

AMENDED AND RESTATED BYLAWS

OF

ST LOUIS AGRIBUSINESS CLUB, INC.
(A MISSOURI NONPROFIT CORPORATION)

ARTICLE I. NAME AND OFFICES

The Corporation shall be known as ST. LOUIS AGRIBUSINESS CLUB, INC. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act").

The principal office of the Corporation in the State of Missouri shall be located in St. Louis, Missouri. The Corporation may have such other office(s), either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSE

The Corporation's purpose shall be to promote the welfare of agriculture in the St. Louis region by bringing together the agricultural forces of this area to discuss and consider major agricultural challenges and opportunities affecting the future of agriculture in the area. Nothing herein or in the Articles of Incorporation shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder. (Every reference herein to the Code also shall include the corresponding provision of any future United States Internal Revenue Law and the regulations promulgated thereunder).

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person of good character residing in the St. Louis region who is directly or indirectly interested in agriculture or who has special knowledge of one of the facets of agriculture or an agricultural business, including such members of the news media which regularly cover agribusiness news, may become a member of this Corporation. Such person should have a facet of agriculture as a primary business interest.

Section 2. Membership Dues. Each member shall annually pay the Corporation dues in the amount of \$50.00, dating from July 1 to June 30 of the following year. Such dues shall be payable to the Corporation's Treasurer in advance of September 1. The amount or imposition of dues may be changed by a simple majority vote of the Board of Directors.

Section 3. Invitees. Members may invite a reasonable number of guests to the meetings of the Board of Directors and membership

Section 4. Proposed Resolutions. All proposed resolutions shall be referred to the Board of Directors for study. After due deliberation, the Directors shall report the resolution and their recommendations to the members for approval, which will require a two-thirds majority vote of the members present.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Its functions shall include, although not be limited to, a working Board for organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes of the Corporation.

Section 2. Number, Term, and Qualifications. The number of Directors of the Corporation shall be not less than five (5). The number of Directors may be decreased to not fewer than five (5) or increased to any number or include additional officers from time to time by amendment of this section, unless the Articles of Incorporation provide otherwise. No increase or decrease in the number shall have the effect of shortening the term of an incumbent Director. The first Board of Directors shall consist of those persons set forth in the Articles of Incorporation. The election of subsequent Directors shall be governed by the provisions pertaining to the election of officers contained in Article V herein. The Board of Directors shall be elected with the election of the officers. □

Section 3. Regular Meetings. The Board of Directors shall hold at least nine meetings July through June of each year, at a day and time agreed upon by the current Board of Directors. Additional regular meetings may be called by or at the request of the President. All regular meetings shall be open to the entire membership of the Corporation. Attendants at a meeting, whether a regular, special, or annual meeting, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two Directors, with the approval of a simple majority of the Board of Directors.

Section 5. Notice. Notice of any meeting shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting. Notice may be communicated in person, by telephone, e-mail, mail, express mail, or hand delivery, or other form of wire or wireless communication, or by mail or private carrier. Written notice is effective when issued.

Section 6. Waiver of Notice. A Director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity

with this chapter, the articles or bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 7. Quorum: Participation by Telephone. A majority of the Directors in office immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 8 and 9 hereof.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum of Directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 9. Resignations. Any Director may resign at any time by giving written notice, including but not limited to e-mail, to the Board of Directors, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal of Directors. Any Director elected by the Board may be removed without cause by a simple majority of the members in good standing. Notice of the proposed removal shall be given to all members prior to action thereon.

Section 11. Vacancies. In case of the death, removal, incapacity or resignation of one or more of the Directors, the President may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such Director.

Section 12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 13. Committees. The Board of Directors, by resolution approved by a majority of all the Directors then in office, may designate two or more Directors to constitute (a) an executive committee, which committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, or (b) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. A committee of the Board may not:

(1) Authorize distributions to Directors, officers, agents or employees except in exchange for value received;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or

(4) Adopt, amend or repeal the Articles or Bylaws.

Section 14. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if a written consent, including but not limited to written consent by e-mail, setting forth the action so taken, is agreed to by a majority of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a majority vote at a meeting duly held.

Section 15. Compensation. The Board of Directors shall serve without compensation. Compensation for the Executive Director will be determined annually by the Board of Directors.

Section 16. Annual Audit. The Board of Directors should annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board of Directors. An annual audit is not required. The President can appoint an audit committee.

ARTICLE V. OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, 1st and 2nd Vice-Presidents, a Secretary, a Treasurer, Directors, Past President, and Executive Director. All said officers shall be Directors presently serving on the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers and the Directors of the Corporation shall be elected annually by a plurality of the members in good standing. Such election shall be held at such time and place as determined by the Board. Terms for newly elected officers shall begin on July 1.

Section 3. Removal. Any officer may be removed by a simple majority vote of the members in good standing, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 4. Resignations. Any officer may resign at any time by giving written notice, including but not limited to written notice through e-mail, to the Board of Directors, the President or the Secretary of the Corporation. Any written notice, including but not limited to

written notice through e-mail, shall be effective upon its receipt by the Board of Directors, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the entire Board of Directors for the unexpired portion of the term. The Board of Directors may elect to leave a vacancy open for the unexpired portion of the term.

Section 6. President. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto 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 to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President may vote in person or by proxy shares in other Corporations standing in the name of this Corporation. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The Board of Directors shall have the power to appoint members of the Corporation to the various committees designated in Article VI.

Section 7. The Vice-Presidents. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the 1st Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The 1st Vice-President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Board of Directors elects a new President. The 2nd Vice-President shall perform the duties of the President in the absence of the President and the 1st Vice-President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall (a) keep the minutes of the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) 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 seal is duly authorized; (d) keep a register of the post office address of each Director and member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys 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 IV of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. The Directors. The Directors shall: (a) assist the officers and committee chairs as needed; (b) assist in encouraging members to renew their membership; and (c) follow-up with meeting guests and others to encourage membership.

Section 11. The Past President. The Past President shall: (a) assist in identifying and recognizing an Agribusiness Leader of the Year; and (b) assist the President with duties.

Section 12. Executive Director. The Executive Director shall: (a) assist and mentor the Board of Directors and committees; (b) prepare and send monthly meeting notices and other correspondence; (c) prepare and send membership renewal notices; (d) prepare and update membership directories as Excel and Word documents; (e) set-up for monthly meetings with meeting location staff; (f) attend Board of Director meetings; (g) update the club website; (h) set-up audio-visual equipment, registration table, nametags, etc. for each monthly meeting; (i) assist the treasurer with bank deposits, financial statements, credit card payments, and yearly tax forms; and (j) other duties as assigned.

ARTICLE VI. COMMITTEES

Section 1. Congressional Committee. The Congressional Committee is responsible for organizing a three day event in odd years for congressional staff and to conduct legislative visits to Missouri and Illinois legislators in Jefferson City and Springfield to educate them about the agricultural industry.

Section 2. Educational Committee. The Educational Committee is responsible for providing events and programs to educate K-Adult individuals about the agricultural industry.

Section 3. Membership Committee. The Membership Committee is responsible for recruiting new members and for retaining current members.

Section 4. Awards and Recognition Committee. The Awards and Recognition Committee is responsible for selecting a recipient for the annual agribusiness leader of the year award and other awards as needed. This committee is chaired by the Past President.

Section 5. Special Committees. Special Committees may be established by the Board of Directors to address any special or specific activity in which the Corporation may become interested.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents 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. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or Directors.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed 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.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30 or as fixed from time to time by the Board of Directors by resolution.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation or the Act. The Corporation may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation or the Act.

ARTICLE X. CORPORATE SEAL

The Board of Directors may provide a corporate seal in the form of a circle and inscribed with the organization and the words "Corporate Seal." Such seal shall be in the charge of the Secretary.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, 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 XII. RECORDS

Section 1. Retention of Records. The corporation shall keep as permanent records current and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Records to be kept at Principal Office. The corporation shall keep a copy of the following records at its principal office:

- (1) Its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) Its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (4) A list of the names and business or home addresses of its current Directors and officers;
- (5) Its most recent annual report delivered to the secretary of state; and
- (6) Appropriate financial statements of all income and expenses.

Section 3. Inspection of Records. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the corporation. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE XIII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action approved by a two-thirds majority vote of those members present at a regular meeting of the Board of Directors. Notice and a copy of the proposed amendment shall be given to the members one month prior to such meeting.

ARTICLE XIV. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

ARTICLE XV. ADOPTION

These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation.

Effective as of 1/10/17.

Madeline Thomas
Secretary

Richard News
President

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