

MISSOURI AQUACULTURE COUNCIL
BY-LAWS

ARTICLE I

NAME, AUTHORIZATION AND LOCATION

- Section 1. Name. The name of this organization shall be Missouri Aquaculture Council, hereinafter called "Council".
- Section 2. Authorization. This Council, its procedures and regulations are established pursuant to Section 275.450-275.455 RSMO (1989) hereinafter called "enabling legislation".
- Section 3. Location. The principle office of the Council shall be located in Jefferson City, Missouri. The Council may have offices and or meetings at other locations as designated by the Council.

ARTICLE II

The objectives of this Council are:

1. To promote the consumption of fish and fish products.
2. To increase the efficiency of aquaculture production through marketing.
3. To provide for research and education programs for the benefit of the fish producers of Missouri.
4. To cooperate with the Missouri Fish Farmers Association and other state, regional or national fish organizations in promoting the general welfare of the fish industry in the state.
5. To implement the provisions of the enabling legislation as they relate to the production and marketing of fish and fish products.

ARTICLE III

AUTHORITY, RESPONSIBILITIES AND COMPENSATION

- Section 1. General. The full Council shall have the sole authority for supervision, direction and control of the affairs of the Council, its committees and publication; shall determine its policies and changes therein; shall actively

pursue its objectives and supervise the disbursement of its funds; and, shall hire, contract with or appoint such persons necessary to accomplish its purposes.

The Council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may delegate certain of its authority and responsibilities to an Executive Committee.

- Section 2. Compensation. All elected members and officers of the Council shall be entitled to reimbursement of actual and necessary travel and incidental expenses while engaged in the performance of official business of the Council. Council members will be paid \$50.00 per day for Council meetings. Mileage expense will be at \$.22 per mile.

ARTICLE IV

MEMBERSHIP AND ELECTIONS

- Section 1. Members. The Council shall consist of five (5) elected members and two (2) ex officio members. The ex officio members shall be the Director of the Missouri Department of Agriculture or his designee, and the Dean of the College of Agriculture, University of Missouri-Columbia or his designee.
- Section 2. Qualifications. The elected members shall be active fish farmers of legal voting age, who are residents of the State of Missouri and of the district they represent. They must also feed at least one (1) ton of fish food per year.
- Section 3. Districts. See map.
- Section 4. Term of Office. Council members shall serve a term of three (3) years or until their successors have been elected and qualified, except that the first members shall serve two and three year terms as follows:
- 2 Year Term - Districts 1 and 4
 - 3 Year Term - Districts 2, 3 and statewide
- Section 5. Elections and Registration. An election to fill expiring terms of Council members shall be conducted by the Missouri Department of Agriculture by mail ballot during the month of January. Producers shall register with the Department of Agriculture to be eligible to vote. Registration will be with the Director of the Department of Agriculture or his designee at any time thirty (30) days prior to an election. The Director will maintain a cumulative list of registered producers.

- Section 6. Nominations. The Director of the Department of Agriculture shall call a meeting of a nomination committee at least thirty (30) days prior to each election. The committee shall consist of four (4) members of the Board of Directors of the Missouri Fish Farmers Association and one representative from each general farm organization in Missouri with membership of 15,000 or over. They shall nominate at least twice as many qualified producers as are to be elected from each district. In addition, any qualified producer may be nominated and have his name placed on the ballot by presenting the Director a petition signed by at least eight (8) producers from his district at least thirty (30) days prior to an election.
- Section 7. Vacancies. Council vacancies resulting from death, resignation or other cause, shall be filled by appointment of a qualified member for the unexpired term by the remaining members of the Council.
- Section 8. Attendance of Members. A Council member missing three consecutive board meetings and failing to send a proxy may be released from the Council and be replaced by appointment of the remaining members of the Council. Appointee must be a qualified member selected for this unexpired term from the same district.

ARTICLE V

OFFICERS

- Section 1. General. The officers of the Council shall be a President, Vice-President and Secretary-Treasurer.
- Section 2. Election. The officers will be elected by the Council at the first meeting following the annual Council election. Only elected Council members shall hold office and terms shall be for one (1) year.
- Section 3. Duties. The President shall be the Chief Executive Officer of the Council and will preside at all meetings of the Council. In his absence, disability, removal or resignation the Vice-President will serve as President. The Secretary-Treasurer will be the custodian of Council funds and will keep, or cause to be kept, complete records of all financial receipts and disbursements and all records and minutes of meetings. Officers may have additional duties customary to their office or as prescribed by the Council.
- Section 4. Removal. Any officer may be removed from their office by majority vote of the Council, when in its judgement the best interests of the Council are served thereby. Such removal shall be from the office held and not from Council membership.

- Section 5. Vacancies. A vacancy for whatever reason in any Council office shall be filled for the unexpired term in the same manner as the original election and not later than the next meeting following the announcement of the vacancy.
- Section 6. Executive Director. The Council may select and appoint an Executive Director to serve as the Administrative Officer of the Council. He will serve at the pleasure of the Council, which shall prescribe his duties, fix his compensation and require, if advisable, security for faithful service. The Executive Director may serve as an advisor to the Council and its committees, supervise any other employees, keep financial and other records of the Council and compile reports for the Council and the general public.

ARTICLE VI

MEETINGS

- Section 1. Regular Meetings. The full Council shall meet at least two (2) times each fiscal year at such times and locations as fixed by resolution of the Council.
Council members shall be notified at least ten (10) days prior to the meetings.
- Section 2. Special Meetings. The President may, when he deems necessary, call a special, unscheduled meeting of the Council; or any Council member may, at the request of a majority of the Council, call such a special meeting. Notice of such meeting shall be given by regular mail at least five (5) days prior to the meeting or by telephone at least twenty-four (24) hours prior to the time of the meeting.
- Section 3. Quorum: Four Council members shall constitute a quorum for the conduct of official business. A majority vote of members present will be required for an official action.
- Section 4. Proxy. Any Council member may send a representative of his choosing, who shall have full voting rights at any Council meeting, upon presentation of a proxy signed by the Council member. Such representative shall not be another Council member and shall vote no more than one (1) proxy.
- Section 5. Mail Polls and Conference Calls. The members may be polled by mail on special items of business or by telephone conference calls initiated by the President. Decisions reached by such methods will be official actions of the Council but they will not substitute for the required regular meetings.

ARTICLE VII

COMMITTEES

- Section 1. Executive Committee. The Executive committee shall consist of the three (3) officers of the Council and will meet on the call of the President. They may act on behalf of the Council, pursuant to the delegation of authority to the committee by the Council. Actions of the Executive Committee shall be reported to the Council for ratification at the next Council meeting.
- Section 2. Standing Committees. Standing committees may be determined by the Council, shall be appointed by the Executive Committee and shall consist of not less than three (3) members. Appointments will be made annually and members will serve until the next election of officers.
- Section 3. Special Committees. Special committees may be appointed by the President, to pursue specific projects or problems and will be temporary unless made a standing committee.

ARTICLE VIII

FINANCES

- Section 1. Fees. In order to finance this program, a fee of three dollars per ton of fish feed purchased by commercial producers will be collected by the Missouri Department of Agriculture.
- Section 2. Collection. The Missouri Department of Agriculture will act as a collection agent and will establish such procedure as deemed necessary to monitor and enforce collection of the fees. The Department will submit funds to the Council on the same schedule as they are collected and will be reimbursed for their services by the Council.
- Section 3. Penalties. Any commercial fish producer who purchases at least two thousand pounds of fish food in a calendar year is required to file and make payment of fees with the Director of Agriculture on or before the fifteenth day of January, April, July and October on forms prescribed and furnished by the Director. If a commercial producer does not file and make payment of fees with the Director, then he is subject to a fine of not less than fifty dollars nor more than one thousand dollars.

- Section 4. Banking. All funds received by the Council will be deposited in the name of the Council in a bank or banks selected by the Council. Withdrawals will be by check only, signed by the officer or officers authorized by the Council. A surety bond may be required of those officers.
- Section 5. Fiscal Year. The fiscal year of the Council shall run from January 1 through December 31 of each year.
- Section 6. Budgets. The Executive Committee will prepare a budget to be presented at the beginning of each fiscal year to the full Council for approval. The budget will list estimated revenues and proposed expenditures by categories for the fiscal year. It will serve as a guide for Council expenditures but not as an authorization for such.
- Section 7. Audits. The Council may require an audit, either internal or external, of the financial records and accounts of the Council at the end of each fiscal year or at such other time as they deem necessary.

ARTICLE IX

CONTRACTS, LOANS AND LIMITS OF LIABILITY

- Section 1. Contracts. The Council may authorize any officer or officers, agent or agents to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Council. Such authorization may be general or confined to specific instances.
- Section 2. Loans. No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Council. Such authorization may be general or confined to specific instances.
- Section 3. Limitation of Liability. Obligations incurred by the Council and any other liabilities or claims against the Council shall be enforced only against the assets of the Council, in the same manner as if it were a corporation, and no liability for the debts or actions of the Council shall exist against either the State of Missouri, or any subdivision or instrumentally thereof, or against any other Council established pursuant to the law, or the assets thereof, or against any member, officer, employee or agent of the Council in his individual capacity. The members of the Council, including employees thereof, shall not be responsible individually in any way whatsoever to any person for errors in judgement, mistakes or other acts either of commission or omission as principal, agent or employee except in their own individual acts of dishonesty of a criminal nature. No such person or employee shall be held responsible individually for the act or

omission of any other member of the Council. The liability of the members of the Council shall be several and not joint and no member shall be liable for the default of any other members.

ARTICLE X

AMENDMENTS AND SEPARABILITY

- Section 1. Amendments. These by-laws may be altered, amended or repealed by a two-thirds vote at any regular or special meeting of the Council.
- Section 2. Separability. If any provision of these by-laws or of the enabling legislation shall be declared invalid or the applicability thereof to any person, circumstance or thing is held invalid, the remainder of the by-laws or of the enabling legislation, or the applicability thereof to any person, circumstance or thing, shall not be affected.

ARTICLE XI

POLICY OF THE MISSOURI AQUACULTURE COUNCIL

- Section 1. The Council will not entertain any motion involving the expenditures of funds without a proposed budget or an estimate of the total amount of funds that would be committed by that motion. The amount of cost should be included in the motion.

These by-laws were duly approved and adopted by the Council on the _____ .

_____, President

_____, Secretary-Treasurer