

**BYLAWS OF THE
OHIO AGRIBUSINESS ASSOCIATION**
(as of 07-30-12)

ARTICLE I

NAME & LOCATION

Section 1. The name of this association will be the Ohio AgriBusiness Association.

Section 2. The principal office of the Association will be located in Ohio as may be determined and approved by not less than two-thirds of the Board of Directors as a whole.

The Association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II

PURPOSES

The purposes of this Association will be:

1. To promote and encourage the common goals, needs, and interests of the agribusiness industry and those engaged in the agribusiness industry through education, legislative activities, public relations and research.
2. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the agribusiness industry; to foster cooperative action in advancing by all lawful means the common purposes of its members and promote activities designed to enable the agribusiness industry to be conducted with the greatest economy and efficiency.
3. To afford due consideration to and expression of opinion upon questions affecting the agribusiness industry and the financial, commercial and industrial interests of the state and nation, and to promote the common business interests of the agribusiness industry.
4. To cooperate with other industries and organizations, including educational institutions and governmental agencies.
5. To conduct or engage in all lawful activities in the furtherance of the foregoing purposes or incidental thereto.

ARTICLE III

MEMBERSHIP

Section 1. Member. Any person, firm or corporation engaged in, or providing products or services to, agribusiness in the state of Ohio is eligible to become a member of this Association. The Board of Directors may create such classes or subclasses of membership as they deem appropriate from time to time.

Section 2. Honorary. An individual because of eminent service to the agribusiness industry or to this Association may be extended an honorary designation in this Association by approval of not less than two-thirds of the Board of Directors as a whole; however, each Chair of the Board of this Association shall at the end of the fulfilled term of office become an honorary designee without Board action. An honorary designee of this Association shall be so for life.

Section 3. Voting. Each member shall have one (1) vote in matters coming before the Association. An entity may designate for voting purposes an official representative or alternate who shall be an officer, partner or employee of that member, but proxy voting is not permitted.

Section 4. Application for Membership. Any person, firm or corporation eligible for membership under these bylaws shall submit written application. Membership acceptance is subject to approval of the Board of Directors as a whole.

Section 5. Suspension & Expulsion. Any member may be suspended or expelled for cause. Sufficient cause for such suspension or expulsion of membership will be a violation of the bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interest of the Association. Suspension or expulsion will be by not less than a two-thirds vote of the Board of Directors as a whole; provided a statement of the charges will have been sent by certified or registered mail to the last recorded address of the member at least ten (10) days before final action is taken thereon. This statement will be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges will be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

Section 6. Reinstatement. A suspended or expelled member may be reinstated by approval of not less than two-thirds of the Board of Directors as a whole.

Section 7. Transfer of Membership. Membership in this Association is not transferable.

ARTICLE IV

DUES

Section 1. The annual rate of dues for each respective class or subclass of membership shall be determined by the Board of Directors and such rates shall remain in effect until changed by the Board of Directors. No dues will be required of honorary designees.

Section 2. Members who fail to pay their dues within thirty (30) days from the time they become due shall be notified in writing, and, if payment is not made within the succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided the Board of Directors may by approval of not less than two-thirds of the Board of Directors as a whole, prescribe procedures for extending the time of payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Annual. There will be an Annual Meeting of this Association during the first quarter of the calendar year for receiving the annual reports and the transaction of other business. Notice of such meeting signed by the secretary, will be sent to each member at least ten (10) days in advance with a statement of time and place and information as to any special subject(s) to be considered.

Section 2. Special. Special meetings of the Association may be called by the Chair of the Board, or the Board of Directors, or will be called by the Chair of the Board upon written request of ten (10) members of the Association. Notice of any special meeting will be sent to each member at least ten (10) days in advance, with a statement of time and place and information as to any special subject(s) to be considered.

Section 3. Members Eligible to Vote. At least ten (10) days before every Annual Meeting or special meeting of the membership of this Association, a complete list will be arranged of the members entitled to vote at such meeting(s). Such list will be open at the office of this Association at least ten (10) days before such meeting(s) and will be available at the meeting for the examination by any member of this Association.

Section 4. Quorum. Twenty (20) members present at any membership meeting of this Association shall constitute a quorum, and in case there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall have supervision, control, and direction of the affairs of this Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as will be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall be composed of fifteen (15) Directors, all of whom shall be members or representatives of members of this Association. No member shall be allowed more than one (1) position on the Board of Directors at any given time. The fifteen (15) Directors shall be representative of the agribusiness industry as follows:

<u>Directors</u>	<u>Segment of Industry</u>
2	Agrichemical
2	Feed Industry
2	Fertilizer
2	Grain
2	Seed
4	Members-at-Large
1	Past Chair

Section 3. During the first quarter of the calendar year (but no later than the date of the annual meeting), Directors, whose terms expire, shall be elected by mail ballot for a term of three (3) years. Should a tie vote occur as a result of the mail ballot in the election of a Director, said tie will be broken by a majority vote of the Board of Directors no later than the next subsequent Board of Directors meeting. Directors shall be eligible for re-election, provided no Director shall be elected to more than two (2) consecutive terms of three (3) years each, with the exception, this limitation as to term of service shall not apply to a person serving in the capacity of Chair of the Board, Vice Chair of the Board or Past Chair of the Board. Directors shall take office upon certification of their election and shall continue in office until their successors shall be duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 4. Board Meetings. Except that the Board of Directors shall have a regular meeting within ninety (90) days following the Annual Meeting, the Board shall meet upon call of the Chair of the Board of Directors or upon demand of a majority of the Board of Directors as a whole, at such times and places as may be designated. Notice of all meetings of the Board of Directors will be sent by mail or other mode of transmittal to the last recorded address of each Board member or candidate for the Board at least ten (10) days in advance of such meetings. The Board of Directors may, upon the request of its Chair, vote upon any proposal by mail or electronic means, a majority vote to decide any such questions submitted.

Section 5. Quorum. A majority of the Board as a whole shall constitute a quorum, and in case there is a less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 6. Compensation. Directors shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of this Association. Nothing herein will preclude a Director from serving this Association in any other capacity and receiving compensation for such services.

Section 7. Resignation or Removal. Any Director may resign at any time by giving written notice to the Chair of the Board, the Secretary, or to the Board of Directors as a whole. Such resignation will take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Chair of the Board of the Board of Directors as a whole.

Any Director may be removed for cause by a vote of not less than two-thirds of the Board of Directors as a whole at any regular or special meeting.

Section 8. Vacancies. Any vacancies, which occur on the Board by reason of death, resignation, or removal, may be filled by appointment by the remaining members of the Board of Directors for the unexpired term.

Section 9. In the event circumstances, such as, but not limited to a change of a member employer or a merger of member employees, inadvertently result in a member occupying more than one position on the board of directors, the member shall within 30 days of notification from the Ohio AgriBusiness Association, inform the Chair of the Board, President or Secretary of the Ohio AgriBusiness Association of the member representative it wishes to maintain on the board. The remaining member representative(s) shall simultaneously resign from the board in writing.

ARTICLE VII

OFFICERS

Section 1. The officers of this Association shall be Chair of the Board, Vice Chair of the Board, President, Secretary and Treasurer. Separate individuals must hold all Board Chair positions. One or more individuals may hold the positions of President, Secretary and Treasurer. The Chair of the Board and Vice Chair of the Board shall be elected by and of the Board of Directors as a whole. The President, Secretary and Treasurer shall be appointed by, and serve at the pleasure of, the Board of Directors as a whole.

Section 2. Elected officers shall take office upon their election and shall serve for a term of two years and until their successors are duly elected and qualified.

Section 3. Vacancies. Vacancies, which occur in any office by reason of death, resignation or removal, may be filled by appointment by the Board of Directors for the unexpired term.

Section 4. Chair of the Board. The Chair of the Board shall serve as the principle officer of this Association and shall preside at all meetings of the membership, Board of Directors and Executive Committee, and shall be a member Ex-Officio, with the right to vote on all committees except the Nominating Committee.

Section 5. Past Chair of the Board. When a person fulfills the obligation of Chair of the Board, that person shall then serve for two years as a Past Chair of the Board, with full voting rights. The segment of industry, which the Past Chair of the Board represented, under Article VI, Section 2, shall be relinquished and a new director shall be elected as per Article VI, Section 3 to represent the relinquished segment of industry. In addition to serving on the Executive Committee and as Chair of the Nominating Committee, this office shall also be subject to such other duties as the Board of Directors may assign.

Section 6. Vice Chair of the Board. The Vice Chair of the Board shall succeed to the office of the Chair of the Board in the event of death, resignation or removal of the person holding that office, or by the delegation of the Board of Directors in the event of that person's temporary disability or absence from a meeting(s). This office shall also be subject to such other duties as the Board of Directors may assign.

Section 7. President. The President shall be a salaried staff head selected by but not of the Board of Directors and shall be responsible for the administration and management of the Association. The President shall employ and may terminate members of the staff necessary to carry on the work of this Association, and shall manage and direct all functions and activities of this Association and perform such other duties as may be duly specified by the Board of Directors.

Section 8. Secretary. The Secretary shall give notice of and attend meetings of this Association, be responsible for the keeping of a record of all proceedings, attest documents and perform such other duties as are usual for such official or as may be duly assigned to the office.

Section 9. Treasurer. The Treasurer shall be responsible for keeping an account of all monies received and expended for the use of this Association and shall make a report at the Annual Meeting or when called upon by the Chair of the Board. The funds, books and vouchers of this Association will at all times be subject to verification and inspection by the Board of Directors.

Section 10. Bonding. At the direction of the Board of Directors, any officer, director, trustee or employee of this Association shall furnish, at the expense of this Association, a fidelity bond, in such a sum, as the Board shall prescribe.

ARTICLE VIII

COMMITTEES

Section 1. The Chair of the Board shall annually appoint such standing, special or subcommittees as may be required by the bylaws or as may be necessary.

Section 2. Executive Committee. The Chair of the Board, Vice Chair of the Board and Immediate Past Chair of the Board shall constitute an Executive Committee with the Chair of the Board also chairing the Committee.

This Committee may exercise the powers of the Board of Directors at the direction of the Board or carry out specific urgent business when there is not sufficient time to schedule a meeting of the Board as a whole to resolve the issue(s). Meetings may be held at the direction of the Board as a whole, when called by the Chair or when requested by two (2) members of the Committee. Three (3) members of the Committee shall constitute a quorum.

All action taken by this Committee will be reported to the Board of Directors at the next succeeding meeting.

Section 3. Nominating Committee. The Vice Chair of the Board, Past Chair of the Board and a Member-at-Large appointed by and of the Board of Directors as a whole shall constitute the Nominating Committee with the Past Chair of the Board chairing the Committee.

In the event the Vice Chair of the Board or Past Chair of the Board is unable to serve on the Nominating Committee, Member(s)-at-Large shall be appointed by and of the Board of Directors as a whole to fill the vacant position(s).

During the last quarter of each calendar year, the Chair of the Board shall charge the Nominating Committee to nominate candidates for expiring Board of Director positions.

The Committee shall notify the Secretary, in writing, by the first day of January of the candidates it proposes and the Secretary shall prepare a ballot for the membership to be mailed or otherwise transmitted on or before ten (10) days prior to the annual meeting to each member or its representative eligible to vote. Ballots will be formatted so as to allow members to write in candidates not previously nominated.

ARTICLE IX

MAIL VOTE

Section 1. Whenever, in the judgment of the Board of Directors, any question arises which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purpose, the Board may, unless otherwise required by these bylaws, submit such matter to the membership in writing by mail for vote and decision, and the question thus presented will be determined according to majority of the votes received by mail within ten(10) days after such submission to the membership, provided in each case, votes of at least ten percent (10 percent) of the membership, but in no case less than twenty (20) members will be received. Any and all action taken in pursuance of a majority mail vote in each such case will be binding upon this Association in the same manner as would be action taken at a duly called meeting.

Section 2. The Board of Directors may authorize votes of the membership (including election of Directors) to be solicited and conducted by electronic means in addition to mail, with votes solicited or cast by electronic means having the same effect as those cast by mail.

ARTICLE X

FISCAL YEAR

Section 1. The Board of Directors shall determine the fiscal year of the association.

ARTICLE XI

SEAL/LOGO

Section 1. This Association shall have a seal or logo(s) of such design as the Board of Directors may adopt.

ARTICLE XII

INDEMNIFICATION

Section 1. This Association shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of being or having been a director, officer, employee or agent of this Association, or member of any committee of this Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of this Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, will not, of itself, create or its equivalent, shall not, of itself, create a presumption the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of this Association and with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.

Section 2. To the extent a director, officer, employee, agent or committee member of this Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article XII in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 3. Any indemnification in connection with the settlement of an action referred to in Section 1 of this Article XII, unless ordered by a court, will be made by this Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent or committee member is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 of the Article XII. Such determination will be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by independent legal counsel in a written opinion, if such quorum is not obtainable or even if obtainable, such quorum of disinterested directors so directs, or (3) by the members.

Section 4. Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by this Association in advance of the final disposition of such action, suit, or proceeding as authorized in the manner specified in Section 3 of this Article XII upon receipt of an undertaking by or on behalf of a director, officer, employee, agent, or committee member to repay such amount unless it shall ultimately be determined the person is not entitled to be indemnified by this Association as authorized by these bylaws or otherwise pursuant to applicable law.

ARTICLE XIII

DISSOLUTION

This Association shall use its funds only to accomplish its objectives and purposes specified in these bylaws, and no part of said funds will inure, or be distributed, to the members of this Association. Upon dissolution of this Association any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization(s) to be selected by the Board of Directors.

ARTICLE XIV

AMENDMENTS

Upon proposal by the Board of Directors, or at the written request of not less than ten (10) members of this Association, these bylaws may be amended, repealed or altered, in whole or in part, (a) by a two-thirds vote at any meeting of the membership of this Association, provided one copy of any amendment proposed for consideration will be mailed or electronically transmitted to the last recorded address of each member at least ten (10) days prior to the date of the meeting; or (b) by approval of two thirds of the ballots cast through mail or electronic vote in accordance with the provisions of Article IX.