



MISSION: Invest checkoff funds toward innovative research and soybean production, enhancing consumer and industry education, and creating demand for soybean products.

NEBRASKA SOYBEAN BOARD MEETING

September 9, 2020

Meeting Location:

Holthus Convention Center
3130 Holen Ave.
York, NE 68467

Due to the limitations and following CDC guidelines and the Department of Health Services, Nebraska Soybean Board cannot allow guests to attend the in-person meeting. To comply with the Open Meeting act, please register to attend through Zoom, [click here](#).

WEDNESDAY - September 9, 2020

- 8:00 a.m. Call to Order
 Roll Call
 Antitrust Compliance Statement – Vice Chairman
 Agenda Approval
 Minutes Approval
 Financial Report
 Correspondence
- 8:15 a.m. **Information Reports**
 UNL – Hector Santiago, George Graef, David Hyten, Keith Glewen
 USB – Tony Johanson, Mike Korth, Ed Lammers, Ron Pavelka
 ASA – Ken Boswell, Dennis Fujan
 NSA – Shane Greving
- 8:50 a.m. **FY21 Opportunities**
 Nebraska LEAD Program – Terry Hejny – LEAD 20-21 discussion and questions

- 9:00 a.m. Recess for Committee Meetings
 Research – Richard Bartek
 Education/Communication – Jason Penke
- 9:45 a.m. Recess for Committee Meetings
 Domestic Marketing – Greg Anderson
 International Marketing – Nathan Dorn
- 10:30 a.m. Break
- 10:45 a.m. Reconvene for Committee Reports and Motions
 Research – Richard Bartek
 Education/Communication – Jason Penke
 Domestic Marketing – Greg Anderson
 International Marketing – Nathan Dorn
- 12:00 p.m. Lunch
- 1:00 p.m. Old Business
- FY20 Auditing Proposal – Lois Ronhovde
 - Election Results – Scott Ritzman
 - USB Director Advertising FY21 – Scott Ritzman (1 seat – Tony Johanson)
 - Districts up for FY21 Election – Scott Ritzman (1, 3 and 6)
- 1:25 p.m. New Business
- #100 Program Operations Proposal – Scott Ritzman
 - #200 Accounting & Auditing Proposal– Scott Ritzman
 - #500 Soybean Board Proposal – Scott Ritzman
 - #1301 Western Region Administration Services – Scott Ritzman
 - #1303 Western Region Media Promotions – Tom Hoxmeier
 - Long-Term Reserve Funds Approval
 - Royalty Funds Approval
 - FY21 NSB Budget Approval
 - November Board Meeting - November 23-24, 2020 / Cornhusker Marriott, Lincoln NE
 - March Board Meeting - March 23-24, 2021 / Embassy Suites, Lincoln NE
 - Staff Review
- 1:45 p.m. By-Laws Discussion (Amend Ex-Officio’s Role & Board Term’s) – Managers of the Board
 (see attachment for proposed by-laws change)
- 2:45 p.m. Executive Session
- 3:00 p.m. Adjourn

The Nebraska Soybean Board proposes to amend the by-laws, Article(s), Section(s), as shown below.

Purpose/Intention: To amend the by-laws to correctly reflect terms of the Board of Directors.

Effective Date: October 1st, 2020

Amend Article V, Section 2

Current wording:

ARTICLE V. BOARD OF DIRECTORS

Section 2. The terms of the members of the Board of Directors shall be three (3) years, and no person may serve more than four (4) consecutive terms, whether full or partial terms, as a member of the Board of Directors. **For this purpose, the term of a member elected as a District Representative pursuant to Section 3 of the Article V shall commence as of the first business day in October following his or her election and shall end on the last day of the fourth September following his or her election, and the term of the at-large member shall commence with his or her election and shall end on the last day of the third September following his or her election.** Members elected or appointed to the Board of Directors must be residents of Nebraska, at least 21 years of age and must have been a Producer in Nebraska for at least the previous five (5) years (“Producer”, when used in these By-Laws, shall have the same meaning as assigned to it in the Order; provided, however, that an individual may meet the requirement of being a person engaged in the growing of soybeans in Nebraska who owns, or who shares the ownership and risk of loss of, such soybeans, by reason of being a partner in a partnership which qualifies as a producer under the Order, by reason of being a shareholder in a corporation which qualifies as a producer under the Order or by reason of being a member of a limited liability company which qualifies as a producer under the Order). In addition, each member of the Board serving as a District Representative must be a resident of the District he or she is representing, and the at-large member elected by the Board may not be a person who was an unsuccessful candidate in any District election held during the calendar year in which the election of the member at-large is to made.

Proposed new wording:

ARTICLE V. BOARD OF DIRECTORS

Section 2. The terms of the members of the Board of Directors shall be three (3) years, and no person may serve more than four (4) consecutive terms, whether full or partial terms, as a member of the Board of Directors. ***Pursuant to Section 3 of the Article V, the three-year term of an elected member as a District Representative or an appointed at-large member shall commence on the first day of October following his or her election and shall end on the last day of the third September.*** Members elected or appointed to the Board of Directors must be residents of Nebraska, at least 21 years of age and must have been a Producer in Nebraska for at least the previous five (5) years (“Producer”, when used in these By-Laws, shall have the same meaning as assigned to it in the Order; provided, however, that an individual may meet the requirement of being a person engaged in the growing of soybeans in Nebraska who owns, or who shares the ownership and risk of loss of, such soybeans, by reason of being a partner in a partnership which qualifies as a producer under the Order, by reason of being a shareholder in a corporation which qualifies as a producer under the Order or by reason of being a member of a limited liability company which qualifies as a producer under the Order). In addition, each member of the Board serving as a District Representative must be a resident of the District he or she is representing, and the at-large member elected by the Board may not be a person who was an unsuccessful candidate in any District election held during the calendar year in which the election of the member at-large is to made.

We certify this proposed amendment was approved by a majority vote of our board at a meeting which included a quorum on _____ (date).

Chairman: _____ Secretary: _____

Signature: _____ Signature: _____

The Nebraska Soybean Board proposes to amend the by-laws, Article(s), Section(s), as shown below.

Purpose/Intention: To amend the by-laws to correctly reflect how the board handles nominations of the Board of Directors.

Effective Date: October 1st, 2020

Amend Article V, Section 5, Part C

Current wording:

ARTICLE V. BOARD OF DIRECTORS

Section 5 Part C. In October of each year, the Board of Directors shall identify which District representatives' terms expire on the following September 30 and shall call for an election for a Director to be held in each such District during the month of July of such year. The Board of Directors shall take such steps as may be reasonably necessary to inform the qualified voters of such Districts that an election shall be held and that candidates for election to the vacancies which will exist may have his or her name placed on the ballot by submitting a petition to the Executive Director, on or before April 15 of the year in which the election in the District is to be held, signed by at least fifty (50) qualified voters from the District which the candidate desires to represent. The form of the petition shall be determined by the Board of Directors but shall, at a minimum, contain an affidavit by the candidate that he or she possesses the qualifications of a Director set forth in Section 2 of this Article V and that he or she will serve, if elected. The Executive Director shall take steps reasonably necessary to verify the signatures of qualifications of the qualified voters signing each petition. In the event the process of obtaining a candidate or candidates for a District in which an election is to be held results, for whatever reason, including the failure of a candidate to submit the necessary petition signed by at least fifty qualified voters from the District, if no qualified candidate being available for election, the Board of Directors of this Corporation shall call a special meeting, and at such meeting the Board of Directors shall nominate at least two (2) persons having the qualifications set forth in Section 2 of this Article V to be candidates for election of the Board of Directors from such District at the election to be held in July of such year. The persons nominated by the Board shall, prior to being placed on the ballot, agree in writing that he or she will serve if elected. Within ten (10) days after the time has expired for a petition to be submitted by a candidate, the Corporation shall take such steps as are reasonably necessary to advise the qualified voters in each District in which an election is to be held of the candidates properly qualified pursuant to the above provisions to run for the vacancy.

Proposed new wording:

ARTICLE V. BOARD OF DIRECTORS

Section 5 Part C. Each year, the Board of Directors shall identify which District representatives' terms expire on the following September 30 and shall call for an election for a Director to be held in each such District during the month of July of such year. The Board of Directors shall take such steps as may be reasonably necessary to inform the qualified voters of such Districts that an election shall be held and that candidates for election to the vacancies which will exist may have his or her name placed on the ballot by submitting a petition to the Executive Director, on or before April 15 of the year in which the election in the District is to be held, signed by at least fifty (50) qualified voters from the District which the candidate desires to represent. The form of the petition shall be determined by the Board of Directors but shall, at a minimum, contain an affidavit by the candidate that he or she possesses the qualifications of a Director set forth in Section 2 of this Article V and that he or she will serve, if elected. The Executive Director shall take steps reasonably necessary to verify the signatures of qualifications of the qualified voters signing each petition. In the event the process of obtaining a candidate or candidates for a District in which an election is to be held results, for whatever reason, including the failure of a candidate to submit the necessary petition signed by at least fifty qualified voters from the District, if no qualified candidate being available for election, the Board of Directors of this Corporation shall call

a special meeting, and at such meeting the Board of Directors shall nominate at least two (2) persons having the qualifications set forth in Section 2 of this Article V to be candidates for election of the Board of Directors from such District at the election to be held in July of such year. The persons nominated by the Board shall, prior to being placed on the ballot, agree in writing that he or she will serve if elected. Within ten (10) days after the time has expired for a petition to be submitted by a candidate, the Corporation shall take such steps as are reasonably necessary to advise the qualified voters in each District in which an election is to be held of the candidates properly qualified pursuant to the above provisions to run for the vacancy.

We certify this proposed amendment was approved by a majority vote of our board at a meeting which included a quorum on _____ (date).

Chairman: _____ Secretary: _____

Signature: _____ Signature: _____

The Nebraska Soybean Board proposes to amend the by-laws, Article(s), Section(s), as shown below.

Purpose/Intention: To amend the by-laws to correct a mistake in the wording of section related to nomination and election of officers.

Effective Date: October 1st, 2020

Amend Article V, Section 5, Part G

Current wording:

ARTICLE V. BOARD OF DIRECTORS

Section 5 Part G. No officer or director of any organization which has an existing contract or is currently receiving funding from the Corporation shall be eligible to serve as a director of the Corporation. If any officer or director of such a contracting or funding organization is elected or serving as a director or officer of the Corporation, such officer or director shall immediately resign their position from the other organization upon being made aware of provisions of this paragraph. If such resignation has not been received by the Executive Director of the Corporation within 14 days after having been notified in writing by the Chairman of the Corporation of such conflict, the seat of such director shall automatically be declared vacant and a new director shall be elected in accordance with **Section.**

Proposed new wording:

ARTICLE V. BOARD OF DIRECTORS

Section 5 Part G. No officer or director of any organization which has an existing contract or is currently receiving funding from the Corporation shall be eligible to serve as a director of the Corporation. If any officer or director of such a contracting or funding organization is elected or serving as a director or officer of the Corporation, such officer or director shall immediately resign their position from the other organization upon being made aware of provisions of this paragraph. If such resignation has not been received by the Executive Director of the Corporation within 14 days after having been notified in writing by the Chairman of the Corporation of such conflict, the seat of such director shall automatically be declared vacant and a new director shall be elected in accordance with **Section 6.**

We certify this proposed amendment was approved by a majority vote of our board at a meeting which included a quorum on _____ (date).

Chairman: _____ Secretary: _____

Signature: _____ Signature: _____

The Nebraska Soybean Board proposes to amend the by-laws, Article(s), Section(s), as shown below.

Purpose/Intention: To remove and add a new role and expectations of Soy Ambassadors that are voted on by the Board of Directors year to year to serve at the pleasure of the board.

Effective Date: October 1st, 2020

Amend Article V, Section 10

Current wording:

ARTICLE V. BOARD OF DIRECTORS

Section 10. The Board of Directors may from time to time designate one or more individuals as ex officio members of the Board of Directors. Such ex officio members shall serve at the pleasure of the Board of Directors. Ex officio members of the Board of Directors shall have all rights and privileges of other Directors of this Corporation but shall not be counted for the purpose of determining the presence of a quorum and shall not have the right to vote at meetings of the Board of Directors.

Proposed new wording:

ARTICLE V. BOARD OF DIRECTORS

Section 10. The Board of Directors may designate one or more individuals as a “Soy Ambassador” to serve at the pleasure of the Board of Directors. A Soy Ambassador must complete an application and meet the same qualifications as members elected or appointed to the Board of Directors. Applications will be reviewed by the Board of Directors and voted on by ballot in open session. The Soy Ambassadors will be considered an internal program year to year, which will allow the Board of Directors to alter their responsibilities.

We certify this proposed amendment was approved by a majority vote of our board at a meeting which included a quorum on _____(date).

Chairman: _____ Secretary: _____

Signature: _____ Signature: _____

The Nebraska Soybean Board proposes to amend the by-laws, Article(s), Section(s), as shown below.

Purpose/Intention: To amend the by-laws to correctly reflect how the board handles nominations of committee chairman.

Effective Date: October 1st, 2020

Amend Article VIII, Section 4

Current wording:

ARTICLE VIII. COMMITTEES

Section 4. One member of each committee shall be **appointed Committee Chairman by the Chairman of the Corporation.**

Proposed new wording:

ARTICLE VIII. COMMITTEES

Section 4. One member of each committee shall be **elected as Committee Chairman by the committee.**

We certify this proposed amendment was approved by a majority vote of our board at a meeting which included a quorum on _____ (date).

Chairman: _____ Secretary: _____

Signature: _____ Signature: _____