shall begin on the first day of August and terminate on the thirty-first day of July each year.

## ARTICLE XII

Section 1. Limitation of Liability of Council Members and Employees. Obligations incurred by the board and any other liabilities or claims against the board shall be enforced only against the assets of the Council in the same manner as if it were a corporation and no liabilities for the debts or actions of the board shall exist against either the State of Missouri or any subdivision or thereof or against any board established pursuant to the sections 275.300-370

RSMo (1979) as amended or the assets thereof or against any member, officer, employee, or agent of the board in his individual capacity. The members of the board, including employees thereof, shall not be held responsible individually in any way whatsoever to any person for errors in judgment, mistakes, or other acts either of commission or omission, as principal, agent, person, or employee except for their own individual acts which result in a violation of any law. No such person or employee shall be held responsible individually for the act or omission of any member of the board. The liability of the members of the board shall be several and not joint and no members shall be liable for the default of any other member.

Section 2. Officers' Bond. The board shall require any officer to furnish bond in such form and in such amount as the board may from time to time require, the cost of such bond to be paid by the Council.

### ARTICLE XIII

#### Dissolution of Council

Upon the dissolution of the Rice Research & Merchandising Council, the Council shall cease to exist after paying or making provision for payment of all liability of the council and expending any remaining funds for the purpose stated in Article III of these bylaws.

### ARTICLE XIV

#### Amendments

The Board of Directors of the Council may repeal or amend these bylaws or any part thereof, or adopt new or additional bylaws by a majority vote of the board in the presence of quorum at any regular or special meeting of the board, provided written notice of proposed changes is provided with the call of the meeting at least three (3) days prior to the meeting.

These Bylaws contain all amendments through February 26, 1998.



**RESOLUTION AMENDING BYLAWS**  
**OF**  
**MISSOURI RICE RESEARCH AND MECHANDISING COUNCIL**

WHEREAS, Article X of the Bylaws of the Missouri Rice Research and Merchandising Council presently provides in Section 4 as follows:

“Section 4. Producer Refunds. Any producer may, by the use of forms provided by the Missouri Department of Agriculture, have the fee collected from him be refunded to him, provided such request for refund is accompanied with proof of assessment and is in the office of the Missouri Department of Agriculture within sixty (60) days following the payment of such fee. Forms for refund will be available at the first point of sale.”

and;

WHEREAS, the foregoing bylaw language was mandated by the provisions of Section 275.360 R.S.Mo. as it existed at the time said bylaws were enacted;

and;

WHEREAS, Section 275.360 R.S.Mo. was amended in 2011 by legislation passed by the General Assembly of the State of Missouri and signed by the Governor exempting rice from the provisions of said section requiring refund of fees collected pursuant to Section 275.300 and 275.370 upon request of any producer or grower;

and;

WHEREAS, the Missouri Rice Research and Merchandising Council believes Section 4 of Article X of the bylaws should be deleted so that the bylaws are consistent with Section 275.360 R.S.Mo. as amended in 2011;

NOW, THEREFORE, be it resolved that Article X of the bylaws of Missouri Rice Research and Merchandising Council shall be amended to delete Section 4 as set forth above in its entirety and to renumber present Section 5 as Section 4 and to renumber Section 6 as Section 5. After this bylaw amendment, Article X shall read as follows:

*(Beginning of Amended Bylaw)*

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**ARTICLE X**  
**(As Amended October \_\_\_\_, 2011 Annual Meeting)**

In order to finance this program, a fee of two cents (\$.02) per bushel will be collected on all rice produced in the state

of Missouri. Of the two cents (\$.02) per bushel, \$.0135 cents per bushel shall be dispersed to the Missouri Rice Council for Market Development, and \$.0065 cents per bushel shall be dispersed to the Missouri Rice Research and Merchandising Council.

Section 1. Method of Collection. Collection of the fee will be when rice is placed in government loan or at the point of first sale whether commercial production or seed production. The Missouri Department of Agriculture will act as collection agent and will work closely with rice mills, elevator managers and others in the collection of such fees. The first purchaser shall deduct the full amount of the assessment from the total monies due to the producers and shall remit all monies to the Missouri Department of Agriculture on a monthly basis, on or before the 15th of the month following the end of each calendar month on forms provided by the Missouri Department of Agriculture.

Section 2. Penalties. If any fee is unpaid on the date on which the fee was due and payable, a penalty of one (1) percent per month shall apply from and after that date until payment plus the penalty is received by the Missouri Department of Agriculture. If, after due notice, any collecting agent defaults in any payment of the fee or penalties thereon, the amount due shall be collected by civil action and the agent adjudged in default shall pay the costs of the action. The statute of limitation period for the institution of suit for collection is one year.

Section 3. Notice to First Purchasers. The Missouri Department of Agriculture shall make and furnish to each first purchaser or government agency such rules, regulations, and procedures established in the provision of this article and of the act to insure the collection of such assessments as shall be due and payable. The Missouri Department of Agriculture shall give reasonable notice to all first purchasers of any changes made in the rules, regulations, procedures, and methods of collection of assessments.

Section 4. Check Authorization. The Missouri Rice Research and Merchandising Council checks shall be signed by those individuals authorized by the Board.

Section 5. Depositing of Funds. Funds should be deposited in a bank or banks approved by the Board. Funds may be deposited in an interest-bearing account.

*(End of Amended Bylaw)*

The foregoing resolution amending the bylaws of Missouri Rice Research and Merchandising Council is approved and enacted this \_\_\_\_\_ day of October, 2011.

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Secretary