



January 20, 2012

Dear Members,

In accordance with the Michigan Corn Growers Association (MCGA) bylaws, this notice for consideration of proposed revisions to the MCGA bylaws is provided to members of the MCGA in advance of our annual meeting on Tuesday, February 7, 2012.

The MCGA board of directors recommends the changes outlined on the enclosed copy of the bylaws. The changes in the bylaws reflect changes in the organization in order for us to better serve the industry. All additions and changes to the bylaws have been underlined, while anything deleted from the bylaws are noted on the right side of the margin.

If you would like to be part of the discussion pertaining to the bylaw revisions, please reserve your spot for the Annual Meeting. The MCGA will hold our 2012 Annual Meeting on Tuesday, February 7, at Thomas M. Cooley Law School in downtown Lansing. Registration, including a full breakfast, will begin at 9:00 a.m. with the program to follow at 9:30 a.m.

Registration is required and must be submitted to the MCGA office by January 27. MCGA members may attend the Annual Meeting free of charge. Registration can be completed on our website at www.micorn.org, or by contacting the Michigan Corn office at 1-888-323-6601.

If you have any questions pertaining to the bylaw changes, please feel free to contact the Michigan Corn office at the number above. We look forward to seeing you in February!

Sincerely,

Jeff Sandborn
MCGA President

BY-LAWS
of
MICHIGAN CORN GROWERS ASSOCIATION

ARTICLE I

Name

The name by which this corporation/association (hereinafter referred to as association) shall be known in law is:
Michigan Corn Growers Association

ARTICLE II

Purpose

This association is organized to promote and enhance the viability of the Michigan corn industry from producer to consumer. The focus of this association is on education and corn-friendly policy development that enables and enhances the economic viability of corn production in Michigan. To aid the association in this work, partnerships and joint activities that focus on broadening and developing new and value-added uses of corn are also utilized. This association is a non-profit organization.

ARTICLE III

Membership

Section 1. Membership Classes. This association shall have three classes of members: “Regular”, “Associate”, and “Student”.

Section 2. Regular Membership Qualifications. Any person, partnership, or other entity, who as the owner, lessee, or tenant that derives a portion of its income from the production of corn, and supports the purposes for which this association has been formed, shall be eligible for “Regular” membership in this association.

Section 3. Associate Membership Qualifications. Any person or entity that does not qualify as a regular member and is interested in and supports the purposes for which this association has been formed, may be eligible for “Associate” membership in this association.

Section 4. Student Membership Qualifications. Any person or entity enrolled as a full-time student is eligible for “Student” membership in this association, upon approval of the membership application. A student membership shall be considered as a one-year membership only.

Section 5. Term of Membership. The term of membership of any member of this association shall continue only during the term for which its membership fee is fully paid.

Section 6. Obligations of Membership. All members of this association shall be bound by the provisions of these by-laws and the policies adopted by this association.

Section 7. Expulsion and Cancellation. Any member may be expelled from this association, and its membership cancelled for flagrant and persistent violation of the by-laws or the rules and regulations of this association, or for engaging in any course of conduct hostile to this association and the purposes for which it

Deleted: , upon approval of the membership application of such applicant by the board of directors

Deleted: in an accredited agricultural program and who is a member in good standing of an affiliated State Association or a direct member of NCGA from an unaffiliated state

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was formed. Ten (10) days written notice must be given such member, requesting the member to appear before the board of directors, and to answer to charges upon which the claim for expulsion is based. If, after the hearing, the board of directors finds that the charges are true, they may expel the member from membership in the association, or suspend the member's voting rights herein for such time as the board of directors may determine. Upon expulsion, all interest of the expelled member in this association and its property and business, shall cease.

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Section 8. Reinstatement. In the event that a member of this association having once been expelled, as herein provided, shall rectify the situation upon which his expulsion was based to the satisfaction of the board of directors, the said board of directors shall have authority to determine the manner and means by which such member may be reinstated in this association.

ARTICLE IV

Membership Meetings

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Section 1. Annual Meeting. The annual meeting of the members of this association shall be held at such place as shall be determined by the board of directors, and on a date and time set by the board of directors. A written notice of the date, time and place of the annual meeting shall be distributed, not less than thirty (30) days nor more than sixty (60) days prior to the date of said meeting, to the address of each Regular and Associate member as the same appears on the books of this association.

Section 2. Special Meetings. Special meetings of the members of this association may be called at any time by the president, or whenever at least ten percent (10%) of the Regular members or a majority of the directors shall, request in writing. A notice of the date, time, and place of such special meeting shall be distributed, not less than ten (10) days prior to the date of said meeting, to the address of each Regular member as the same appears on the books of this association. Such notice shall state the nature of the business to be transacted at the meeting.

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Section 3. Quorum. A quorum for the transaction of business at meetings of the members of this association shall consist of fifty (50) Regular members present in person. If a quorum is not present at any annual or special meeting of members, a majority of the members present may adjourn the meeting to another time.

Section 4. Voting. Only Regular members of this association shall have voting rights. Each Regular member of this corporation shall have one (1) vote on all questions or issues coming before any regular or special meeting of the members of this association. Each Associate and Student member is entitled to receive all literature and periodicals of this association, but does not have voting rights.

Section 5. Election Inspectors. During any meeting of the members of this association, the president may appoint three (3) inspectors of the election. The inspectors shall receive and count all the ballots; shall determine the regularity of the ballots; shall determine any controversy concerning the right of any member to vote; shall determine the validity of the proceedings; shall determine the validity of the votes cast by proxy; and shall report the results of the tabulation of ballots to the meeting of the members.

Section 6. Removal of Directors and Officers. The Regular members from a district of this association, by majority vote, shall have the power at any meeting of such members, duly called for that purpose, to remove their district's director and to elect a successor; provided, however, that a complaint against such director shall first be filed with the secretary of this association. A copy of the complaint shall be served upon the director five (5) business days prior to the meeting at which the removal is to be considered by such members. The director against whom a complaint is filed shall be given an opportunity to appear before the meeting and to offer evidence, and to be heard on said complaint. If a director is removed by the vote of the members, the vacancy so occurring may not be filled by the remaining directors, but the vacancy so occurring may only be filled by the

vote of the members from that district. A director elected by vote of the members to fill a vacancy shall hold office for the unexpired term of their predecessor.

Section 7. Rules. All meetings of the members of this association shall be governed by Robert's Rules of Order and at any meeting the board may vote to suspend the rules.

ARTICLE V

County or Regional Chapters

Section 1. Application. To establish a county or regional chapter, five (5) or more regular voting members or ten percent (10%) of the county or region's established membership, whichever is more, must organize a membership meeting, elect a board of directors, and prepare a set of chapter bylaws to submit to the MCGA Board of Directors for approval.

Section 2. Membership. Only association members in good standing may be county or regional chapter members. All members residing or working within the boundaries of the county or region may voluntarily assign themselves to that chapter. However, a member may request a specific chapter affiliation where more than one chapter is in bounds. A member may be associated with only one county or regional chapter at a time.

Section 3. Association Contact. The association maintains contact with all chapters by assisting, as needed, through the district director; providing names and other information of members located in the chapter's boundaries; and sending news of association activities to the chapters. A chapter maintains contact with the association by advising the district director of the names of newly elected officers; furnishing progress information on a quarterly basis and an annual activity report to the district director; and verifying association membership status of potential members.

Section 4. Constraints. A chapter must operate under local rules and procedures consistent with the governing bylaws, and operational policies and procedures of the MCGA and the chapter. Any variation from the governing documents must be approved through the association and Board of Directors prior to adoption; take responsibility for ensuring county chapter members are first MCGA members; not use the association name without the county chapter designation.

Section 5. Withholding Funds. If a county or regional chapter persists in actions that are not in the best interests of the association, the Board of Directors may by a two thirds vote take any action it deems proper, including disaffiliation of the chapter. Such action may be appealed to the Board and, after reconfirmation of the Board's action, the annual business meeting of the association.

Section 6. Dissolution. The Board of Directors may by a two-thirds vote dissolve a chapter when it is satisfied that the chapter is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of the association. Chapter dissolution does not affect association membership status of the members assigned to such a chapter. Members of a dissolved chapter shall be assigned unaffiliated status or reassigned to another chapter if such exists in the general region and if they so choose. Upon dissolution, residual chapter funds shall revert to the association treasury, and use of the MCGA name as a chapter shall cease.

ARTICLE VI

Board of Directors

Section 1. General Powers. All the corporate capacity of this association shall be vested in and all of its corporate powers shall be exercised by a board of directors to be elected as herein after provided. The property and lawful business of this association shall be held and managed by said board of directors.

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Section 2. Number and Qualifications. The eleced board of directors of this corporation shall be comprised of sixteen (16) directors who shall be elected by and from the Regular members of this corporation. Such sixteen (16) member board shall be constituted as follows: Thirteen (13) directors elected from and representing the districts, three (3) directors elected at large, and the county chapter presidents. A majority of the directors may not come from any one district.

Section 3. Eligibility. Any active regular member of the association is eligible to serve as an officer of the association.

Section 4. Recognized County Corn Grower Association. The recognized county corn grower association elected presidents are considered as having voting rights until ten (10) county chapters have been established. After ten (10) county chapters have been established, county presidents will nominate one representative per district to vote on their behalf. No district shall control by majority the association board.

Section 5. Term of Office. All directors of this corporation shall hold office for a term of three (3) years or until their successors are elected and qualified. Directors elected at the annual meeting shall take office at the close of the meeting in which they are elected.

Section 6. Tenure. A director may serve three full, consecutive terms within the same district. That director may not be re-elected until after a period of one term of office (3 years) has passed. If a director is serving on the executive committee at the conclusion of three full, consecutive terms, that director shall serve an unexpired term for the remainder of their executive committee run.

Section 7. Election of Directors. Directors shall be elected by ballot, except as otherwise hereinafter provided for the filling of vacancies, and shall be chosen by a majority vote of Regular members from their district of this association who are present in person at the annual meeting of the members of this association.

Section 8. Nomination of Directors Representing Districts. Each District which has a directorship up for election shall elect previous to or in conjunction with the annual meeting of this association, a director for the board of directors of this association.

Section 9. Directors by Districts.

District #1. One director. Counties of Mason, Lake, Osceola, Clare, Gladwin, Bay, Arenac and north including the Upper Peninsula.

District #2. One director. Counties of Midland, Gratiot, Isabella, Mecosta, Montcalm, Newaygo, Oceana, Muskegon, Kent and Ottawa.

District #3. Two directors. Counties of Saginaw, Tuscola, Huron and Sanilac.

District #4. Two directors. Counties of Ionia, Clinton, Ingham, Shiawassee, Eaton and Barry.

District #5. One director. Counties of Genesee, Lapeer, St. Clair, Macomb, Oakland, Wayne and Livingston.

District #6. Two directors. Counties of Allegan, Van Buren, Kalamazoo, Cass and Berrien.

District #7. Two directors. Counties of Calhoun, Jackson, Branch, Hillsdale and St. Joseph.

District #8. Two directors. Counties of Lenawee, Monroe and Washtenaw.

Section 10. Nomination of Directors at Large. After the election of the directors representing districts, nominations of candidates for the position of director at large will be accepted from the floor.

Section 11. Regular Meetings. The board of directors shall decide upon the time and place for the holding of regular meetings of the board of directors.

Section 12. Special Meetings. Special meetings of the board of directors of this association may be called by the president at any time and shall be called by the secretary upon receipt of the written request of three (3) directors. The officer calling a special meeting shall set the time and place of such meeting.

Section 13. Notice of Special Meetings. A notice of the date, time, and place of a special meeting shall be distributed not less than five (5) days prior to the date of such meeting, to the address of each director as the same appears on the books of the association. Such notice shall state the nature of the business to be transacted at the meeting.

Section 14. Quorum. A quorum shall consist of at least five (5) elected board members and a total of nine (9) voting members of this board for the transaction of business at any meeting of the board of directors, but a lesser number may adjourn a meeting to another time.

Section 15. Duties. Members of the board of directors shall attend scheduled board meetings and communicate with the corn office if unable to attend scheduled meetings at least one day prior to the meeting. The board of directors shall execute and carry out the policies of this association; shall be empowered to manage the affairs of this association; shall be empowered to authorize the borrowing of money and the issuance of promissory notes, bonds, or other evidences of indebtedness of this association for the repayment of borrowed money, with interest; shall be empowered to authorize the execution of mortgages on real or personal property of this association, as security for the payment of its debts and other lawful commitments, whenever, in the judgment of the board of directors, the general interest of this association may require the doing thereof. The board of directors shall designate the depositories for the funds of this association. The board of directors shall appoint and employ such agents and employees as may be necessary in the proper conduct of the business and affairs of this association.

Section 16. Executive Committee. The executive committee consists of the president, vice president, treasurer, secretary, and chair and shall have power to perform and exercise the duties conferred by law upon the board of directors. The executive committee shall keep a written record of its acts and proceedings and shall report the same to the board of directors at its next meetings. Three members of the executive committee shall constitute a quorum for the transaction of business. The actions of the executive committee shall be subject to the approval of the board of directors. Officers are allowed the option to serve a second single-year term at the approval of the board of directors.

Section 17. Other Committees. The board of directors is authorized and empowered to appoint, from time to time, such other committees as may be necessary in the proper conduct of the business and affairs of this association. The board of directors shall determine the membership on such committees and the duties and the authority of such committees. Such committees shall only have that authority which is expressly conferred upon them by the board of directors.

Section 18. Vacancies. Vacancies occurring on the board of directors shall be filled by appointment by the remaining directors, and a director so appointed shall hold office until the next annual meeting. If a director is removed by the vote of the members, the vacancy so occurring may not be filled by the remaining directors, but the vacancy so occurring may only be filled by the vote of the members of that district. A director elected by vote of the members to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 19. Removal. Any director may be removed by the board of directors whenever, in the judgment of the board: (a) the director has been absent without excuse from three consecutive meetings of the board of

directors or, (b) such removal would be in the best interest of this association. Such removal must be approved by a majority of the board of directors.

Section 20. Resignation. Any director may resign from the board of directors of this association by submitting a written resignation, stating the reason therefore, to the president of this association.

Section 21. Indemnification of Directors and Officers.

(a) This association shall indemnify each director and officer, whether or not then serving in such capacity, and his executor, administrator, and heirs, who was or is a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action or suit by or in the right of this association) by reason of the fact that they are or were a director or officer of the association, against all expenses (including attorneys' fees), judgments, fines, and settlement amounts actually and reasonably incurred in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the association or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

(b) This association shall indemnify each director and officer, whether or not then serving in such capacity, and their executor, administrator, and heirs, who was or is party to any action or suit by or in the right of this association to procure a judgment in its favor by reason of the fact that he/she is or was a director or officer of this association, against all expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of this association, or its members and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to this association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

Section 22. Ex-Officio Members. Representatives without vote.

(a) Corn Marketing Program of Michigan President. The president of the Corn Marketing Program of Michigan, or their designee, will be appointed to the board.

(b) Industry Representatives. Industry may have representatives appointed by the board.

(c) MSU Representative. A representative may be recommended by the Dean of the College of Agriculture and Natural Resources at Michigan State University and approved by the Board.

(d) MDARD Representative. A representative may be recommended by the Director of the Michigan Department of Agriculture and Rural Development and approved by the Board.

(e) Collegiate Corn Representative. A representative from the Collegiate Corn program as appointed by their peers and approved by the Board.

(f) NCGA Appointments. Anyone serving on the NCGA Corn Board or an NCGA Action Team as approved by the Board.

(g) Others. As needed, others may be added with Board approval.

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ARTICLE VII

Officers

Section 1. Election. The re-organization of the Board of Directors shall take place at the first business meeting following the annual meeting.

(a) The officers of this association shall consist of a president, vice-president, secretary, treasurer, and chair. The officers shall be elected by the board of directors from its own membership, and all officers of this association shall serve for a term of one (1) year or until their successors are duly elected and qualified.

Section 2. President. The president shall preside at all meetings of the members and at all meetings of the board of directors. He/she shall be an ex-officio member of all regular and special committees appointed by the board of directors. He/she shall sign on behalf of this association, deeds, contracts, or other instruments authorized to be executed by this corporation. He/she shall call special meetings of the members or directors when deemed necessary or proper. He/she shall do and perform all acts and duties, which are usual or incident to the office of president of an association, and such other acts and duties which may be required by the board of directors.

Section 3. Vice President. The vice-president, during the absence or disability of the president, shall perform and discharge the duties of the president, and such other acts and duties which may be required by the board of directors.

Section 4. Secretary. The secretary shall be responsible for ensuring a complete record of the proceedings of all meetings of the members and of all meetings of the board of directors shall be kept at the Corn Office. A record of all members of this corporation and their addresses must also be maintained. All notices required by law and these by-laws as directed by the president and board of directors will be distributed through the Corn Office.

Section 5. Treasurer. The treasurer shall be responsible for ensuring a complete record of all funds and securities belonging to this association are kept at the Corn Office. He/she shall review all financial records to ensure that all funds of this association have been accounted for as designated by the board. The treasurer in conjunction with staff shall present an annual financial statement showing all income and expenses and all assets and liabilities of this association to the annual meeting of the members. All other acts and duties, which are usual or incident to the office of treasurer of an association, and such other acts and duties, which may be required by the board of directors, shall also be carried out.

Section 6. Chair. The chair shall serve in an advisory capacity to the executive committee and to the board of directors. He/She will serve for the duration of one year succeeding their term as president. The chair will have voting rights on the board.

Section 7. Vacancies. Vacancies occurring in any of the offices of this association shall be filled by the board of directors for the unexpired terms of such officers.

Section 8. Removal. Any officer or agent of this corporation may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the voting board of directors.

ARTICLE VIII

Fiscal Year

The fiscal year of this corporation shall begin each year on the first day of October and end on the last day of the next succeeding September.

ARTICLE IX

Finance

Section 1. Annual Membership Fees. Set by the board.

Section 2. Payment of Membership Fees. All membership fees are due and payable on the anniversary date of the membership.

Section 3. Audit. There shall be an annual audit made of the books, records, and accounts of the Michigan Corn Growers Association or at any other time the board of directors may determine. Such audit shall be made by such person, firm, or corporation as the board of directors may designate. The audit report shall be on file in the office of this association and shall be available for inspection at all reasonable times by any Regular member of this association who is, at the time of the inspection, in good standing as such member.

Section 4. Disbursements.

(a) Disbursements of all monies and funds of this corporation shall be made only upon order or under the authority of the board of directors, for such purposes as they may designate, provided that no distribution of the property of this corporation shall be made until all debts and obligations have been paid.

(b) No distribution of the assets and property of this corporation shall be made until the same shall have been approved by a majority vote of the members, nor unless and until this corporation shall be dissolved and its affairs wound up in a manner provided by law. This corporation shall have authority, while acting in the capacity of an agent, to receive and distribute funds.

(c) Upon dissolution of this association and the resolution of its affairs, after all liabilities are resolved, the net remaining assets and property shall be distributed to the Corn Marketing Program of Michigan, a non-profit organization.

ARTICLE X

Amendments

These by-laws may be amended or repealed and new by-laws adopted by sixty six percent (66%) of the voting board of directors of this association or by a majority of the Regular members of this association present at any meeting of the members of this association, provided that written notice of the intent to amend the by-laws with a copy of the by-law changes has been distributed, not less than ten (10) days prior to the date of such meeting, to the address of each Regular member as the same appears on the books of this association.