

BYLAWS  
OF  
VIRGINIA AGRIBUSINESS COUNCIL

ARTICLE I- NAME AND PURPOSE

The name of the corporation shall be the Virginia Agribusiness Council. The purpose of the corporation has been established under Article 2 of the corporation's Articles of Incorporation.

ARTICLE II - OFFICES

The principal office of the corporation shall be located in the Commonwealth of Virginia. The corporation may have such other offices, either in or out of the Commonwealth of Virginia, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office, and a registered agent, which agent must be an individual resident of this Commonwealth whose business address is identical with such registered office and who is an officer or director of the corporation or a member of the Virginia State Bar.

ARTICLE III - MEMBERS

SECTION 1. CLASSES OF MEMBERS. The corporation shall have five (5) classes of members from among persons oriented towards the Industry of Agribusiness in the Commonwealth of Virginia. "Persons" shall mean any private individual, partnership, corporation or association. "Agricultural products" shall mean any livestock, aquaculture, poultry, horticultural, floricultural, viticultural, silvicultural, or other farm crops.

The five classes of members are:

- (1) Persons who are producers of agricultural products (called "Class I Members").
- (2) Persons who supply goods and services to producers of agricultural products (called "Class II Members").
- (3) Persons who process and/or market agricultural products (called "Class III Members").
- (4) General industry organizations (called "Class IV Members").
- (5) Individuals not eligible for Class I, II, III, or IV membership (called "Class V Associate Members").

SECTION 2. ELECTION OF MEMBERS. Membership in the corporation shall be limited to those persons whose nomination to a membership class shall have been approved by the affirmative vote of a majority of a quorum of the Board of Directors. Nominations for membership may be made by members of the Board of Directors or by any member.

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members, except Class V Associate members (who are non-voting members).

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these Bylaws.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary. Any resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

#### ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. Beginning with the year 1973, an annual meeting of the members shall be held at such time and place as shall be established from time to time by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the Commonwealth of Virginia, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be held.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Chairperson of the Board, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, either in or out of the Commonwealth of Virginia, as the place of meeting for any annual or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the Commonwealth of Virginia; but if all of the members shall meet at any time and place, either in or out of the Commonwealth of Virginia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Chairperson of the Board, or the Secretary, or the officers or persons that called the meeting. Delivery of notice shall be by either person, mail, or a form of electronic transmission consented to

by the member. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed to be delivered when mailed or transmitted to the member at his address as it appears on the records of the corporation.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. Members holding ten percent of the total votes which may be cast at any general membership meeting, of which at least two shall be Class I members, two shall be Class II members, two shall be Class III members, and at least one shall be a Class IV member, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## ARTICLE V - BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS AND GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. Directors elected after September 12, 1974 must be members in good standing of the corporation who are either residents of the Commonwealth of Virginia or employees of a member of the corporation who is actively engaged in competitive agribusiness enterprise within the Commonwealth.

SECTION 2. NUMBER AND TENURE. Class I, II, and III members shall each have six directors and Class IV members shall have three directors. At each annual meeting of the members, two directors shall be elected from Class I members, two directors shall be elected from Class II members, two directors shall be elected from Class III, and one director shall be elected from Class IV members for a term of three years to succeed the director or directors whose term or terms then expire. A minimum of 22 members shall serve on the Board of Directors. An additional number of at large directors for a term of one year to succeed the director or directors whose term or terms then expire, not to exceed nineteen, shall be elected by the members at each annual meeting. The Board of Directors may elect non-voting ex-officio directors for a term of one year. The immediate past Chairperson of the Board shall be a member of the Board for a term of one year.

All directors shall serve until the qualification of the successors, unless they sooner die, resign, or be removed.

SECTION 3. REGULAR MEETINGS. The regular annual meeting of the Board of Directors shall be held, as soon as possible following the annual meeting of members or by the end of the calendar year with notice provided in accordance with Article V, section 5 to elect officers of the corporation as stated in Article V, Section 2 of this By-Laws and to establish a schedule of regular meetings for the year. The Board of Directors may designate any place, either in or out of the Commonwealth of Virginia, as the place of meeting for any regular meeting of the Board of Directors.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either in or out of the Commonwealth of Virginia, as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Written or printed notice of any meeting of the Board of Directors shall be delivered to each director at least two days before the date of such meeting. Delivery of notice shall be by either person, mail, or a form of electronic transmission consented to by the director. The notice of the meeting shall be deemed to be delivered when mailed or transmitted to the member at his address as it appears on the records of the corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Once a quorum is declared, all acts thereafter require a majority of those present at the meeting.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum has been declared by the Chairperson shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by election by the Board of Directors. The director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 10. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the directors.

## ARTICLE VI - OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a Chairperson of the Board, one or more Vice Chairpersons of the Board (the number thereof to be determined by the

Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson of the Board and Secretary.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**SECTION 3. REMOVAL.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by election by the Board of Directors. The officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 5. CHAIRPERSON OF THE BOARD.** The Chairperson of the Board shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has 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 he shall perform all duties incident to the office of Chairperson of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6. VICE CHAIRPERSON OF THE BOARD.** In the absence of the Chairperson of the Board or in event of his inability or refusal to act, the Vice Chairperson of the Board (or in the event there may be more than one Vice Chairperson of the Board, the Vice Chairpersons of the Board (in the order of their election) shall perform the duties of the Chairperson of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson of the Board. Any Vice Chairperson of the Board shall perform such other duties as from time to time may be assigned to him by the Chairperson of the Board or by the Board of Directors.

**SECTION 7. TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have 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 Article VII of these Bylaws; and 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 by the Chairperson of the Board or by the Board of Directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; 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 and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seals is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairperson of the Board or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairperson of the Board or the Board of Directors.

## ARTICLE VII – COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, such as an Executive Committee, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the designation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Chairperson of the Board of the corporation shall appoint the members

thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of the committee shall continue as such until the annual election by the Board of Directors of new officers of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRPERSON. One member of each committee shall be appointed Chairperson by the person or persons authorized to appoint the members thereof.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, one-third of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Committee members may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Committee members may simultaneously hear each other during the meeting. A Committee member participating in a meeting by this means is deemed to be present in person at the meeting. Once a quorum is declared, all acts thereafter require a majority of those present at the meeting.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE VIII - CONTRACTS AND FINANCIAL MANAGEMENT

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson of the Board or a Vice Chairperson of the Board or a Vice Chairperson of the Board of the Corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any

contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

#### ARTICLE IX FINANCIAL STATEMENTS

The Board of Directors may authorize a financial statement audit by an independent and licensed Certified Public Accountant.

#### ARTICLE X - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

#### ARTICLE XII - DUES

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in advance on the first day of the membership year.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these Bylaws.

#### ARTICLE XIII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal. Virginia Agribusiness Council."

#### ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Virginia Non-Stock Corporation Act or under the provision of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice,



whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XV - INDEMNIFICATION

Except as and to the extent hereinafter provided, the corporation shall indemnify each person who from time to time may serve as an officer or director of the corporation against the following: all liabilities, judgments (including adjudications other than on the merits), fines, penalties, awards, costs and expenses (including attorney's fees) imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit or proceeding of any kind, civil (including arbitration) or criminal, in or to which he is, or may be, involved or made a party by reason of having so served (and whether or not he is serving at the time the same are thus imposed or incurred).

No such person shall be entitled to be thus indemnified: (a) in the relation to matters as to which he shall have been finally adjudged liable for gross negligence or willful misconduct in the performance of duty; (b) to the extent such indemnification is prohibited by applicable law; (c) if he shall fail or refuse to permit the corporation (to the extent permitted by law) to intervene or participate in, the defense of any such claim, action, suit or proceeding, and to cooperate with the corporation in connection therewith; and (d) if he shall fail or refuse to permit the corporation to settle, and to cooperate with the corporation in settling, any such claim, suit or proceeding if in the written opinion of independent counsel selected by, or in the manner designated by, the Board of Directors (which may be counsel customarily retained by the corporation) such settlement is in the best interest of the corporation.

In determining whether, and on what terms, the corporation will settle any such claim, action, suit or proceeding and whether and to what extent (except as the right to indemnification is established by a final adjudication) such indemnification shall be made, the Directors shall be entitled to, and shall be fully protected if, they rely as to all questions of law upon, and cause the corporation to act in accordance with, the written opinion of independent counsel selected for such purpose by, or in the manner designated by, the Board of Directors (which may be counsel customarily retained by the corporation), stating whether such settlement is in the best interests of the corporation and whether such indemnification is lawful and is authorized by the Articles of Incorporation. Any such person shall be entitled to such indemnification as is approved in the written opinion of such counsel, or as is determined by a resolution of a majority of the members of the Board of Directors at a meeting at which a quorum is present, but not counting for voting or quorum purposes involved in or made a party of such claim, action, suit or proceeding.

Every reference to this Article to an officer or director shall include his heirs and personal representatives. The right to indemnification provided by this article is an addition to, and is not exclusive of, any other rights to reimbursement or indemnification to which the persons indemnified hereby may be entitled.

#### ARTICLE XVI- DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, including the costs and expenses of such dissolution, dispose of all the assets of the corporation exclusively for the exempt purposes of the

corporation as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## ARTICLE XVII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting and proposed changes are provided with said notice. Any modification of the Bylaws made by the Board of Directors shall be reported at the next annual meeting of the corporation and may be repealed or changed by the members.

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### SUMMARY OF AMENDMENTS

July 8, 1987, Article II, Section I, Members: Creation of a Class V non-voting professional individual membership.

July 8, 1987 Articles I-XV: Appropriately reflect title changes in all instances renaming the top elected position Chairperson of the Board and second in command Vice Chairperson of the Board from President and Vice President.

September 12, 1987, Article IV - Board of Directors: Allow for not more than twelve at-large directors (instead of eight) to be elected for a one year term.

January 12, 1988, Article X-Fiscal Year: Amend the fiscal year to November 1 - October 31 from January 1 - December 31.

January 11, 1995, Article IV - Board of Directors: (1) Amend the number of directors from Class IV from three to two. (2) Amend the number of at-large directors from twelve to thirteen.

November, 1995, Article IV - Board of Directors: Amend the number of at large directors from thirteen to nineteen.

December 6, 2006 – Updates and changes approved by the Board of Directors.

December 9, 2009, Article X- Fiscal Year: Amend the fiscal year from October-September to July-June.

July 13, 2010, Article XI- Dues: Amend the dues payment date from November 1 to January 1.

December 14, 2016- Updates and changes approved by the Board of Directors.