

GEAPS Bylaws

ARTICLE I — Name and Objectives

SECTION 1. NAME:

The organization shall be known as **Grain Elevator and Processing Society**. [Hereinafter called **GEAPS**.]

SECTION 2. MISSION:

GEAPS is a not-for-profit international professional association dedicated to providing its members with forums to generate leadership, innovation and excellence in grain-related industry operations.

SECTION 3. OBJECTIVES:

- Provide international and local forums for the collection, analysis and exchange of information affecting the grain-related industries.
- Advance the educational and professional qualifications of its members.
- Promote and encourage safe, efficient and environmentally responsible operations.
- Promote and encourage the preservation and improvement of product quality during handling, storage and processing.
- Promote and encourage the development and application of operations technology.
- Communicate with the trade media and general public concerning issues of interest to GEAPS members and the grain-related industries.
- Coordinate its activities with other allied industry organizations in pursuit of GEAPS' Mission.

SECTION 4. LIMITATION OF METHODS.

This association shall be non-partisan, non-sectarian and non-discriminatory, and shall take no part in nor lend its influence or facilities to influence legislation or the nomination, election or appointment of any candidate for public office in any city, township, county, state, province or nation.

ARTICLE II — Membership and Dues

SECTION 1. CLASSIFICATION:

All persons with an interest in grain handling, storage and processing operations are welcome as GEAPS members without regard to ethnicity, faith or gender.

The membership of this association shall be categorized as follows: Regular Member; Associate Member; Affiliate Member; Student Member; Lifetime Member; Affiliated International Association.

SECTION 2. QUALIFICATION:

REGULAR MEMBER is an individual who is employed directly in the grain handling, feed manufacturing, milling or processing industries.

ASSOCIATE MEMBER is an individual who or is employed by a company, association or corporation that supplies equipment or services to the grain handling, feed manufacturing, milling and processing industries.

AFFILIATE MEMBER is an individual who does not otherwise qualify as a Regular, Associate or Student member.

AFFILIATED INTERNATIONAL ASSOCIATION is an organization composed of persons, businesses or other organizations engaged in the business of grain handling, feed manufacturing, milling, processing, or related industries that also:

- Has a mission and general objectives essentially similar and complimentary to those of GEAPS;
- Is not based in the United States, Canada or Mexico;

STUDENT MEMBER is an individual who is a full-time student, actively pursuing a post-secondary degree in a grain-related field of study.

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LIFETIME MEMBER is an individual who:

- Is fully-retired from active service in the grain handling, feed manufacturing, milling, processing or related industries; and
- Has been a Regular, Associate or Affiliate member for at least five of the past 10 years; and

SECTION 3. PRIVILEGES:

REGULAR MEMBERS except as otherwise provided in these bylaws, are:

- Eligible to hold any International elected or appointed office.
- Eligible to vote on all matters related to the association's Constitutions or Bylaws.

ASSOCIATE MEMBERS, except as otherwise provided in these bylaws, are not eligible to vote on matters related to the association's Constitutions or Bylaws.

AFFILIATE MEMBERS, except as otherwise provided in these bylaws, are not eligible to vote on matters related to the association's Constitutions or Bylaws.

AFFILIATED INTERNATIONAL ASSOCIATION MEMBERS and their representatives, except as otherwise provided in these bylaws, are:

- Not eligible to hold any International elected or appointed office.
- Not eligible to vote on matters related to the association's Constitutions or Bylaws.
- The official representative of such member will receive all official and business communications from GEAPS to the members.

STUDENT MEMBERS, except as otherwise provided in these bylaws, are:

- Not eligible to hold any International elected or appointed office.
- Not eligible to vote on all matters related to the association's Constitutions or Bylaws.

LIFETIME MEMBERS, except as otherwise provided in these bylaws, are:

- Not eligible to hold any International elected or appointed office.
- Not eligible to vote on all matters related to the association's Constitutions or Bylaws.

SECTION 4. APPLICATION FOR MEMBERSHIP:

(a) Every application for membership shall be on or in a form prescribed by the International Board of Directors and must be accompanied by payment of the appropriate dues.

(b) Application for Lifetime Membership shall be made by written notice to the International Secretary that the individual has been so designated by her or his chapter; or, in the case of non-chapter members, by vote of the International Board of Directors.

(c) Application for Affiliated International Association membership shall designate an officer or employee of such applicant who, upon acceptance of such application, will be the official representative of such member with the GEAPS. Affiliated International Associations may change its official representative upon written notice to the GEAPS International Secretary.

(d) Each applicant for membership shall, by making the application, or in such other manner as the International Board of Directors may determine, subscribe to, agree to be bound by to conform with the GEAPS Articles of Incorporation, Constitution and these bylaws.

All members of the association shall be given copies of the Constitution and Bylaws of this association.

SECTION 5. ACCEPTANCE OF APPLICATION FOR MEMBERSHIP:

(a) Applications for Regular membership, Associate membership, Affiliate membership and Student membership shall be received by the International Secretary and granted upon completion of the correct membership application form and submission of the appropriate dues.

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(b) Applications for Lifetime membership shall be received by and referred to the International Secretary by the International Board of Directors and be granted upon verification of the applicant's qualifications, subject to annual renewal.

In subsequent years the International Secretary shall determine annually from each Lifetime member if they wish to remain listed in the member directory and on the association mail list. Lifetime members who do not respond to a notice mailed to their last known address will be dropped from the association roster but may be reinstated at any time by written request of the Lifetime member to the International Secretary.

(c) Applications for Affiliated International Association membership shall be received by and referred to the International Secretary by the International Board of Directors for acceptance, and shall be granted upon favorable vote of no less than two-thirds of all voting members of the Board.

(d) Membership for Regular, Associate, Affiliate, Student and Lifetime applicants shall begin on the first of the month following receipt of the completed application and appropriate dues payment.

(e) Membership for Affiliated International Association applicants shall begin on the first of the month following acceptance by the International Board of Directors and payment of the appropriate dues.

SECTION 6. DUES AND ASSESSMENTS:

(a) Amount of Dues: All members except Lifetime members shall pay annual membership dues as prescribed from time to time at any time by the International Board of Directors, and such dues shall remain in effect until changed by the Board.

(b) Billing and Payment: All dues shall be due and payable on or before the beginning of GEAPS' fiscal year (July 1) for the subsequent 12 months (through June 30). Payment shall be remitted directly to the International Secretary.

(c) Chapter Dues Sharing: On or before the end of each fiscal year (June 30), the International Secretary will report to the secretary of each currently active chapter the names of all current members of that chapter. All currently active chapters shall be entitled to a portion of the dues paid by each of the chapter's members for the current fiscal year [July 1 through June 30]. The portion of dues remitted to chapters shall be set by the International Board of Directors.

(d) Failure to Pay Dues: Members who do not renew their membership within 90 days of the due date [on or before September 30] shall have their memberships terminated.

(e) Reinstatement: Memberships terminated for failure to pay dues will be reinstated only if full payment is received within 180 days of the due date [on or before December 31].

SECTION 7. EXPULSION:

Any member of this association who, after investigation, is deemed to not be in good conduct as judged by a two-thirds vote of the International Board of Directors, may be expelled from the association.

Expulsion may be appealed to and the decision overturned by two-thirds vote of the International Board of Directors.

**ARTICLE III — Officer and Director Nomination, Election,
Terms of Office, Succession and Vacancies**

SECTION 1. NOMINATION OF INTERNATIONAL BOARD DIRECTORS AND ELECTED OFFICERS:

A committee of 10 Regular members shall be designated annually to serve as the Nominations committee. This committee shall be comprised of:

- The International Board chairperson, who shall chair the committee.
- Three current elected Regular members of the International board of directors selected by the International Board Chairperson.
- Three most immediate past presidents who are currently Regular members, willing and able to serve.
- Three Regular members-at-large, who shall be selected by the current International President.

The committee shall solicit recommendations from the membership and develop a ballot of qualified candidates for International Second Vice President, each vacant or expected-to-be-vacant elected International officer position and each vacant or expected-to-be-vacant directly-elected director position.

SECTION 2. INTERNATIONAL BOARD DIRECTOR AND OFFICER QUALIFICATION

All nominees must be Regular members in good standing, willing and able, if elected, to fulfill the responsibilities of the office or offices to which they are nominated.

At the time of nomination, candidates for election to the office of Second Vice President must have at least one year of prior service within the past five years as a voting International board director or officer.

No nominee shall represent or be employed by a company or organization employing or represented by two succeeding incumbent International officers or directors.

There shall not be more than two current directors or officers in any combination representing or employed by the same company or organization.

Incumbent directors who at the end of their current term will have served either two consecutive three-year terms or eight consecutive years are not eligible to run for reelection as a board director.

SECTION 3. ELECTION OF DIRECTORS AND OFFICERS:

The Nominations committee shall conduct an election by electronic voting.

The notice of the election and the candidates shall be announced in the association's member newsletter or other official publication at least 60 days in advance of the Annual meeting.

Voting shall be opened at least 60 days and remain open for at least 30 days in advance of the Annual meeting to all Regular members of record 90 days in advance of that meeting.

Each Regular member will have: one vote to cast for International second vice president; one vote for each other International officer position to be elected; and one vote for each International director position to be elected.

Only votes by eligible members and consistent with voting instructions will be considered valid and counted.

The results of the election as certified by the International Secretary shall be announced at the next scheduled annual meeting and published in the association's member newsletter or other official publication within 45 days of that meeting.

In the event of a tie, a run-off election will be conducted within 90 days of the Annual meeting. The results of the run-off election will be announced in the association member newsletter or other official publication following certification of the results by the International Secretary.

SECTION 4. OFFICER AND DIRECTOR TERMS OF OFFICE:

(a) All International officers, elected or appointed, shall serve for one year or until the next scheduled International annual meeting.

(b) Except as described under Vacancies [Article III, Section 5], 9 International Regular-member directors shall serve staggered three-year terms; with three directors to be elected each year.

(c) All officers and directors shall hold their respective offices until their successors have been duly elected, the election results are certified and announced at the Annual meeting.

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(d) Newly-elected officers and directors shall assume the authority and responsibilities of their respective offices upon announcement of the election results at the Annual meeting, or in the case of a run-off elect, published in the association's member newsletter or other official publication.

(e) Any International officer or director in a position where specific member classification or employment is a criterion for their respective position must resign their office effective with any change in their member classification or employment.

SECTION 5. SUCCESSION OF ELECTED OFFICERS:

(a) Upon completion of her or his term, the International President shall succeed to the office of International Board Chairperson.

(b) Upon completion of her or his term, the International First Vice President shall succeed to the office of International President.

(c) Upon completion of her or his term, the elected International Second Vice President shall succeed to the office of International First Vice President.

SECTION 6. VACANCIES:

(a) In the event that the office of International president becomes vacant, the International first vice president shall assume the responsibilities of that office for the remainder of the term and succeed as International president for the subsequent term.

(b) In the event that the office of International first vice president becomes vacant, the International second vice president shall assume the responsibilities of that office for the remainder of the term and succeed as International first vice president for the subsequent term.

(c) In the event that the office of International second vice president becomes vacant, the International Board of Directors may elect an eligible incumbent officer or director as International second vice president pro-tem. An international second vice president pro-tem may succeed to the office of International first vice president only through election as set forth under Election of Officers and Director [Article III, Section 2].

(d) In the event that the International Board chair position becomes vacant, the responsibilities of that office shall be assumed by the most immediately eligible past, or the incumbent International, president, at the discretion and by designation of the International president.

(e) In the case of a vacancy of an International Regular-member director position, the vacancy shall be filled from the remaining candidates on the ballot who were not elected during the last election. The individual who received the most votes, but was not already elected, will fill that position for the unexpired term of the predecessor. If there is no candidate available to fill the vacancy, the president shall fill the vacancy by appointment. The appointee shall serve until the next election at which time the vacancy shall be filled by election.

ARTICLE IV — International Board of Directors

SECTION 1. MEMBERSHIP:

(a) The International Board of Directors voting members shall comprise the:

- International Board Chairperson;
- International President;
- International First, Second, and Third vice presidents;
- International Treasurer;
- Nine Regular-member directors; and
- Three Associate-member directors that have been duly elected by the Associates Board of Directors as, and currently hold the positions of, Associates Board President, Vice President and Secretary

(b) The Executive Vice President and International Secretary shall be non-voting members of the board.

SECTION 2. MEETINGS AND QUORUM:

The International Board of Directors shall meet at or as soon as practical immediately following the Annual meeting to make decisions or projections which may rightfully be brought up and/or proposed at that time. In the interim between annual meetings, the International Board of Directors will hold meetings on the call of the International Board Chairperson, President or majority of directors, upon giving at least 10 business-days

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notice by mail or other modes of transmittal as may be deemed appropriate by the International Secretary. No act of the International Board of Directors in pursuit of the association's Mission and achievement of its Objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the International Board of Directors for the purpose of transacting business of the association. In the case of a tie vote, the presiding officer shall cast the deciding vote.

SECTION 3. PURPOSE AND OBJECTIVES:

The International Board of Directors shall:

- Direct the affairs of the association to pursue its Mission, achieve its Objectives and represent the best interests of the association through their decisions and actions.
- Have the authority to transact any and all business of the association and to take any and all steps that may be needed and lawfully undertaken by any organization of like nature and character.
- In the name of the association, have the power to sue and be sued; buy, hold, sell, lease or mortgage both real and personal property; incur debts; borrow money, giving therefore, notes of the association signed by one or more officers duly authorized by the International Board of Directors for that purpose; and may enter into contracts consistent with the association's Mission and Objectives.
- Set the time and place of each successive annual meeting and any special meetings, and may adopt such rules and regulations for the conduct of such meetings.
- Submit at the Annual meeting of the association a report of the finance and business matters pertinent to and to properly come before the membership, as stipulated in Robert's Rules of Order.
- Follow the general policies established by the membership at the Annual meeting, and consider and evaluate all suggestions and recommendations from the membership that may come to it.

Article V — Executive Committee

SECTION 1. MEMBERSHIP:

(a) The Executive Committee voting members shall comprise the:

- International President, who shall serve as committee chairperson
 - International First and Second vice presidents;
 - International Treasurer;
 - International Board Chairperson;
 - One Regular-member director appointed to the committee by the International President; and
 - The Associate-member director that has been duly elected by the Associates Board of Directors as, and currently holds the position of, Associates Board President
- (b) Executive Vice President and International Secretary shall be non-voting members of the committee.

SECTION 2. MEETINGS AND QUORUM:

The Executive committee shall hold meetings on the call of the International President, upon giving at least 10 business-days notice by mail or other modes of transmittal as may be deemed appropriate by the International Secretary. No act of the Executive committee in pursuit of the association's Mission and achievement of its Objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the Executive committee for the purpose of transacting business of the association. In the case of a tie vote, the presiding officer shall cast the deciding vote.

SECTION 3. PURPOSE AND OBJECTIVES:

The Executive committee, in the interim between International Board meetings, may assume the authority and responsibilities of the International Board of Directors as assigned to it under Article IV, Section 3.

In addition, the Executive committee shall:

- Have general charge and oversight of the finances, investments, property and employees of the association;

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- Have the authority to order disbursements for necessary expenses;
- Grant to any standing or special project committee a reasonable amount of money for special undertakings; and
- Keep a record of its proceedings which shall be reported to the International Board of Directors at its next regular meeting.

All acts performed and/or empowered and authority conferred by the Executive committee from time to time and at any time within the scope of its authority shall be, and be deemed to be and will be certified as being, the actions and under the authority of the International Board of Directors.

ARTICLE VI — Officers and Board Chairperson

SECTION 1. INTERNATIONAL PRESIDENT:

The International President shall:

- Be a Regular member of the association succeeding to office through election as set forth in Article III;
- Preside at the Annual or any special meetings of the association;
- Serve as chairperson of the International Executive committee;
- Appoint the International Third and Executive vice presidents, Secretary and Treasurer, subject to confirmation by the International Board of Directors;
- Establish International standing and special project committees, councils, and task groups as necessary and appropriate to pursue the association's Mission, achieve its Objectives and represent its best interests subject to confirmation by the International Board of Directors;
- Appoint International standing and special project committee, council and task group members;
- Serve as a member ex officio of all International standing and special project committees, councils and task groups;
- Submit at the Annual meeting a report of the activities and accomplishments of the association; and
- Have such additional authority and duties as are given to her or him from time to time, at any time, by the International Board of Directors.

SECTION 2. INTERNATIONAL FIRST VICE PRESIDENT:

The International First Vice President shall:

- Be a Regular member of the association succeeding to office through election as set forth in Article III;
- In the absence or disability of the International President, assume the authority and duties of the International President;
- Represent the International President upon her or his request as a member ex officio of any standing or special project committee(s) the International president shall so designate; and
- Have such additional authority and duties as are given to her or him from time to time by the International President within the limitations set forth by Article VI, Section 1.

SECTION 3. INTERNATIONAL SECOND VICE PRESIDENT:

The International Second Vice President shall:

- Be a Regular member of the association elected to office as set forth in Article III;
- In the absence or disability of the International President and First Vice President, assume the authorities and duties of the International President;
- Represent the International President upon her or his request as a member ex officio of any standing or special project committee(s) the International President shall so designate;
- Have such additional authority and duties as are given to her or him from time to time by the International president within the limitations set forth by Article VI, Section 1.

SECTION 4. INTERNATIONAL THIRD VICE PRESIDENT:

The International Third Vice President shall:

- Be a Regular member of the association and currently employed and residing in Canada, appointed to the office by the International President, subject to confirmation by the International Board of Directors;
- Serve as an official representative of the International Board of Directors to and liaison with Canadian members and duly-elected Canadian-chapter leaders; and
- At meetings of the International Board of Directors, submit a report of her or his activities to represent the interests of the International Board of Directors to Canadian members and chapters.

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SECTION 5. EXECUTIVE VICE PRESIDENT:

The Executive Vice President shall:

- Be the chief operations and staff officer of the association retained by authority and discretion of the Executive committee;
- Develop, project and present to the International Board of Directors and/or Executive Committee, plans or programs appropriate and necessary to the pursuit of the association's Mission and achievement of its Objectives;
- Participate in the development of and execute or direct the execution of all policies of and programs established by the International Board of Directors and/or Executive committee;
- Manage or oversee the management of the association's business affairs, consistent with the policies established by the International Board of Directors and/or Executive committee;
- Manage the International office of the association, including the hiring and dismissal of any and all paid employees of, consultants or contractors to the association;
- If not concurrently holding the office of International Secretary, cooperate with the International Secretary in the management of the association's financial affairs, consistent with the policies established by the International Board of Directors and/or Executive committee;
- If not concurrently holding the office of International Secretary, assume the responsibilities of International Secretary in her or his absence or disability; and
- Have such additional authority and duties as are given to her or him from time to time by the International president within the limitations set forth by Article VI, Section 1.

SECTION 6. INTERNATIONAL SECRETARY:

The International Secretary may also hold the office of Executive Vice President and shall:

- Be appointed by the International President, subject to confirmation by the International Board of Directors;
- Manage or oversee the management of the association's financial affairs, including member dues collection, consistent with the policies established by the International Board of Directors and/or Executive committee;
- Confirm receipt and acceptance of new member applications and membership renewals;
- Make available to the International Treasurer, President, elected Vice Presidents and Board Chairperson, contemporaneous records and reports of the association's finances as appropriate and necessary, consistent with Article VI;
- Regularly prepare or direct the preparation and distribution to all members of newsletters and other official publications as appropriate and necessary to reporting the activities and accomplishments of the association;
- Prepare and issue to members, International officers and directors, as appropriate, notices of the Annual or special member meetings and meetings of the International Board of Directors and Executive Committee;
- Prepare, oversee and certify the election of International officers and directors consistent with Article III, Section 2;
- In the absence or disability of the International President, submit at the Annual meeting a report of the activities and accomplishments of the association;
- Maintain or direct and oversee the maintenance of the association's business and financial records, correspondence and other documents, as appropriate and consistent with applicable laws and regulations;
- If not concurrently holding the office of Executive Vice President, cooperate with the Executive Vice President in the management of the association's business affairs, consistent with the policies established by the International Board of Directors and/or Executive committee;
- If not concurrently holding the office of Executive Vice President, assume the responsibilities of Executive Vice President in her or his absence or disability;
- In the absence or disability of the International Treasurer, assume the authority and duties of the International Treasurer; and
- Have such additional authority and duties as are given to her or him from time to time by the International President, within the limitations set forth by Article VI, Section 1.

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SECTION 7. INTERNATIONAL TREASURER:

The International treasurer shall:

- Be a Regular member appointed by the International President, subject to confirmation by the International Board of Directors;
- Ensure that a full and complete record is kept of all receipts, disbursements, assets and liabilities of the association;
- Submit at the Annual meeting and regularly scheduled meetings of the International Board of Directors and Executive Committee, a report of the financial condition of the association;
- Ensure that the financial records and reports of the association are audited at the association's expense at least once each fiscal year by a competent accountant using generally accepted accounting principles and standards consistent with current applicable laws and regulations;
- Make such arrangements as are appropriate, necessary and accepted by the International Board of Directors, to safeguard the financial assets of the association; and
- Have such additional authority and duties as are given to her or him from time to time by the International President, within the limitations set forth by Article VI, Section 1.

SECTION 8. INTERNATIONAL BOARD CHAIRPERSON:

The International Board chairperson shall:

- Be a Regular member of the association, succeeding to office as set forth in Article III;
- Preside at meetings of the International Board of Directors; and
- Represent the International President, upon her or his request, as a member ex officio of any standing or special project committee(s) the International President shall so designate.

ARTICLE VII — Bonding and Audits

SECTION 1. BONDS:

The association's finances shall be protected by a commercial fiduciary bond, covering all signatories authorized by the International Board of Directors and employees of the association who engage in or transact the association's business activities including the collection, handling and/or disbursement of funds.

The bond shall not apply to nor cover the assets, liabilities nor actions of the association's chapters, officers, directors or members.

The principal coverage of the bond shall be designated by the International Board of Directors.

SECTION 2. AUDITS:

A reputable firm of certified public accountants shall be engaged to audit annually the association's books of account and other pertinent financial and membership records within six months of the fiscal year end, and submit their report in writing to the International President, Secretary, Treasurer, and Executive Vice President, who shall in turn, disclose its contents to the International Board of Directors.

ARTICLE VIII — Meetings and Governing

SECTION 1. ANNUAL MEETING:

There shall be at least one general meeting of the GEAPS membership each year. The meeting will generally be held in conjunction with the Annual meeting. Notification of the Annual meeting shall be published in the association's member newsletter or other official publication at least 30 days prior to the date of such meeting. Notice of the meeting will be directed to all members at their last known addresses as they shall appear on the records of the International Secretary.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS:

Special membership meetings shall be called by the International President, or when requested in writing by majority of the International Board of Directors, providing that the International Secretary at least 10 days before the date fixed by the call, notifies all members of the association in writing, stating the purpose of such meeting.

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SECTION 3. QUORUM:

Twenty-five Regular members shall constitute a quorum at all annual and special membership meetings.

SECTION 4. VOTING:

Each and only Regular members in good standing shall be entitled to one vote upon all questions presented for its consideration at the Annual meeting or special membership meeting.

SECTION 5. GOVERNING:

The association shall be governed by Robert's Rules of Order in all matters not otherwise provided for by this Constitution and Bylaws or any future rules of the organization.

ARTICLE IX — Local Chapters

SECTION 1. FORMATION:

A chapter of the association may be formed only in the United States, Canada, or Mexico, and by petition of five or more Regular members who are currently employed and reside in those countries. Such petition shall be submitted in writing to the International Board of Directors or Executive committee. To be considered, such petition must include:

- The name, company affiliation, current employment address and chapter affiliation if any, of each petitioning member;
- The proposed geographical area the chapter will encompass;
- The estimated potential number of members and prospective members within the chapter's proposed geographic area;
- A proposed chapter name;
- A schedule of at least three planned meetings, including the dates, topics, speakers and locations; and
- A roster including names, company affiliations, and current employment addresses of chapter officers including but not limited to a president, vice president, secretary and treasurer, and a listing of any and all directors and other officers.

The petition must also include proposed chapter bylaws, proscribing governance and essential chapter operations consistent with these bylaws and any guidelines established by the International Board of Directors.

Acceptance of a chapter formation petition is subject to majority approval of the International Board of Directors.

SECTION 2. GOVERNANCE AND OPERATIONS:

(a) Chapters shall be autonomous.

(b) Each chapter must operate under their own bylaws and the bylaws of the association, in pursuit of the association's Mission and Objectives as set forth in Article I of these bylaws and consistent with any chapter operations guidelines established from time to time and at any time by the International Board of Directors.

(c) Robert's Rules of Order shall govern chapter operations in all instances not otherwise covered by their bylaws.

(d) Only members in good standing of the association may be chapter members.

(e) All Regular members of the chapter shall be voting members of the chapter, and, chapters shall have the option of granting Associate and/or Affiliate members the right to vote on issues of chapter operation and the privilege to hold any chapter office.

(f) The chapter's governing body shall comprise at least its president, vice president, secretary and treasurer. However, in no case shall Associate and/or Affiliate members constitute a majority of the chapter's governing body.

(g) The chapter secretary and treasurer may be the same individual.

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SECTION 3. RESPONSIBILITIES TO THE INTERNATIONAL OFFICE:

Each chapter is responsible for:

- Obtaining new members and retaining existing members;
- Proving a copy of the chapter's bylaws and any amendments to the International Secretary;
- Scheduling and conducting at least three business meetings annually. If this minimum is not met, a chapter's need for assistance will be acted on and standing evaluated by the International Board of Directors;
- Submitting to the International office, after each meeting, a copy of the secretary's minutes or other written report of the meeting; and
- Each year during April or May, conducting an election of its governing body members consistent with its bylaws and not later than June 1, report the results of the election to the International Secretary including the names, company affiliations, and current addresses of all incumbent, newly-elected and appointed members of its governing body.

SECTION 4. DISBANDMENT, TERMINATION, AND REINSTATEMENT:

(a) Chapters may chose to disband by action of its governing body provided that it gives notice of disbandment in writing to the International Secretary.

(b) The chapter's standing may be suspended or terminated by the International Board of Directors or Executive Committee at any time it determines that the Chapter is not fulfilling its obligations and responsibilities under Article IX.

(c) Upon disbandment or termination, arrangements must be made by the chapter to transfer its records and financial assets to the International Secretary. The chapter's records and financial assets will be retained by the International Secretary for five years from the date of disbandment or termination, or until the chapter is reinstated, whichever occurs first.

(d) A disbanded or terminated chapter may be reinstated by petition under Article IX, Section 1.

(e) A suspended chapter may be reinstated by the International Board of Directors or Executive Committee at any time it is determined that the chapter is fulfilling or is able to fulfill its obligations and responsibilities under Article IX.

(f) In the event that a chapter is reinstated within five years of disbandment, termination or reinstatement, the chapter's records and financial assets shall be returned to its secretary of record.

(g) If after five years of disbandment, termination or suspension, a chapter has not been reinstated, its financial assets will become the assets of the association as a whole, and the chapter's records may be destroyed.

ARTICLE X — Amendments

Any two or more Regular members may propose an amendment or alteration to the Constitution and Bylaws at the Annual meeting. Any member of the International Board of Directors may propose an amendment or alteration to the Constitution and Bylaws subject to majority approval of the International Board of Directors or Executive committee.

Voting on and action to adopt or reject a proposed amendment or alteration to the Constitution and Bylaws shall be conducted by electronic voting or voice vote at the Annual meeting, at the discretion of the International Board of Directors. A copy of any such proposed amendment(s) or alteration(s) shall be provided to the voting members at the time of the vote.

If voting and action on the proposed amendment(s) or alteration(s) is to be conducted by voice vote at the Annual meeting, notice shall be published in the member newsletter or other official publication at of the association least 60 days in advance of the meeting.

Any amendment or alteration shall require the affirmative vote of the majority of qualified votes or voting members present at the Annual meeting.

Only votes by eligible members and consistent with voting instructions will be considered valid and counted.

The results of the vote as certified by the International Secretary shall be published in the association's member newsletter or other official publication within 45 days and announced at the next scheduled annual meeting.

ARTICLE XI — Enactment

This Constitution and Bylaws were approved February, 1980, and subsequently revised as provided by under Article X: March 1981, March 1982, March 1984, March 1989, March 1994, February 1996, February 1997, March 2001, March 2003, March 2004 and February 2010.

GEAPS Standards of Conduct

The International Executive committee in November 1998 adopted an official “GEAPS Standards of Conduct” policy to which all GEAPS members are expected to conform. Violation of the code may result in expulsion from the association. According to GEAPS International bylaws Article II, Section 3, “Any member of this association who, after investigation, is not deemed to be in good conduct as judged by a two-thirds vote of the International board of directors, may be expelled from the association.”

As a member of the Grain Elevator and Processing Society, I pledge myself to...

- Maintain the highest standard of personal conduct.
- Actively promote and encourage the highest level of ethics within the industry.
- Actively pursue the association’s objectives in ways that are legal, ethical, impartial and consistent with the best interests of grain-related industry operations.
- Recognize and uphold all laws and regulations relating to GEAPS policies and activities.
- Accept no compensation for my service to the association.
- Maintain the confidentiality of privileged information entrusted or known to me by virtue of any leadership position I may hold in the association.
- Refuse to engage in, or countenance, activities for personal gain at the expense of the association, the industry or profession.
- Refuse to engage in, or countenance, harassment or discrimination on the basis of race, sex, age, religion, national origin, sexual orientation or disability.