

**SOUTHWESTERN FERTILIZER CONFERENCE, INC.**  
**BYLAWS**  
**(Proposed Amendments - July 21, 2021, in San Antonio, Texas)**

**ARTICLE I: NAME AND LOCATION**

Section 1. The name of the organization shall be the Southwestern Fertilizer Conference, Inc., a non-profit 501(c)(6) corporation, incorporated in Austin, Texas and herein after referred to as the Conference.

Section 2. Offices of the Conference shall be located in Austin, Texas and/or in such other localities as may be determined by the Executive Committee.

**ARTICLE II: PURPOSE**

The purposes of the Southwestern Fertilizer Conference shall be: (Excerpted from the Articles of Incorporation)

- a) To promote the business interests of the fertilizer industry ~~in the Southwest;~~
- b) To foster pertinent area education and research through all universities and colleges ~~throughout the Southwest;~~
- c) To promote efficiency in ~~Southwestern~~ agriculture through dissemination of facts and information to members of the Conference, as well as the public at large;
- d) To create a better understanding of the fertilizer industry, including its contributions to the general welfare of ~~all the Southwest;~~
- e) To establish an annual meeting where new information on techniques, procedures and products can be shared;
- f) Only such powers which are consistent with exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE III: APPLICATION FOR MEMBERSHIP**

Section 1. All applications for conference registration or membership in the Southwestern Fertilizer Conference shall be submitted ~~upon a printed form~~, as prepared in the manner approved by the Executive Committee. Such form shall provide for full and complete information regarding the applicant's business and shall state:

- a) The nature of the applicant's organization ~~whether individual, partnership, corporation, or corporate division;~~
- b) The location of the principal place of business of the applicant;
- c) The location, or locations, of applicant ~~within the Southwest;~~
- d) The nature of the applicant's business as applied to the Southwestern Fertilizer Conference.

Section 2. The Executive Committee shall have the authority to promulgate the procedure under which applicant may be received for conference registration or membership. Conference registration or Membership shall be approved or rejected and maintained or terminated on the basis of qualifications and activities of the member.

**ARTICLE IV: MEMBERSHIP**

Individuals actively engaged in any of the various phases of the fertilizer industry, who are willing to adhere to the purposes of the fertilizer industry, who are willing to adhere to the purposes of the Conference and comply with all of the provisions of the bylaws and ethics of the Conference, shall be eligible for conference registration or membership in the Southwestern Fertilizer Conference.

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**ARTICLE V: DUES**

Section 1. ~~Conference registration fees or D~~ues for membership shall be established by the Executive Committee, which shall be paid to the ~~Secretary/Treasurer-~~ corporation by all members. The membership year is July 1 to June 30 of each year. ~~Conference registrations or D~~ues shall be payable at, or prior to, the annual meeting ~~for of the~~ membership of the following year. ~~An updated contact data form-membership application~~ is required with each annual dues payment ~~or conference registration~~.

~~Section 2. No dues shall be refunded to any member whose membership terminates for any reason.~~

**ARTICLE VI: RESIGNATIONS & EXPULSIONS**

Section 1. Any member may resign by filing a written resignation with the Executive Committee, but such resignation shall not relieve the obligation to pay any dues, or other charges accrued and unpaid.

Section 2. Members of any classification may be removed from membership by the Executive Committee, for cause, by a two-thirds (2/3) vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against ~~him~~-them and has been given reasonable opportunity for defense. Such member, if removed, may appeal from the decision of the Committee to the annual meeting of the Conference providing that notice of intent to appeal is provided to the Executive Committee at least ten (10) days prior to the meeting.

Section 3. Any former members (either resigned or expelled) desiring reinstatement, must make application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon condition of payment of all amounts of past due obligations (if any) to the Conference.

**ARTICLE VII: MEETINGS OF MEMBERS AND VOTING**

Section 1. The annual meeting of the Conference shall be held at such place and on such dates as may be determined by the Executive Committee.

Section 2. Special meetings of the Conference may be called by the Executive Committee at any time, or shall be called by the ~~Chairman~~Chair, within thirty (30) days after a written request by twenty-five (25) regular members has been filed with the Executive Committee. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Written notice of any meeting of the Conference shall be ~~mailed-sent~~ to the last known address of each member not less than fifteen (15) days nor more than ~~ninety (90)-one hundred twenty (120)~~ days before the date of the meeting.

Section 4. At any annual meeting or special meeting of the members, a quorum shall consist of ~~the members in attendance at the annual business meeting or called special meeting twenty percent (20%) of those active members-registered for said meeting.~~

Section 5. The Executive Committee may cancel any annual or special meeting for cause. In the event of cancellation of the annual meeting, the Executive Committee shall ~~mail send~~, to the membership, the written report of the nominating committee, allowing fifteen (15) days for the filing of additional nominations endorsed by any ten (10) members, in writing. Thereafter, a mail ballot of active members shall be conducted to elect officers.

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**ARTICLE VIII: OFFICER ELECTION PROCEDURE**

Executive Committee - At the annual meeting, the Nominating Committee shall present to the members present, nominations to fill vacancies on the Executive Committee. At this time, nominations may be received from the floor and officers shall be elected by a majority vote of the members present.

**ARTICLE IX: EXECUTIVE COMMITTEE**

Section 1. The governing body of the Conference shall be the Executive Committee and shall consist of members in good standing. The Executive Committee shall have the supervision, control and direction on the affairs of the Conference; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, delegate certain of its authority and responsibilities to the officers.

Section 2. The Executive Committee shall consist of the Executive Committee ~~Chairman~~Chair, ~~General Conference Chair~~, ~~Immediate Past Executive Committee Chair~~ ~~Vice-Chairman~~, ~~Program Committee Chair~~, - Treasurer, two (2) members of the Finance Committee, ~~General Conference Chairman, and the previous four (4)-year's active Conference Chairmen (if not active, then the members are selected from the immediately preceding chairmen until all four positions are filled) and three (3) At-Large Members.~~ The Executive Director shall serve on the Executive Committee only as an ex-officio, non-voting member. The Executive Committee shall be elected from the voting membership in accordance with the provisions of Article VIII of these bylaws.

Section 3. The Executive Committee shall establish the areas to be represented by the Conference. ~~The states represented by the Conference are: Texas, Oklahoma, Louisiana, and Arkansas.~~

Section 4. The Executive Committee shall have the management responsibilities of the Conference, and shall act upon such matters as may arise.

Section 5. The Committee shall audit, or cause to be audited each year or as often as necessary, the books, records, and accounts of the Conference.

Section 6. The Committee shall maintain a current registration fee or dues scale for all classes of members adequate to support the activities of the Conference.

Section 7. Vacancies in the membership of the Executive Committee shall be filled upon a majority vote by the remaining members of the Executive Committee.

Section 8. Meetings of the Executive Committee may be called by the ~~Chairman~~Chair and held at such times and places specified by the ~~Chairman~~Chair. Any four (4) Committee Members, by written request to the ~~Chairman~~Chair, may call a meeting of the Executive Committee to be held at the city in which the principal office and place of business of the Conference is located. All members of the Committee shall be notified of the place, date, and purpose of every Committee meeting by first class mail at least ten (10) days prior thereto. One-third of the members of the Executive Committee constitute a quorum for the transaction of the business for said Executive Committee.

Section 9. Any elected Committee ~~Chairman~~Chair or Officer who shall have been absent from two (2) consecutive regular meetings of the Executive Committee during a single administrative year shall automatically vacate the seat on the Executive Committee and the vacancy shall be filled as provided by these bylaws. However, the Executive Committee shall consider each absence of an elected Committee ~~Chairman~~Chair or Officer as separate circumstances and may expressly waive such absence by affirmative vote of a majority of its members.

Section 10. Committee Chairmen and elected Officers shall not receive any compensation for their services.

Section 11. Officers

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Executive Committee ~~Chairman~~Chair . The ~~Chairman~~Chair of the Executive Committee shall preside at all meetings of the ~~Conference, and its~~ Executive Committee and the Annual Business Meeting. The Executive Committee ~~Chairman~~Chair must call at least one meeting of the members of the Conference per year and shall provide notice in writing at least thirty (30) days prior to said meeting. He shall appoint all special committees unless otherwise ordered by the meeting over which he is presiding. He shall make an annual report to the Conference showing the general conditions of the Conference as he may deem proper. He shall decide all points of order raised and have the supervisory power under the rules of the Conference. ~~He shall also serve as an ex-officio member, with right to vote, on all committees.~~

General Conference ~~Chairman~~Chair. The General Conference ~~Chairman~~Chair shall perform such responsibilities as directed by the Executive Committee ~~Chairman~~Chair. ~~In the absence or disability of the Executive Committee Chairman, the General Chairman shall act in his stead.~~

Secretary/Treasurer. The ~~Secretary~~/Treasurer shall oversee the Conference's funds and records; the collection of member dues and/or assessments; the establishment of proper accounting procedures for the handling of the Conference funds; the performance of an annual audit by a certified public accountant; and further, shall report on the financial condition of the Conference at all meetings of the Executive Committee. The ~~Secretary~~/Treasurer may assign to the Executive Director shall also oversee the proper recording of proceedings of meetings of the Conference and the Executive Committee, and shall ensure that accurate records are kept of all members. ~~Such duties as specified by the Executive Committee may be delegated to the General Chairman.~~

Finance Committee Members. The two members of the Finance Committee serve on the Executive Committee. Each of the Finance Committee Members shall perform responsibilities as directed by the Treasurer on behalf of the organization.

Immediate Past Executive Committee Chair. The Immediate Past Executive Committee Chair shall perform such responsibilities as directed by the Executive Committee Chair. The Immediate Past Executive Committee Chair serves as the Chair of the Nominating Committee during their term. In the absence or disability of the Executive Committee Chair, the General Chair shall act in their stead.

At Large Members.

Three (3) members shall serve as At Large Members for alternating three year terms each. The Nominating Committee may offer for re-election At Large Members for a maximum of two terms. These members shall perform such responsibilities as directed by the Executive Committee Chair.

Section 12. ~~Such duties of the Secretary/Treasurer, as may be specified by the Executive Committee, may be delegated to a Executive Director or member of his staff.~~ The Executive Committee Chair may assign to the Executive Director any duties of each member of the Executive Committee as specified by the Executive Committee.

Section 13. A quorum to transact business for the Conference, of the Officers shall consist of one-half (1/2) of the members of the committee.

Section 14. A conference telephone call by quorum of the Officers shall be considered a valid meeting to conduct business, if deemed necessary by the General ~~Chairman~~Chair.

Section 15. Every Officer, Committee ~~Chairman~~Chair, employee of the Conference and others such as specified from time to time by the Executive Committee, shall be indemnified by the Conference against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Committee ~~Chairman~~Chair, officer or employee of the Conference, or any settlement thereof, whether the person is a Committee ~~Chairman~~Chair, officer or employee at such times the expenses are incurred, except in cases wherein the Committee ~~Chairman~~Chair, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

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**ARTICLE XI: EXECUTIVE AND STAFF**

Section 1. If desired, the Executive Committee shall be empowered to employ a salaried staff head who shall have the title of Executive Director or a corporation which will designate an Executive Director, and whose terms and conditions of employment shall be specified by the Executive Committee.

Section 2. The Executive Director or corporation shall be responsible for all management functions. He shall manage and direct all activities of the Conference prescribed by the Executive Committee and shall be responsible to the board. He shall employ and may terminate the employment of members of staff necessary to carry on the work of the organization and fix their compensation. As Executive Director, he shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in ~~his~~ their judgment, be in the best interest of the Conference.

Section 3. The Executive Director shall serve, without the right to vote, as an ex-officio member of the Executive Committee and in the official capacity as Secretary of the organization for business matters.

Section 4. The Conference may retain a general counsel for consultation in connection with activities and problems of the Conference. Terms and conditions of employment shall be specified by the Executive Committee.

**ARTICLE XII: FINANCE**

Section 1. The fiscal period of the Conference shall be prescribed by the Finance Committee with the approval of the Executive Committee.

Section 2. Trust or surety bonds shall be furnished by the Managing Director and such other officers or employees of the Conference as the Committee shall direct, if desired. The amount of such bonds shall be determined by the Committee and the cost paid by the Conference.

Section 3. With recommendations of the Finance Committee, the Executive Committee shall adopt, in advance of the next fiscal period, an annual operating budget covering all activities of the Conference.

Section 4. At the end of each fiscal year, the ~~Secretary~~/Treasurer, with the assistance of the Executive Director, shall prepare an annual report which will reflect the financial activities of the Conference during the year.

Section 5.

- a) No appropriations or expenditures of the Conference's funds shall be made except by the approval of ~~the membership or the~~ Executive Committee. No Officer, Committee ~~Chairman~~Chair or employee of the Conference shall contract any obligation or incur any debt on behalf of the Conference or in any way render it liable, unless authorized by a vote of the Executive Committee or of the membership, or as the bylaws prescribe.
- b) The Officers and certain Committee ~~Chairman~~Chair or individuals may be reimbursed for expenses when on official business for the Conference. Terms and conditions for such reimbursements are to be specified by the Executive Committee.

**ARTICLE XIII: AMENDMENTS**

These bylaws may be amended or new bylaws adopted at any regular or special meeting by a vote of two-thirds (2/3) of the members present provided notice of proposed changes be inserted in the notification to the membership not less than thirty (30) days prior to such meeting and, provided further that such proposed changes be submitted to the Executive Committee for its recommendations to the membership prior to such meeting.

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**ARTICLE XIV: RULES OF ORDER**

The meetings and proceedings of the Conference shall be regulated and controlled according to “Robert’s Rules of Order (Revised)” for parliamentary procedure, except as may otherwise be provided by these bylaws or any special rules the Conference may adopt.

**ARTICLE XV: DISSOLUTION**

Section 1. The Conference shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to the members of the Conference.

Section 2. On dissolution of the Conference, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Executive Committee.

**ARTICLE XVI: POLICIES**

The Southwestern Fertilizer Conference shall adopt and maintain policies to address conflicts of interest, anti-trust compliance, “whistle-blower”, and investments. All should be kept as part of an association Policy and Procedures Manual regularly available to all members and distributed to all members of the Executive Committee for reference.