

**BY-LAWS OF THE
SOUTH DAKOTA NUTRIENT RESEARCH AND EDUCATION COUNCIL**

Article I. Name

Section 1.0 The name of the Council is the South Dakota Nutrient Research and Education Council.

Article II. Organization of the Council

Section 2.0 Membership. The Council consists of fourteen (14) members and includes Voting and Non-Voting Members.

Section 2.1 Voting Members. The Council shall consist of nine (9) voting members, including three (3) representing the fertilizer industry, two (2) representing grower organizations, one (1) representing the state's largest commodity organization, one (1) representing the specialty fertilizer industry, one (1) representing the certified agronomy association, and one (1) farmer member of the State Conservation Commission.

Section 2.2 Non-Voting Members. The Council shall also include five nonvoting members: two representing environmental organizations, one representing the director of the South Dakota Agricultural Experiment Station, one representing the secretary of the Department of Agriculture, and one representing the secretary of the Department of Environment and Natural Resources.

Section 2.3. Appointment. The certified agronomy association and any association or organization representing the fertilizer industry, growers, and the environment may submit nominations to the Secretary of the South Dakota Department of Agriculture for their respective members. The Secretary shall select from these nominations members of the Council.

Section 2.4 Compensation. Members of the council may receive no compensation, but members may be reimbursed for travel and subsistence expense in accordance with rules promulgated by the State Board of Finance as implemented at South Dakota State University Agricultural Experiment Station.

Section 2.5 Officers. The Council shall elect a Chair, Vice-Chair, Secretary, and Treasurer at the first regularly scheduled meeting of the Council. The terms of the Chair, Vice-Chair, Secretary, and Treasurer shall be for two years. An officer may not serve in one Officer Position for more than three consecutive terms but that person may be re-elected to his or her position after sitting out at least one year. Further, an Officer may serve in one Officer Position for three consecutive terms and serve in another Officer position after that. These Officers shall be voting members of the Council.

Section 2.6 Duties of the Chair. The President shall preside at all meetings, appoint committees, and perform such other duties as authorized by statute, policy, agreement, or bylaws; delegated by the Council; or customarily placed upon the presiding officer of a deliberative body.

Section 2.7 Duties of the Vice-Chair. The Vice-President shall assume the duties of President when ordered or when the President is absent or otherwise unable to serve.

Section 2.8 Duties of the Secretary. The Secretary or a representative designated by the South Dakota Agricultural Experiment Station at SDSU shall keep records including meeting minutes of the Council and sign documents according to established practice and perform official duties as the Council may from time to time determine.

Section 2.9 Duties of the Treasurer. The Treasurer shall submit the report of the financial condition of the NREC at each regular meeting, and at other times as requested by the Council. The Treasurer shall sign off on the amounts approved for each research project and shall direct the South Dakota Agricultural Experiment Station to then process these funds. The Treasurer or the South Dakota State University College of Agriculture and Biological Sciences Director of Finance may sign off on any administrative expenses of the council.

Section 3.0 Resignation. Any member may resign by filing a written resignation to the Council President. A member shall be automatically removed without action by the Council upon ceasing to meet the qualifications of industry representation as outlined in Section 2.1 of this Article. If a member of the executive committee is to resign a vote of the council is mandated to refill the position.

Section 3.1 Vacancies. The Secretary of Agriculture shall fill vacancies upon the recommendation of the Council for the unexpired term of the office.

Section 3.2 Removal. Any Officer elected by the Council may be removed by the Council, upon a two thirds (2/3rds) vote of the Council, whenever in its judgment the best interests of the NREC would be served thereby.

Article III. Purpose

Section 3.3 Purpose. The Council, acting in cooperation and conjunction with the South Dakota Agricultural Experiment Station, shall:

- (1) Prioritize nutrient research, water quality research, and education proposals and solicit research proposals to generate findings and make recommendations to the council based on the findings;
- (2) Evaluate the proposed budget for each research project and make recommendations as necessary;
- (3) Arrange for peer review of all research proposals for scientific merit and methods;
- (4) Disseminate the findings of all research projects to the appropriate agricultural sector in the manner deemed most effective; and

The council shall publish an annual financial and activities report, including the amount of funds collected and expenditures for nutrient programs.

Article IV. Funds

Section 4.0 Nutrient Research and Education Fund. The nutrient research and education fund for the purpose of advancing fertilizer-related, nutrient-related, and water quality-related purposes as provided by SDCL §38-19-48 is continuously appropriated to the South Dakota Agricultural Experiment Station at South Dakota State University. The state may accept and expend funds obtained from appropriations or any other source. Interest earned on money in the fund shall be deposited into the fund. Any money deposited into and distributed from the fund shall be set forth in an informational budget as described in SDCL § 4-7-7.2.

Section 4.1 Fund Use. The nutrient research and education fund is disbursed by South Dakota Agricultural Experiment Station at South Dakota State University as follows:

- (1) The Agricultural Experiment Station may use an amount not to exceed five (5%) percent of the revenue deposited in the fund for administrative expenses necessary to carry out the functions of 2016 HB 1094;
- (2) The balance of the fund shall be used for fertilizer-related, nutrient-related, and water quality-related research and education purposes in conjunction with the Nutrient Research and Education Council; and
- (3) Beginning in fiscal year 2020, a minimum of ten percent of the fund shall be used to support water quality projects.

Article V. Council Members

Section 5.0 General Powers. The affairs of the NREC shall be managed by its Voting Members.

Section 5.1 Terms of Office.

a. The term of office for a Council member shall be three years, except for the initial Council. The term of office shall terminate on July 1. No person shall serve as a Council member for more than three consecutive terms of office, but may be re-appointed after sitting out at least one year.

b. In order to have staggered terms of office to the Council, the initial terms of office for each Council member shall be determined as follows:

Three fertilizer industry representatives: one term expires on July 1, 2018, one in 2019 and one in 2020.

Three grower organization representatives: one term expires on July 1, 2018, one in 2019 and one in 2020.

One specialty fertilizer industry representative, term expires on July 1, 2019.

One certified agronomy organization member, term expires on July 1, 2020.

Two environmental representatives: one term expires on July 1, 2018, one in 2019.

The South Dakota Agricultural Experiment Station does not expire.

The Secretary of the South Dakota Environment and Natural Resources or his or her designee's term does not expire.

The Secretary of the South Dakota Department of Agriculture or his or her designee's term does not expire.

c. If an individual is appointed to fill the partial term of a person who has resigned or left office for any reason, the partial term shall not count toward that appointed person's term of office.

Article VI. Meetings

Section 6.0 Bi-Annual Meetings. The Council shall meet at least twice per state fiscal year.

a. The Council shall regularly meet at least two (2) times per year, one of which may be the annual meeting. The Council shall adhere to Robert's Rules of Order for all Council meetings.

b. A quorum of the Voting Council members must be physically present at the regular meetings. If a quorum is physically present, a member may attend by video or telephone conference if the member is prevented from physically attending because of (1) personal illness or disability; (2) employment purposes of the business of the public body; or (3) a family or other emergency. If a member wants to attend the meeting by video or telephone conference, he or she must notify the Secretary or Executive Director before the meeting, unless advance notice is impractical.

c. Each voting member of the Council is entitled to one vote. Voting members cannot vote by proxy or be represented by another person.

d. Any action taken by the Council shall require a majority vote of the Council voting members, provided a quorum is present.

e. If an appointed Council member misses three consecutive meetings of the Council, the Director may declare the office vacant and the procedure for filling vacancies shall be initiated in accordance with Article III, Section 3.1.

f. On votes pertaining to the NREC tonnage assessment, a 2/3 majority vote by the Council is required to approve a change in the assessment level.

Section 6.1 Notice of Meetings. Written notice stating the place, day and hour of any meeting of the NREC shall be delivered, either personally or by mail or e-mail, to each Council member and their respective organizations entitled to attend such meeting, not less than ten days before the date of such meeting, by or at the direction of the Chair, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States and addressed to the member at his or her address as it appears on the records, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is delivered to the Council member.

Section 6.2 Quorum. The Council members holding two-third of the votes (6 voting members) which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Council members, a majority of the Council members present may adjourn the meeting without further notice.

Article VII: Executive Committee

Section 7.0 Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Secretary and Treasurer.

Section 7.1 Duties. The committee shall have oversight responsibility of the NREC's operations. Three members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chair or any three members of the committee upon five days notice.

Section 7.3 Term of Office. Each committee member shall take office immediately following his/her election.

Section 7.4 Vacancies. Any vacancy on the committee may be filled by election, for the balance of the term thereof by the Council at any regular meeting or special meeting or by consent in writing or electronic communication

Article VIII: Other Committees

Section 8.1 Committees of Council Members. The Council members, by resolution adopted by a majority of the Council, may designate and appoint one or more committees as needed, each of which shall consist of two and no more than five members of the Council.

Section 8.2 Other Committees. In addition to the Executive Committee there may be such other standing or special committees of the Council as may be established by the Chair (for example, Finance or Governance Committees). The Chair shall appoint the committee members with the approval of the voting members of the Council. The duties and authority of each committee shall be determined by resolution of the voting members of the Council. Each committee shall keep action in writing of its meetings and report to the Chair as necessary with recommendations. Actions of any committee may be taken without a formal meeting of such committee if the action taken is in writing and signed by all members of the committee. Individuals who are not a member of the Council may be appointed to Council committees. Non-Council committee members may vote on items at committee meetings. All committee recommendations must be acted upon by the Council.

Section 8.3 Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 8.4 Chair. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 8.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.6 Quorum. Unless otherwise provided in the resolution of the Council designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.7 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the voting members of the Council.

Article IX. Publications

Publications. The NREC shall publish annually a financial and activities report, including amount of funds collected and expenditures for nutrient research and education purposes. The NREC may also issue at regular intervals bulletins, newsletters, email or any other publication deemed necessary to record the progress and developments made within the nutrient industry, and to provide such information to the industry, government, academia and general public. All such publications shall be issued under the direction of the Executive Committee, but subject to the Council as to policy, scope and financial expenditures.

Article X. Records

The Council shall keep correct and complete financial reports of account and shall also keep minutes of the proceedings of the Council and committees having any of the authority of the Council. Except for matters prohibited by law, all books and financial reports of the Council may be inspected by any member of the public, agricultural or supportive organization, or his or her agent or attorney, for any proper purpose at any reasonable place and time. Further, the Council may charge a reasonable fee for requested copies of Council documents.

Article XI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July 1 and end on the last day of June of that year.

Article XII. Policies and Procedures

The Council shall establish and maintain Policies and Procedures to implement the Bylaws and conform to Federal and State statutes governing the council.

Article XIII. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds vote of the voting Council members present at any regular meeting or at any special meeting, provided that at least ten days written notice together with the text of the proposed Bylaw change is given to Council Members of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Approved:

By: _____
Chair

Attested to by: _____
Secretary

Date: _____

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