

**AMENDED AND RESTATED
CODE OF REGULATIONS
OF THE
OHIO AGRICULTURAL COUNCIL**
(Adopted November 3, 2011)

**ARTICLE I
Offices**

The principal office of the Ohio Agricultural Council ("Council") shall be located in Franklin County, Ohio, or in a county contiguous to Franklin County. The Council may have such other offices as may be required from time to time, and as may be deemed expedient or proper by the Executive Committee.

The Council's registered corporate agent shall be as designated from time to time by the Executive Committee.

ARTICLE II

Section 1. Classes of Membership: The membership of the Council shall be divided into three (3) classes, namely: (a) Organization Members; (b) Associate Organization Members; and (c) Individual Members.

Section 2. Qualifications: The qualifications for each class of membership shall be as follows:

- (a) An Organization Member shall be any entity supportive of Ohio agriculture.
- (b) An Associate Organization Member shall be any individual who is an employee, officer, owner, or director of an Organization Member.
- (c) An Individual Member shall be any individual supportive of Ohio agriculture who is not an Associate Organization Member.

Section 3. Applications for Membership:

- (a) Applications for Membership shall be submitted in writing to the Secretary of the Council in such form and on such terms as approved by the Executive Committee from time to time.
- (b) Each application for Organization membership shall be signed by an authorized representative and designate an officer, partner, or employee of such applicant who, upon approval of such application, will be the official representative of such member with the Council. The official representative will receive all official and business communications from the Council to the

member. An Organization Member may change its official representative upon written notice to the Secretary of the Association.

- (c) Each application for Associate Organization membership shall be signed by the applicant as an individual and also be signed by an authorized representative of the Organization Member with whom the Association Organization Member is linked.
- (d) Each application for Individual membership shall be signed by the applicant.
- (e) Each applicant for membership shall, by making the application, or in such other manner as the Executive Committee may determine, subscribe to, and agree to be bound by and agree to conform with the Articles of Incorporation, the Code of Regulations and other rules of the Council.

Section 4. Dues. Dues for each respective class of membership shall be as established by the Executive Committee, and shall remain in effect until changed by the Executive Committee. Initial dues shall be payable when a membership application is submitted. Dues for subsequent years shall be payable on the date specified by the Executive Committee.

ARTICLE III Meeting of Members

Section 1. Annual Meeting: The annual meeting of the Council shall be held during the last quarter of each calendar year at such time and place as determined by the Executive Committee. At such annual meeting, the Organization members present at such meeting shall constitute a quorum.

Section 2. Special Meetings: Special meetings of members may be called at a designated time and place by the President or by a majority vote of the Executive Committee.

Section 3. Notice of Meetings: Written notice stating the place and time of the meeting and, in case of a special meeting the purpose or purposes for which the meeting is called, shall be provided not less than ten (10) days before the date of the meeting to each member qualified to vote. Notice may be given by mail and/or by any other means authorized by the Executive Committee.

ARTICLE IV Voting of Members

Section 1. Voting Privileges: Each Organization member shall have the right to vote at all meetings of the members of the Council and shall be entitled to cast one vote on all matters submitted to the membership for a vote. The vote of an Organization member shall be cast by its official representative. Individual members shall have the right at the annual meeting to elect one Individual member from their membership class as an Individual Member Representative on the Executive Committee. Associate

Organization members are non-voting members. Except where otherwise provided, no other members shall have a right to vote at any meeting.

Section 2. Manner of Voting: Members present and entitled to vote at any meeting shall decide questions other than amendment of this Code of Regulations by majority vote. An amendment of the Code of Regulations shall require a two-thirds vote of Organization members present and entitled to vote. Such voting shall be by “yeas” or “nays”, unless a ballot vote be demanded by any Organization Member. The presiding officer shall determine a division between the “yeas” and “nays”, or shall direct voting by ballot, in which event he/she shall appoint tellers of election to canvass such ballots.

ARTICLE V

Officers/Executive Committee

Section 1. General Powers: The Executive Committee shall exercise the Council’s corporate powers and conduct its business, including establishment of policies consistent with its governing documents, Ohio Revised Code Chapter 1702, applicable federal tax exempt statutes and rules, and resolutions adopted by the Organization members at its meetings. The Executive Committee shall be deemed the board of directors for purposes of Ohio Revised Code Chapter 1702.

Section 2. Officers: The officers of the Council shall include the Immediate Past President, President, President-Elect, Vice-President, a Secretary, and a Treasurer. The Executive Committee shall be authorized to combine or separate the office of Secretary and Treasurer, and also shall have authority to create such other offices as they may deem necessary or proper, and designate or define the duties of such offices and appoint persons thereto.

Section 3. Election of Certain Officers and Executive Committee/Term of Office: The following shall be elected for two-year terms at an annual meeting held during an odd calendar year: President, President-Elect, Vice President, Organization Member Representative at Large, and Individual Member Representative at Large. The Immediate Past President shall be deemed the holder of that office upon election of the new President. No person shall be elected or appointed to an office under this section unless he/she is a Member, or an officer, partner, or employee of a Member.

Section 4. Appointment of Certain Officers and Term of Office: The Secretary and Treasurer, or Secretary-Treasurer, shall be appointed by the Executive Committee and on such terms and conditions as the Executive Committee may deem proper.

Section 5. Executive Committee: The voting members of the Executive Committee shall be comprised of the Immediate Past President, President, President-Elect, Vice President, Organization Member at Large, and Individual Member at Large. The Secretary and Treasurer, or Secretary-Treasurer, shall be an ex-officio, non-voting member of the Executive Committee.

Section 6. Vacancies: In the event of a vacancy in the office of President, the President-Elect shall succeed to the office for the remainder of the term. In the event of a vacancy in the office of President-Elect, the Vice President shall succeed to the office for the remainder of the term. In the event the office of Vice President is vacated, the vacancy shall continue until the next annual meeting when it shall be filled by a vote of the Organization members. Any other vacancy on the Executive Committee shall be filled by the action of the Executive Committee.

Section 7. Duties of President: The President shall be the principal executive officer of the Council and shall, in general, supervise and manage all the business and affairs of the Council. The President shall preside at all meetings of the Members and of the Executive Committee. The President may appoint committees as necessary to carry out the purposes of the Council.

Section 8. Duties of President-Elect: In the absence of the President, or in the event of his/her inability or refusal to act, the President-Elect, shall perform the duties of President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 9. Duties of Vice President: The Vice President shall assume the duties of the President-Elect should the President-Elect be unable or unwilling to perform his/her duties.

Section 10. Duties of Secretary: The Secretary shall keep the minutes of the Members' meetings and of the meetings of the Executive Committee. The Secretary shall be responsible for providing appropriate notices to Members and the Executive Committee in accordance with the instructions of the President, the Executive Committee, the Code of Regulations or as otherwise required by law. The Secretary shall be custodian of the corporate records of the Council. The Secretary shall make any and all reports as may be required from time to time and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her.

Section 11. Duties of Treasurer: If required by the Executive Committee, the Treasurer shall give a bond for the faithful performance of his/her duties in such sum and with such surety or sureties as the Executive Committee shall determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for moneys due and payable to the Council from any source whatsoever, and deposit all such moneys in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the direction of the Executive Committee and consistent with the provisions of the Code of Regulations; (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Executive Committee.

Section 12. Meetings of Executive Committee: The time and place of regular meetings of the Executive Committee may be set by resolution of the Executive Committee and if so set, will not require further notice. Special meetings may be called by or at the request of the President or by call of any two voting members of the Executive Committee. Notice of special meetings of the Executive Committee may be

given by mail or such other means of communication likely to provide actual notice of the special meeting.

Section 13. Manner of Acting: The act of a majority of the Executive Committee present at a duly called meeting shall be the act of the Executive Committee. The Executive Committee at the request of the President may hold a meeting and/or vote on a matter by mail or electronic means.

ARTICLE VI
Fiscal Year

The fiscal year of the Council shall be a calendar year.

ARTICLE VII
Procedure

The rules contained in Roberts' Rules of Order shall govern the procedure of any meeting in all cases to which they are applicable and in which they are not in conflict with the Code of Regulations.

ARTICLE VIII
Indemnification of Officers and Executive Committee

Each executive committee member and officer, or former executive committee member or officer, of the Council, and his/her legal representatives, shall be indemnified by the Council against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he/she is made a party by reason of his/her being or having been, such executive committee member or officer; provided that in no case shall the Council indemnify such executive committee member or officer with respect to any matters as to which he/she shall be finally adjudged in any such action, suit, or proceeding to have been liable for gross negligence or willful misconduct in the performance of his/her duties as such executive committee member or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such executive committee member or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Executive Committee of the Council shall have first approved such proposed compromise settlement and determined that the executive committee member or officer involved was not guilty of gross negligence or willful misconduct. In determining whether or not an executive committee member or officer was guilty of gross negligence or willful misconduct in relation to any such matters, the Executive Committee may rely conclusively upon an opinion of independent legal counsel selected by such Executive Committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such executive committee member or officer may be lawfully entitled.

ARTICLE IX
Amendments

Section 1. By the Membership: The Code of Regulations may be amended by a two-thirds vote of the Organization Members present at any annual meeting, or by a two-thirds vote of the Executive Committee, subject to an affirmative vote of two-thirds of the voting power of the Organization Members present at the next annual meeting of the Members. Any amendment to be proposed to the membership shall be sent to each Member at least thirty days prior to such annual meeting.

Section 2. By the Executive Committee: Alterations and amendments made by the Executive Committee shall take effect at such time as they may designate, and shall continue in force until approved or rejected by the Organization Members at an annual meeting, as hereinbefore provided. Notices of any alterations or amendments made by the Executive Committee shall be sent to each Organization Member at least thirty days prior to the date set for the next annual meeting.

ARTICLE X
Effective Date

This Amended and Restated Code of Regulations shall become effective at the time of adoption by the members entitled to vote thereon.