

**BYLAWS OF  
SNI Global  
ARTICLE I – NAME**

The name of the Corporation shall be SNI Global (the “Corporation”).

**ARTICLE II – PURPOSES**

The purposes of the Corporation are:

- To engage in activities and conduct programs to assist the United States soybean industry in collecting and disseminating soy-related nutrition information based on responsible scientific research; To encourage and promote harmony and cooperation among those in the domestic and international soybean industry to assist in the growth of domestic and international soybean utilization through the communication, outreach, education and advocacy of soy’s nutritional and public health benefits; To carry out such administrative, financial, management, and other functions as are necessary and appropriate as a Section 501(c)(6) of the Internal Revenue Code corporation.

**ARTICLE III – MEMBERSHIP**

**Section 1. Categories of Members.** Members shall include soy industry companies and organizations, including producers, suppliers, and users up and down the soy value chain involved with soybeans or soy ingredients intended for human consumption. Companies or organizations, including non-profits not directly involved in production, sale or use of soy may become associate or allied members, as noted below.

The Corporation shall have four (4) categories of voting members: Strategic Partners, Corporate Members, Allied Associate Members, and USB Members. The designations of membership categories and the qualifications of the members of such categories as well as their benefits shall be as follows:

Strategic Partner Members - Companies, including producers, suppliers and users up and down the soy value chain involved with soybeans or soy ingredients intended for human use or consumption.

Benefits: Members at this level will enjoy all the benefits of membership in the Corporation, including participation in strategic planning and development of tactical activities related to research, outreach and advocacy.

Up to four (4) available seats on the Board of Directors will be allowed from this membership category. Only one (1) board member within this membership category will be allowed from a member company or organization.

Dues assessed: 100% of assessed amount, based on soy-related revenues.

Corporate Members - Companies, including producers, suppliers and users up and down the soy value chain involved with soybeans or soy ingredients intended for human use or consumption.

Benefits: Members at this level will enjoy all the benefits of membership in the Corporation, including participation in strategic planning and development of tactical activities related to research, outreach and advocacy. Up to three (3) available seats on the Board of Directors will be allowed from this membership category. Only one (1) board member within this membership category will be allowed from a member company or organization.

Dues assessed: 75% of assessed amount, based on soy-related revenues.

Allied Associate Members - Associations, nonprofits, pre-revenue start-up companies, domestic and international auditing members, as well as partners and organizations who cannot engage in advocacy (e.g., Qualified State Soybean Boards)

Benefits: Members at this level will enjoy all the benefits of membership in the Corporation, including participation in strategic planning and development of tactical activities related to research, outreach and advocacy (if applicable). Two (2) seats on the Board of Directors will be allowed from the A2 membership category only, as membership categories are defined in the Corporation's official dues schedule. Should there be a shortage of board candidates from the A2 category, a candidate from the A1 membership category may be allowed to serve on the board, if elected by the members.

Dues assessed: Flat rate of dues assessed.

United Soybean Board (USB) Members – To include farmer directors and/or appointees.

Benefits: Members at this level will enjoy all the benefits of membership in the Corporation, including participation in strategic planning and development of tactical activities related to research and outreach. Two (2) seats on the Board of Directors will be allowed from this membership category, with the representatives from USB to be appointed by the USB chairman.

Dues assessed: There will be no dues assessment associated with USB representation on the Board.

**Section 2. Application and Election of Members.** Each prospective organization desiring to be a member shall complete a membership application in the form prescribed by the Board of Directors, for review and approval by the Corporation's board of directors and by a majority of the membership. The Board may request information regarding credentialing to determine the relevant class of membership and may evaluate candidates based on the answers to those questions. Approved member organizations shall designate one voting member from within their group for matters that arise requiring membership approval. The United Soybean Board shall be allowed to designate up to four individuals to vote on issues that come before the membership at large.

**Section 3. Term and Renewal of Membership.** Membership in the Corporation shall be for the term of the dues cycle. Membership shall be renewable annually for successive fiscal years by payment of the annual dues.

**Section 4. Annual Membership Meeting.** An annual business meeting of the members shall be held each year for the transaction of such business as may come before the meeting and for the sharing of information, interaction with scientific advisors and staff, and presentation of lectures and data for the benefit of all member companies and organizations.

Additional membership meetings may be held each year as deemed appropriate by the Board of Directors.

***Section 4. Termination of Membership.***

a. General rule. Membership in the Corporation shall terminate upon the resignation of a member, upon its termination for failure to pay dues, or upon its expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the industry or the Corporation.

b. Expulsion. No member shall be expelled, except upon written recommendation by the Board of Directors after a hearing at which the member whose expulsion is being recommended was given an opportunity to be heard in its own defense. Expulsion shall be upon a two-thirds vote of the regular members of the Corporation present and voting at a duly constituted meeting held not less than thirty (30) days after the mailing of the directors' recommendation at which the member whose expulsion shall receive an opportunity to be heard in its own defense.

c. Forfeiture. Upon resignation or expulsion from the Corporation, any and all rights and privileges of membership, and any interest in the property or other assets of the Corporation, shall be forfeited.

d. Liability for dues. Resignation, suspension, or expulsion from membership shall not relieve the business from liability for any unpaid dues or other duly assessed fees or charges.

**ARTICLE V – BOARD OF DIRECTORS**

***Section 1. Number and Qualifications.*** The Board of Directors shall be made up of the elected officers of the Corporation, plus eight (8) additional voting members representing the categories of membership described in Article III above.

***Section 2. Term and Selection of Directors.*** The initial Board of Directors shall serve staggered terms. Within ninety (90) days after the approval of these Bylaws and thereafter each year in advance of the Annual Member meeting, the Corporation Board of Directors shall seek nominations for the selection of the Board of Directors. A Nominating Committee, chaired by the President and including two (2) other Members, shall nominate a full slate of nominees for review by the Corporate Board of Directors. The Nominating Committee should utilize its best efforts and judgement to make nominations reflective of the membership categories, and generally reflective of relevant industries, and industry segments. Affirmative vote by a majority of the existing Members present at the Annual Member meeting shall determine composition of the Board of Directors. Each director will serve a 3-year term of office, provided that the company or organization they represent remains a member in good standing of the Corporation.

***Section 3. Duties and Powers of the Board of Directors.*** The Board of Directors shall have general charge and management of the affairs, funds and property of the Corporation. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the Corporation according to its Articles of Incorporation and these Bylaws, and to carry out all other duties and exercise the powers set forth in these Bylaws. The Board shall have the power to enter

into contracts with other entities, including the power to enter into contracts with appropriate parties as defined by the Corporate Board of Directors, for the provision of staff, consultants and vendors, related administrative services, and other projects to be performed for the Corporation. Specific duties of the Board shall include, without limitation:

- a. Development, and upon approval by the Board, implementation of an Annual Plan and an Annual Budget for the Corporation;
- b. Management of all funds and assets of the Corporation;
- c. Overall direction of the activities of the Corporation, which authority may be delegated to appropriate officers and managers of the Corporation.

**Section 4. Vacancies.** Any vacancy occurring on the Board may be filled by an appointment made by the Board of Directors.

**Section 5. Removal of Directors.** A director may be removed from office under the criteria set forth by the Corporate Board of Directors. A Board member shall be automatically removed for excess absences from the Board if s/he has three unexcused absences from Board meetings in a calendar year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 6. Expenses.** Directors shall serve without compensation. Directors may be reimbursed for expenses necessarily incurred by them in the performance of their duties.

## ARTICLE VI – MEETINGS OF BOARD DIRECTORS

**Section 1. Meetings.** There shall be an annual meeting of the Board, in addition to any other meetings that may from time to time be called by the President, or by fifty percent (50%) of the voting members of the Board. Meetings of the Board may be held within or outside of the District of Columbia, upon ten (10) days' prior notice to each member of the Board, at such time and such place as shall be specified in the notice. Notice may be waived, as set forth below. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting. The President may convene an emergency meeting pursuant to Section 3 below.

**Section 2. Quorum.** At any meeting of the Board of Directors fifty percent (50%) of the voting Board of Directors then in office shall constitute a quorum. Except where otherwise provided herein, any action of the Board shall require the concurring votes of at least a majority of those present at a meeting at which a quorum exists. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting from time to time without further notice until such time as a quorum is present.

**Section 3. Voting.** Board meetings may be in person or virtual, as long as all of the participants can speak and hear each other and a quorum has been met. Any action that may be taken by the Board of Directors at a meeting, may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the

Corporation via email, mail, or facsimile.

**Section 4. Waiver of Notice.** At any time that notice is required to be provided pursuant to these Bylaws, the requirement for such notice may be waived in writing by any person entitled to such notice.

## ARTICLE VII – OFFICERS

**Section 1. Officers.** The Officers of the Corporation shall be a President, a Vice-President, and a Secretary/Treasurer.

**Section 2. Qualifications.** Officers must be individuals who are closely affiliated with or employed by a designated member in good standing of the Corporation representing one of the four (4) categories of membership described in Article III above.

**Section 3. Election and Term of Office.** The selected officers shall be elected at the annual meeting of the Members or at other meetings consistent with these Bylaws, and each elected officer will be a member of the Board of Directors for the year then commencing, to serve for a two-year term or until their successors shall have been elected.

**Section 4. Removal and Vacancies.** Any officer elected by the Members may be removed by the Board of Directors, upon a resolution approved by a majority of the entire Board and said vote shall only occur at a meeting in which a quorum is present, whenever in its judgment the best interests of the Corporation would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Duties of the President.** The President shall preside at all meetings of the Board of Directors. The President shall serve as an ex-officio member of all committees of the Corporation. The President shall have general supervision of the affairs of the Board and perform all acts and duties usually incident to and required of an executive and presiding officer, as well as such other duties as may be conferred by the Board. He/she may sign, with the Secretary/Treasurer, or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other documents the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Duties of the Vice President.** In the absence of the President or in the event of his/her inability to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for such affairs of the Corporation as are designated by the President and shall perform any other duties incident to the office of Vice President assigned to Vice President from time to time by the Board of Directors. In the event of the death or incapacity of the President, the Vice President shall serve as the acting President of the Corporation for the remainder of the term, subject to the direction and control of the Board of Directors.

**Section 7. Duties of the Secretary/Treasurer.** The Secretary/Treasurer shall keep the minutes of the meetings of the Board of Directors in the corporate files; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member that shall be furnished to the Secretary/Treasurer by such member. He/she shall provide oversight over all fiscal matters for the Corporation, with day to day management to be carried out by the paid Corporate staff members who will be in charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office(s) and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## ARTICLE VIII – COMMITTEES

**Section 1. Executive Committee.** There shall be an Executive Committee of the Board of Directors that shall comprise the President, Vice President, Secretary/Treasurer of the Corporation, and one (1) additional member of the Board elected to serve on the Executive Committee by a vote of the Board of Directors. The additional member shall be elected to the Executive Committee for a term of one (1) year and may be re-nominated and re-elected by the Board. The Executive Committee shall be responsible for the operation of the Corporation within the policies established by the Board. The Executive Committee is authorized to approve the expenditure of funds within individual program levels approved by the Board. Such funding authority shall exist only until the next scheduled Board meeting at which all actions of the Executive Committee must be ratified.

**Section 2. Scientific Advisory Committee.** The Scientific Advisory Committee shall be comprised of at least four (4) scientific advisors who would provide guidance and input on research-related activities led by the Corporation. Additional scientists may be consulted, when topics and projects require additional expertise. The Scientific Advisory Committee will convene at least once per year to identify, discuss and guide the research priorities of the Corporation. Committee activities will be led by the Director of Nutrition Science and Research, who will also serve as Scientific Advisory Committee chair.

**Section 3. Other Committees.** The Board may establish such other committees as the Board may deem necessary for the expeditious handling of the affairs of the Board. The President shall appoint the Chair of all committees established by the Board. Committees shall meet upon the call of the Chair of the committee or the President.

## ARTICLE IX – MANAGERS & ADVISORS

**Section 1. Managers.** The Board of Directors may hire managers and staff to help plan and implement the policies of the Corporation. Managers may include, but not be limited to, an

executive director, and directors of nutrition science and research; communications and outreach; and advocacy.

**Section 2. Scientific Advisors.** The Board of Directors shall hire scientific advisors, who are accomplished academics, and leaders in their fields, to provide leadership, advice, and consultation to the Corporation on technical and scientific issues, as well as guidance on Corporate research projects. Their duties shall include the review of existing literature, evaluation of research proposals, attendance at the Annual Membership Meeting and Board of Directors meetings, and to provide recommendations on the communication of research data, as well as on-going advice and counsel to the Corporation’s members, Board of Directors, managers and staff.

**ARTICLE X – AMENDMENTS**

The Board may amend these Bylaws or the Articles of Incorporation at any meeting at which there exists a quorum, upon a two-thirds vote of all the Directors of the Board, provided, however, that at least ten (10) days’ notice of such meeting shall be given to all Directors, and the intent of such amendments to be considered shall be made a part of the meeting notice. Any Amendment to the Bylaws or the Articles of Incorporation shall be ratified by a majority vote of the Board Members.

**ARTICLE XI – DISSOLUTION**

In the event of the dissolution of the Corporation, its net assets remaining after provision for the payment of all debts, obligations, and liabilities of the Corporation shall be dedicated and transferred only in such manner as will be consistent with the provisions of the Internal Revenue Code then governing the Corporation as a tax-exempt corporation.

**ARTICLE XII – MISCELLANEOUS PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year, provided that the Board may establish a different period for the initial fiscal year of the Corporation.

**Section 2. Parliamentary Procedure.** The Board and any Committee when in session, shall be governed in its deliberations in the transaction of its business by these Bylaws. The most recent edition of Robert’s Rules of Order shall govern any matter of procedure not so covered.

**Section 3. Contracts.** The Board may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**Section 4. Confidential Information.** Any member, director, officer, employee or agent shall maintain any confidential information of the Corporation disclosed to them in such

capacity as a Director, officer, employee, or agent. Confidential information shall be the sole property of the Corporation and in no event shall it be disclosed or used by any member, director, officer, employee, or agent without prior written consent of the Board of Directors, except as provided by law. Members, directors, officers, and employees shall be required to sign a confidentiality agreement to remain in good standing with the Corporation.

**Section 5. Indemnification.** The Board shall indemnify any member, director, officer, employee or agent of the Board and protect them from any loss for any action or omission taken in good faith on behalf of the Corporation and shall purchase insurance for the purpose of such indemnification.

**Section 6. Anti-trust Statement.** It is the policy of the Corporation to fully comply with relevant anti-trust laws as they pertain to its meetings and activities.