

BY-LAWS  
of  
**NATIONAL INDUSTRIAL HEMP COUNCIL**

Adopted August 11, 2019

**ARTICLE I**  
GENERAL PURPOSES

The purpose of which the Corporation is formed, and the powers which it may exercise, are set forth in the Articles of Incorporation of the Corporation.

**ARTICLE II**  
NAME AND LOCATION

SECTION 1. Name. The name of the organization, which is a 501(c)(6) nonprofit corporation organized under the laws of the State of Virginia, is the National Industrial Hemp Council (hereinafter “NIHC”).

SECTION 2. Location. The principle office is located at 2000 Duke Street, Alexandria, VA 22314.

**ARTICLE III**  
FISCAL YEAR

The fiscal year of the Corporation shall begin the First day of January in each year.

**ARTICLE IV**  
MEMBERSHIP

**SECTION 1. ELIGIBILITY FOR MEMBERSHIP.**

A. Voting Membership. The voting membership in the Association shall be drawn from any organization, person, partnership, or corporation with an interest in the advancement of the industrial hemp industry. Members with a financial interest in marijuana or other federally controlled substances shall not be eligible to vote.

SECTION 2. APPLICATION FOR MEMBERSHIP. Each applicant shall furnish the NIHC with its name, mailing address with a completed membership request form to the NIHC for processing. The first year’s annual dues shall accompany the written request for membership.

SECTION 3. Directors. The Board of Directors shall be comprised of at least 6 Founding and/or voting members. Members with a financial interest in marijuana or other federally controlled substances shall not be eligible to serve on the Board. Directors shall be elected from the voting membership with a term being three years in length. Board terms shall be staggered. Directors may be elected to multiple terms. Nominations for the Board of Directors must be submitted to NIHC at least 30 days prior to the Annual Meeting.

The following Founding Directors are voting members who contributed resources and expertise for the initiation of the Council:

Patrick Atagi  
Lowell Randel  
Walt Smith  
Patricia Sheikh  
Jason Ortega  
Thomas Sloan  
Doug Farquhar  
Bill Hawks

SECTION 4. Membership Fees and Dues. The Board of Directors shall determine membership fees and annual dues. The annual membership dues shall be paid within thirty (30) days of their due date in order for a member to be considered in good standing. Members not in good standing will not be eligible to vote or participate in any activities and programs related to or conducted by NIHC.

SECTION 5. Liability of Members. The property of the Members of the Association shall be exempt from execution for the debts and liability of the Association.

## **ARTICLE V**

### MEETING OF MEMBERS

SECTION 1. Annual Meetings. The Annual Meeting of the members of the Association shall be held each year at such time and place as shall be designated by the President. The order of business shall be determined by the officers, as specified in Article VII.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time by the action of a majority of the Board of Directors, or by the President. The purpose will be stated in the notice. Meetings may be conducted via electronic means should the President deem it necessary to do so.

SECTION 3. Notice of Meeting. A written notice will be sent electronically or by mail to each member at its address as shown on the books of the Association at least fourteen (14) days prior to the date of any annual meeting of the members. Notice shall be at least five (5) days for special meetings of the members.

SECTION 4. QUORUM. At any special meeting, a quorum shall consist of 50% of the Board of Directors for the transaction of business. At any regular meeting of the members, the delegates of at least forty percent of the members shall constitute a quorum for the transaction of any business, which may properly come before the meeting. Board members may delegate a proxy to cast votes in their absence.

SECTION 5. VOTING. All matters presented to the annual or a special meeting of the members shall be decided by a majority vote of the Directors present and eligible to vote. In the event there is less than a quorum present, the Directors may adjourn the meeting to another time without notice.

## **ARTICLE VI**

### **BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

#### **NUMBER AND GENERAL POWERS**

SECTION 1. The affairs of the Association shall be directed by a Board of Directors and forming an Executive Committee thereof which shall exercise all the powers of the association except such as is expressly conferred upon or reserved to the members by the By-Laws. Upon the resignation of a Director, the Nominating Committee shall submit a recommendation to the Board of Directors to fulfill the remainder of the term.

#### **SECTION 2. MEETINGS.**

A. **REGULAR MEETINGS.** The Board of Directors will meet at least once annually to conduct the business of the association.

B. **SPECIAL MEETINGS.** The Board of Directors will meet upon call by the Executive Committee and/or the President. Notice of all special meetings shall be by electronic notification or mail to the last known address of the Board Member at least five (5) days prior to the date of the meeting.

SECTION 3. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of President, Vice-President, Secretary/Treasurer and immediate Past President. The Chief Executive Officer, as referenced in Article VII, Section 7, shall serve as an ex-officio member of the Executive Committee.

SECTION 4. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting.

SECTION 5. COMPENSATION. No Director of the Association shall be entitled to any compensation for or in consideration of the execution of his or her duties as such Director.

SECTION 6. REMOVAL AND VACANCIES. Directors may be removed from office in the following manner: Any member may file charges against a Director by filing them in writing with the Secretary/Treasurer of NIHC. If the charges are filed against the Secretary/Treasurer, then the charges shall be filed with the President. The charges must be accompanied by a petition signed by at least 40 percent of the members of the Board of Directors. Such charges shall be voted on at a special meeting called for that purpose. The Director shall be informed in writing of the charges and shall have the opportunity to be heard in person and to present witnesses, and the person presenting such charges against him shall have the same opportunity. A vote of 60 percent of those present at such special meeting is required for removal of a Director.

SECTION 7. DUTIES OF THE BOARD OF DIRECTORS. The duties of the Board of Directors are as follows:

- A. To oversee the affairs of NIHC.
- B. To take charge of and be responsible for the property of NIHC and supervise the keeping of systematic records of NIHC's finances and the proceedings of the NIHC.
- C. To approve plans and programs designed to achieve the objectives and purposes of the Association.
- D. To review and consider policies, programs, or plans presented at the Annual Meeting of the members.
- E. To determine policies of the Association consistent with the objectives and purposes of the Association as set out in the Articles of Incorporation.
- F. To provide for Annual and Special Meetings of the Association.

**ARTICLE VII**  
OFFICERS OF THE BOARD

SECTION 1. NUMBER AND ELECTION. The Board of Directors shall elect from their number officers that may include a President, Vice-President, and Secretary/Treasurer. The terms of officers shall be two (2) years.

SECTION 2. PRESIDENT. The President shall preside over all meetings of the Association, the Board of Directors, and the Executive Committee, call special meetings of the Executive Committee, perform all acts and duties usually performed by an executive and presiding officer.

The President shall have the power to appoint a parliamentarian for any meeting of the Board of Directors or Executive Committee.

The President may appoint members to committees for: Membership, By-Laws and Resolutions, Program Review, Finance and Budget, Nominating, and Legislative and shall have the power to appoint members to such other committees deemed necessary to facilitate the operation of the association.

The President shall have the power to appoint Ad-Hoc Committees as needed.

SECTION 3. VICE PRESIDENT. In the absence of or inability or refusal to act by the President, the President-elect shall perform the duties of the President; and, when so acting, shall have the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to them by the Board of Directors.

SECTION 4. SECRETARY/TREASURER. The Secretary/Treasurer shall:

A. Keep the minutes of the meetings of the members, Board of Directors, and the Executive Committee in one or more books provided for that purpose. See that all notices of meetings are given as required by these By-Laws.

B. Be custodian of NIHC records and of the official seal and logo of the association.

C. Keep a register of the names and addresses of all members of NIHC.

D. In general, perform all the duties incident to the office of the Secretary and such other duties as may be assigned by the Board of Directors.

E. Have charge and custody of and be responsible for all funds and securities of the Association and cause to be maintained a proper record of the receipts and disbursements of the Corporation in accordance with good accounting practices.

F. Cause all funds to be deposited to the credit of the Association and cause the funds of the Corporation to be disbursed, when such disbursements shall have been duly authorized.

G. In general, perform all the duties incident to the office of the Treasurer and such other duties as may be assigned by the Board of Directors.

H. Make available on an annual basis all financial reports and audits to the full Board of Directors in a manner that clearly states the financial status of the organization overall and in its different programs on an individual basis.

SECTION 6. PAST PRESIDENT. The immediate Past President of NIHC shall serve on the Executive Committee and be a full voting member of the Board.

SECTION 7. CHIEF EXECUTIVE OFFICER. The Board of Directors may enter into a management agreement with a Chief Executive Officer and/or contractor to carry on the business and affairs of the National Association. Decisions to enter or terminate a management agreement, shall be by a two-thirds majority vote of the Board of Directors.

SECTION 8. REPORTS. The Board Officers of the Association shall submit at each Annual Meeting of the members, reports covering the business of the Association for the previous fiscal year and showing the condition of the Association at the close of such fiscal year.

## **ARTICLE VIII**

### AMENDMENTS

These By-Laws may be amended by a majority vote of the Directors at any meeting of the Association. Any Director may propose By-Laws changes. Proposals must be submitted to Executive Committee with a written explanation of the need for the change. All such proposed changes and explanations will be provided to each Director. Proposed By-Laws changes and any proposed amendments to such changes will be provided to members with recommendations and explanations at least thirty (30) days prior to consideration.