

**AMENDED CODE OF REGULATIONS
GUERNSEY COUNTY FARM BUREAU, INC.**

**ARTICLE I
DEFINITIONS**

Section 1 – Definitions

Whenever the word “Corporation” is used herein, it shall mean Guernsey County Farm Bureau, Inc.

Whenever the word “Federation” is used herein, it shall mean Ohio Farm Bureau Federation, Inc.

When the word “agricultural” is used herein, it shall include the art or science of cultivating land, harvesting crops or aquatic resources, and/or raising or producing agricultural products of any kind, including horticultural, viticultural, forestry, dairy, livestock, equine, captive cervidae, poultry, bee, and other farm products.

Whenever the words “member” or “membership” are used herein, they shall mean the individual members of this Corporation.

**ARTICLE II
FEDERATED STRUCTURE**

Section 1 – Corporation’s Membership in Ohio Farm Bureau Federation, Inc.

- (a) This Corporation is a member of the Federation, and is subject to the Federation’s Articles of Incorporation and Code of Regulations. The Federation’s Articles of Incorporation and Code of Regulations, as amended from time to time, are incorporated into this Code of Regulations by reference and made a part hereof.
- (b) This Corporation’s Articles of Incorporation and Code of Regulations shall not be in conflict with the Federation’s Articles of Incorporation or Code of Regulations. To the extent that there is any conflict between the Corporation’s Articles of Incorporation and Code of Regulations and the Federation’s Articles of Incorporation and Code of Regulations, the Federation’s Articles of Incorporation and Code of Regulations shall control.
- (c) The Officers and Board of Trustees of this Corporation shall at all times conduct and carry on the business of this Corporation, including all organization and membership work and programs, in conformity with the plans of the Federation.

ARTICLE III
MEMBERSHIP

Section 1 – Membership Classes and Rights

Members in the Corporation shall be divided into the following classes:

- (a) An “Active Member” class that consists solely of individuals who are directly impacted by the health of the agricultural industry.
- (b) A “Young Active Member” class that consists solely of individuals ages 18-24 who meet the eligibility requirements of an Active Member, including any students studying in a field relating to food or agricultural production, research, processing, or marketing.
- (c) A “Community Member” class that consists of any individuals who do not qualify as an Active Member or Young Active Member but who nonetheless support the community building mission of Farm Bureau.

In each class of membership, the individual membership shall include membership for the individual’s immediate family members living in the same household.

Only Active Members and Young Active Members (i) may be voting delegates to the Federation; (ii) may vote to select voting delegates to the Federation; (iii) may hold the office of president of the Corporation; and (iv) may take action to amend the Articles of Incorporation or Code of Regulations of the Corporation.

Section 2 – Qualifications for Membership

Qualifications for membership in this Corporation shall be as follows:

- (a) Each member must sign an application in such form as shall be prescribed by the Federation, shall agree to abide by the Articles of Incorporation and Code of Regulations of this Corporation, and shall pay the annual membership fee as provided in Section 3 of this Article.
- (b) Applications for membership must be approved by an affirmative vote of a majority of the Corporation’s Board of Trustees.

Section 3 – Annual Membership Fees

- (a) Each Active Member and Community Member shall pay an annual membership fee of Eighty Dollars (\$80.00), payable annually on or before the anniversary date of the date the member first joined the Corporation.
- (b) Each Young Active Member shall pay an annual membership fee of Twenty-Five Dollars (\$25.00), payable annually on or before the anniversary date of the date the member first joined the Corporation.
- (c) The Corporation shall be responsible for paying to the Federation all membership fees or dues required to be paid by the Corporation as and for its membership in the Federation.

Section 4 – Withdrawal

A member may withdraw from membership in this Corporation upon presenting to the Board of Trustees a written resignation and upon the approval of such resignation by a majority vote of the Board of Trustees. Such withdrawal shall become effective as of the date of the approval of the Board of Trustees.

Section 5 – Expulsion

If after due inquiry and hearing, the Board of Trustees by an affirmative vote of two-thirds (2/3) of the entire Board of Trustees, finds and determines that any member is ineligible to membership in this Corporation and will continue to be ineligible, or has violated any of the provisions of the Articles of Incorporation or Code of Regulations, or has done anything prejudicial to the interest, welfare and purposes of this Corporation, then all rights of such member in the property, assets, business, affairs, and management of this Corporation, if any, shall cease and terminate upon the date of such finding, and he or she shall be deemed expelled as a member of this Corporation upon such date.

Before any member is expelled, he or she shall be notified in writing of the charges against such member and of the time and place of the meeting of the Board of Trustees at which such charges are to be heard. Such notice shall be mailed to such member's last known address at least ten (10) days before such meeting, and such member shall be given an opportunity to be heard, in person or by counsel. The finding of the Board of Trustees approved by an affirmative vote of two-thirds (2/3) of the entire Board of Trustees shall be final.

Section 6 – Term and Termination of Membership Rights

Membership in this Corporation shall begin upon the date the Board of Trustees accepts the member's application for membership and shall continue for a period of one (1) year, provided that:

- (a) Such membership shall be automatically renewed for consecutive periods of one (1) year provided said annual membership fee is paid each year.
- (b) Such membership shall terminate automatically upon failure to pay the annual membership fee as provided for in Section 3 of this Article, unless sooner terminated by withdrawal or expulsion as provided for in Sections 4 and 5 of this Article.
- (c) All rights, of whatsoever kind or nature, of members in this Corporation shall terminate upon the termination of membership as provided for in this Article.

Section 7 – Membership Book

A membership record containing the name, address, and date of admission to membership and any other data pertaining to each member desired by this Corporation, shall be kept by the Secretary of the Corporation, or by the Federation on the Corporation's behalf. Upon the termination of any membership, for any cause, such facts shall be recorded in the membership record, together with the date on which the membership ceased. Membership certificates or cards may be issued to members if the issuance thereof is authorized by the Board of Trustees.

ARTICLE IV

OUR OHIO SUPPORTERS

Section 1 – Supporter Class

The Corporation recognizes a non-member "Our Ohio Supporter" class. The individuals in this supporter class shall not be considered members of the Corporation, but as supporters may receive those rights and privileges granted by the Corporation or by the Federation.

Section 2 – Qualifications

Qualifications for inclusion in the Our Ohio Supporter class in this Corporation shall be as follows:

- (a) Each Our Ohio Supporter must sign an application in such form as shall be prescribed by the Federation, shall agree to abide by the Articles of Incorporation and Code of Regulations of this Corporation, and shall pay the annual fee as provided in Section 3 of this Article.
- (b) Applications must be approved by an affirmative vote of a majority of the Corporation’s Board of Trustees.

Section 3 – Annual Supporter Fees

Each Our Ohio Supporter shall pay an annual supporter fee of Twenty-Five Dollars (\$25.00), payable annually on or before the anniversary date of the date the supporter first joined the Corporation.

Section 4 – Withdrawal, Expulsion, Term, and Supporter Records

The provisions in Article III pertaining to withdraw, expulsion, term and termination, and maintenance of records for members shall also apply to supporters as if restated in this Article IV.

ARTICLE V

MEETINGS OF MEMBERS

Section 1 – Regular Annual Meeting

A regular annual meeting of the members of this Corporation shall be held at the date, time and place to be decided upon by the Board of Trustees. If for any reason the annual meeting is not held, then the business which may be transacted thereat may be transacted at any special meeting called as provided for in Section 2 of this Article.

Section 2 – Special Meetings

Special meetings of the members may be called at any time or place by the President or Vice President, or by the Board of Trustees acting with or without a meeting, or by 25 (twenty-five) percent of the members entitled to vote thereat providing a petition stating the specific business to be transacted at such meeting is signed by twenty-five (25) percent of the members entitled to vote at such meeting and is filed with the Secretary of the Corporation. Upon the filing of the petition, it shall be the duty of the Secretary to give notice to all members entitled to vote at such meeting, and if the Secretary should fail or refuse to do so, then any member signing such petition may call such meeting by giving notice in the manner provided for herein. Calls for special meetings shall specify the time, place and purpose or purposes thereof, and no business other than that included in the statement of the call and of the notices shall be acted upon at such meeting.

Section 3 – Notices of Meetings

A written or printed notice of each regular or special meeting of the members stating the time and place and, in the case of special meetings, also the purpose or purposes thereof, will be delivered or mailed to each member of record entitled to vote at such meeting or entitled to notice. If mailed, it shall be addressed to such member's last known address as shown by the books of this Corporation. Such notices shall be so delivered or mailed not more than forty-five (45) days nor less than fifteen (15) days before the date fixed for the meeting, and the members entitled to such notice shall be those of record entitled to vote at such meeting or entitled to notice at the time of giving the notice. If any meeting is adjourned to another time or place, no further notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken, and no failure or irregularity of notice of a regular meeting of members shall have any bearing upon the validity of any action taken at such regular meeting, and no such failure or irregularity shall afford any ground for objection to any action taken at such regular meeting, such provision as to notice of a regular meeting being directory only, not mandatory.

Section 4 – Waiver of Notice

Any member entitled to attend or vote at a meeting of members may, in person or by proxy, either before, at, or after such meeting, waive any or all of the provisions of law or these Regulations as to notice of such meeting or any irregularity in such notice or arising in connection therewith or with the giving thereof, and shall thereby validate the proceedings of such meetings as fully as though all of the requirements waived had been duly met in their respective cases.

Section 5 – Quorum

The members present in person or by proxy and entitled to vote shall constitute a quorum at any meeting of members.

Section 6 – Voting

Active Members and Young Active Members of this Corporation shall have and exercise the entire voting power of the Corporation. Community Members and Our Ohio Supporters do not have voting rights.

Each Active Member and Young Active Member of this Corporation who is not in default with respect to any of the provisions of Article III of these Regulations, or who has not withdrawn or has not been expelled, or whose membership has not terminated as provided for in said Article III, shall be entitled to one vote. In the case of married Active Members or Young Active Members, both spouses who are present at such meeting in person or by proxy shall be entitled to one vote each.

Section 7 – Proxy Voting

A member entitled to vote may, through a written proxy, authorize the Secretary of the Corporation to cast his or her vote pursuant to the instructions contained in such written proxy, at an upcoming regular or special meeting of members. To be valid, the proxy must be in writing, signed and dated by the member entitled to vote, and delivered to with the Secretary of this Corporation prior to the vote or votes for which such proxy is to be exercised.

The proxy must clearly state by name the candidate or candidates for which the member's vote or votes shall be cast, or whether an "aye" or "nay" vote shall be cast for a particular question or resolution, as the case may be. The Secretary shall disregard any proxies or portions thereof where the member's

instructions are not clear, or from which the member's intentions cannot be clearly ascertained.

A vote in accordance with the terms of a duly executed and delivered proxy shall be valid, notwithstanding the previous death or revocation of the appointment, unless notice in writing of such death or revocation shall have been received by the Secretary of the Corporation prior to the vote or votes being cast.

No proxy shall be valid after the expiration of one (1) year from the date of its execution, even if a longer period of time is specified therein.

Section 8 – Inspectors of Election

Whenever any member entitled to vote at a meeting of members shall request the appointment of inspectors of election, a majority of the members present at such meeting in person or by proxy and entitled to vote thereat shall appoint three inspectors who need not be members. If the right of any member to vote at such meeting shall be challenged, the inspectors of election shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question, and shall determine the result.

The decision, act, or certificate of a majority shall be effective in all respects as the decision, act, or certificate of all three. If requested to do so, the inspectors shall make a report in writing of any challenge, question or matter determined by them, and make and execute a certificate of any facts found by them. The certificate of the inspectors shall be prima facie evidence of the facts therein stated and of the vote as certified by them.

Section 9 – Action in Writing

Any action which, under any provision of the laws of the State of Ohio or Articles of Incorporation or Code of Regulations of the Corporation, may be taken at a meeting of the members, may be taken without a meeting if authorized in writing and signed by a majority of the members who would be entitled to notice of a meeting for such purpose. Whenever a certificate in respect to any such action is required by the law of the State of Ohio to be filed in the office of the Secretary of State, the officers signing the same, shall state therein that the action was authorized in the manner aforesaid.

Section 10 – Items of Business

At all meetings of members the order of business shall be as follows, unless changed by a majority vote of the members present at any meeting:

1. Approval of the minutes of prior meetings.
2. Presentation and consideration of reports and statements – Report of the President, Secretary, Treasurer, and of any committees.
3. Election of Trustees (at annual or special meetings called for that purpose).
4. Election of Delegates to Federation's Annual Meeting (at annual or special meetings called for that purpose).
5. Consideration of policy (at annual or special meetings called for that purpose).
6. Old or Unfinished Business.
7. New Business.
8. Adjournment.

ARTICLE VI
TRUSTEES

Section 1 – Trustees

The corporate powers, business and property of this Corporation shall be exercised and controlled by the Board of Trustees.

Section 2 – Number

The number of Trustees shall be twelve (12) of which number twelve (12) shall be elected at-large as hereinafter provided for.

Section 3 – Qualifications

Only natural persons who are Active Members or Young Active Members, or their spouses, whose dues are paid shall be eligible for the office of Trustee. All Trustees must live, work, or have an active farming interest in the County. All trustees elected by district must live, work, or have an active farming interest in said district. In no event may an employee of this Corporation, or his or her spouse, be eligible to serve as a Trustee. In no event may two spouses both serve as Trustees.

Section 4 – Nominations

At least forty-five (45) days prior to the regular annual meeting of the members or prior to any special meeting of members at which Trustees are to be elected, the President shall appoint, subject to approval by a majority vote of the Board of Trustees, a nominating committee of five (5) or more Active Members or Young Active Members pursuant to Article XII, Section 5, and designate one of them as chairman.

Within five (5) days after said appointment the Secretary of the Corporation shall notify each committee member of such appointment and duties.

Within ten (10) days thereafter said committee shall, at the call of the chairman, meet and nominate at least as many Active Members or Young Active Members eligible for the office of Trustee as there are Trustees whose term of office will expire or such offices that are vacant at said coming meeting of the members.

The chairman of the nominating committee shall then immediately notify the Secretary of the Corporation of the names and addresses of said nominees. The Secretary, along with the notice of the coming meeting of the members, shall send the names and addresses of the nominees, with the advice that said nominees are the nominations of the nominating committee for the office of Trustee to be filled at said coming meeting.

In addition to the nominating committee procedure provided for in this Section, nominations may be made from the floor at the meeting.

Section 5 – How Elected

At the regular annual meeting of members, or at a special meeting called for such purpose, elections for the office of Trustee shall be held by written ballot. For each position to be elected, the duly nominated and qualified candidate receiving the highest number of votes cast on the ballot shall be elected as Trustee.

Section 6 – Term of Office

The term of office of a Trustee shall be three (3) years, and until his or her successor is duly qualified and elected.

Section 7 – Term Limits

Trustees may serve no more than two (2) successive full terms. After a period of one (1) year has elapsed after the expiration of such consecutive terms, a former Trustee shall be eligible to be re-elected or appointed as Trustee. The limitations contained in the preceding sentence shall be voided in the event there is not a qualified member available and willing to serve or for election to fill an unexpired term.

Section 8 – Vacancies

In case of any vacancy on the Board of Trustees for any cause, the remaining Trustees, by an affirmative vote of a majority of the Trustees in office (i.e. excluding vacancies), may elect a successor from among the Active Members or Young Active Members eligible for such office, to hold office until the next regular annual meeting of the members or special meeting called for the purpose of electing Trustees, at which time a Trustee shall be elected to serve for the unexpired portion of the term and until a successor is duly qualified and elected.

Section 9 – Compensation

Trustees shall be entitled to receive reimbursement for necessary and proper expenses and such fair compensation as may be fixed from time to time by resolution of the members at any regular or special meeting of members, for the time actually spent in attending regular or special meetings of the Board of Trustees or Executive Committee or other Committee of the Board, or attending any other meetings when such attendance is authorized by resolution of the Board of Trustees.

Section 10 – Removal

Any Trustee who fails to attend four (4) consecutive meetings of the Board of Trustees shall be automatically removed from office unless the Board of Trustees elects to excuse such absence for proper excuse, by a two-thirds (2/3) vote of the entire Board of Trustees (excluding the Trustee whose removal is being considered). The Board of Trustees shall be the sole judge of what shall constitute a proper excuse.

A Trustee may also be removed for cause by a vote of two-thirds (2/3) of the members present and entitled to vote at any meeting of members. The Trustee involved shall have an opportunity to be heard at said meeting and shall be notified of the charges against them, in writing ten (10) days in advance of the time and place of the holding of said meeting.

If any Trustee is removed as provided in this Section, the vacancy caused thereby may be filled as provided for in Section 8 of this Article.

ARTICLE VII

MEETINGS OF TRUSTEES

Section 1 – Regular Meetings

Regular meetings of the Board of Trustees shall be held at the times and places to be decided upon by the Board of Trustees.

Section 2 – Special Meetings

Special meetings of the of the Board of Trustees may be called at any time or place by the President or Vice President, or by 25 (twenty-five) percent of the Trustees providing a petition stating the specific business to be transacted at such meeting is signed by twenty-five (25) percent of the Trustees and is filed with the Secretary of the Corporation. Upon the filing of the petition, it shall be the duty of the

Secretary to give notice to all Trustees, and if the Secretary should fail or refuse to do so, then any Trustee signing such petition may call such meeting by giving notice in the manner provided for herein. Calls for special meetings shall specify the time, place and purpose or purposes thereof, and no business other than that included in the statement of the call and of the notices shall be acted upon at such meeting.

Section 3 – Notices of Meetings

A written or printed notice of each regular or special meeting of the Board of Trustees stating the time and place and, in the case of special meetings, also the purpose or purposes thereof, will be delivered or mailed to each Trustee. If mailed, it shall be addressed to such Trustee's last known address as shown by the books of this Corporation. Such notices shall be so delivered or mailed not more than thirty (30) days nor less than three (3) days before the date fixed for the meeting.

Section 4 – Waiver of Notice

Any Trustee may, either before, at, or after such meeting, waive any or all of the provisions of law or these Regulations as to notice of such meeting or any irregularity in such notice or arising in connection therewith or with the giving thereof, and shall thereby validate the proceedings of such meetings as fully as though all of the requirements waived had been duly met in their respective cases.

Section 5 – Quorum

A majority of the number of Trustees in attendance will constitute a quorum at any meeting of the Board of Trustees.

Section 6 – Voting; Proxies Prohibited

Each Trustee shall be entitled to one vote. Trustees must be present at such meeting to vote. Voting by proxy is not allowed at Board of Trustee meetings.

Section 7 – Action in Writing

Any action which, under any provision of the laws of the State of Ohio or Articles of Incorporation or Code of Regulations of the Corporation, may be taken at a meeting of the Board of Trustees, may be taken without a meeting if authorized in writing and signed by the entire Board of Trustees. Whenever a certificate in respect to any such action is required by the law of the State of Ohio to be filed in the office of the Secretary of State, the officers signing the same, shall state therein that the action was authorized in the manner aforesaid.

Section 8 – Items of Business

At all meetings of the Board of Trustees the order of business shall be as follows, unless changed by a majority vote of the Trustees present at any meeting:

1. Approval of the minutes of prior meetings.
2. Presentation and consideration of reports and statements – Report of the President, Secretary, Treasurer, and of any committees.
3. Old or Unfinished Business.
4. New Business.
5. Adjournment.

Section 9 – Meetings Conducted Via Communications Technology

The Board of Trustees may conduct meetings by any communications equipment, device, or technology authorized by the Board of Trustees (including but not limited to telephone conference calls and webinar meetings) provided that technology allows for the identity of participating Trustees and their actions to be verified, and further provided that all Trustees participating in the meeting are able to contemporaneously communicate with each other.

ARTICLE VIII

COMMITTEES OF THE BOARD

Section 1 – Executive Committee

The Officers of the Board of Trustees (President, Vice President, Secretary, and Treasurer) shall have charge of the management of the business and affairs of the Corporation in the interim between meetings of the Board of Trustees and may exercise all the powers of that body during such interim, but shall at all times be subject to any instructions issued by the Board of Trustees. Such Executive Committee shall, from time to time, make report of its accounts and transactions to the Board of Trustees. Regular meetings of the Executive Committee shall be held at such times and places as shall be fixed by a majority vote of the members of the Executive Committee. Special meetings of the Executive Committee may be called at any time or place at the call of the President or upon written application of a majority of the members of such Committee filed with the Secretary who shall thereupon notify all members of the Executive Committee of the time and place of such meeting. Vacancies occurring in such Committee may be filled only by appointments approved by a majority vote of the entire Board of Trustees.

Section 2 – Other Committees

Such other committees of the Board of Trustees may be appointed or elected as may be provided for by resolution adopted by a majority vote of the entire Board of Trustees.

Section 3 – Act of Majority of Committee

The decision or act of a majority of the members of any Committee of the Board of Trustees shall be effective in all respects as the decision or act of any such Committee.

ARTICLE IX

OFFICERS

Section 1 – Officers

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such assistant Secretaries and Treasurers as the Board of Trustees may by resolution from time to time provide. The President and the Vice President must be Trustees but no other officer need be a Trustee. One person may hold simultaneously the office of Secretary and Treasurer.

The Board of Trustees, by a majority vote of the entire Board, may provide for such other officers as the Board of Trustees may by resolution from time to time provide, and with such duties as shall be prescribed by the Board.

Section 2 – Election of Officers

The officers shall be elected by the Board of Trustees by ballot and by the vote of a majority of the entire Board of Trustees. The officers shall assume office after the annual meeting of members and shall hold office until the date then prescribed for the next annual meeting of members and until their respective successors are elected and qualified, unless removed from office as provided for in Section 3 of this Article.

Section 3 – Removal of Officers

An officer may be removed with or without cause by a vote of two-thirds (2/3) of the entire Board of Trustees at a regular or special meeting. The officer involved shall have an opportunity to be heard at said meeting and shall be notified in writing at least ten (10) days in advance of the time and place of the holding of said meeting. If such officer is removed at such meeting then the vacancy caused thereby may be filled at such meeting or at any other meeting of the Board of Trustees called for that purpose by the vote provided for in these Regulations for the election of officers by the Trustees.

Section 4 – Compensation and Bond of Officers

The compensation of all officers shall be fixed by the Board of Trustees. Any or all officers, if so required by the Board of Trustees, shall furnish bonds for the faithful performance of their duties of such amounts and with such surety or sureties as may be required by the Board of Trustees. The cost of such bonds shall be paid by the Board of Trustees.

ARTICLE X

DUTIES OF OFFICERS

Section 1 – President

The President shall preside at all meetings of the members, and of the Board of Trustees and Executive Committee, and sign the records of such meetings. He or she shall have the power and authority to execute on behalf of the Corporation any and all contracts or other papers to which the signature of the Corporation is to be attached. He or she shall exercise the discretion and perform generally all the duties incident to the office of the President or usually performed by presidents of like corporations and such other and further duties as may from time to time be required of him or her by the members or by the Board of Trustees.

Section 2 – Vice President

The Vice President shall possess all the powers and perform all the duties of the President in the absence or disability of the President. He or she shall have such other duties as may be given him or her from time to time by the Board of Trustees. In case both the President and the Vice President are, at the same time, absent or unable to perform their duties, the Board of Trustees may appoint a President pro tempore with the power and duty to act as President during such absence or disability of both the President and Vice President.

Section 3 – Secretary

The Secretary shall keep the minutes of all the meetings of the members and the Board of Trustees and make a proper record of the same. Such record shall be attested by the Secretary or by such other person who acted as temporary Secretary of the meeting of the members or the Board of Trustees in the case of the Secretary's absence or disability. The Secretary shall keep such books as may be required by the Board of Trustees and shall have charge of the seal and record books of the Corporation, shall prepare, deliver, or mail out all notices required to be given of meetings of members or the Board of Trustees, and generally shall perform all the duties incident to the office of Secretary, and such duties as are usually performed by secretaries of like corporations, together with such other and further duties as may be required of the Secretary by the members or by the Board of Trustees.

Section 4 – Treasurer

The Treasurer or his or her designee, under the supervision of the Board of Trustees, shall receive and safely keep all monies and securities belonging to the Corporation and shall deposit the same in depositories designated by the Board of Trustees; disburse monies only as and in the manner directed by the Board of Trustees; sign all checks of the Corporation, and when necessary or proper, endorse on behalf of the Corporation for collection, checks, notes and other obligations and deposit the same to the credit of the Corporation in its depository or depositories; sign all receipts and vouchers for payments made to the Corporation; keep complete and accurate records in books of account showing all receipts and disbursements, and make such reports concerning the financial condition of the Corporation as may be required by the Board of Trustees. A facsimile of the signature of the Treasurer may be printed, stamped, or engraved on any paper or instrument when authorized by the Board of Trustees. The Treasurer shall have no authorization to dispose of any of the securities of the Corporation or to borrow money in the name of the Corporation, or to pledge its assets unless first so authorized by the Board of Trustees. On the expiration of his or her term, the Treasurer shall deliver all money, securities and other property of the Corporation in his or her hands to his or her successor or the President.

ARTICLE XI

FINANCES

Section 1 – Investments

Surplus funds in this Corporation shall be invested in such securities or other property as shall be approved by the Board of Trustees and as shall further the purposes for which this Corporation was formed as set forth in the Articles of Incorporation.

Section 2 – Borrowing Money

The Board of Trustees shall have authority to borrow money for the use of this Corporation consistent with the purposes of the Corporation as set forth in the Articles of Incorporation and may pledge its property as security therefor.

**ARTICLE XII
DISSOLUTION**

Section 1 – Dissolution

Upon the liquidation, dissolution or winding-up of the affairs of the Corporation, either voluntary or involuntary, and after the payment of the debts of the Corporation, the remaining assets shall be distributed to any other organization qualifying under Section 501(c)(5) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as an exempt organization, to be used exclusively for agricultural purposes.

**ARTICLE XIII
AMENDMENTS**

Section 1 – Proposal to Amend

These Regulations, or any part thereof, may be altered, amended or repealed by the affirmative vote of the majority of the members present and entitled to vote on such proposal at any meeting of members, or without a meeting by a writing signed by all the members entitled to on such proposal.

Any such proposal must have been received in writing by the Secretary of the Corporation at least sixty (60) days prior to the date of the meeting at which it is to be considered. Not later than fifteen (15) days prior to the date of such meeting, a summary of each proposal received, and each proposal made by the Code of Regulations committee shall be sent by the Secretary to each member entitled to vote thereon.

The Code of Regulations Committee shall make a recommendation with respect to each proposal to alter, amend or repeal these regulations, to the members at the meeting at which the proposal is submitted for consideration.

Section 2 – Effective Date

Any amendment to this Code of Regulations shall become effective on the date of its adoption unless such amendment shall otherwise provide.

**ARTICLE XIV
INDEMNIFICATION AND INSURANCE**

Section 1 – Indemnification

The Corporation shall indemnify, to the full extent then permitted by law, any person who was or is a 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 the fact that he or she is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise; provided, however, that the Corporation shall indemnify any such agent (as opposed to any trustee, officer or employee) of this Corporation to an extent greater than that required by law only if and to the extent that the trustees may, in their discretion, so determine. The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the Articles of Incorporation or any agreement, vote of shareholders or of disinterested trustees or otherwise, both as to

action in official capacities and as to action in another capacity while such person is a trustee, officer, employee or agent of the Corporation and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2 – Insurance

The Corporation may, to the full extent then permitted by law and authorized by the trustees, purchase and maintain insurance on behalf of any persons described in Section 1 of this Article XV against any liability asserted against and incurred by any such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability.