

# AMERICAN SOCIETY OF AGRICULTURAL CONSULTANTS

## BY-LAWS

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**BY-LAWS OF AMERICAN SOCIETY OF AGRICULTURAL CONSULTANTS**  
**A MINNESOTA NONPROFIT PUBLIC BENEFIT CORPORATION**

**Article I. - Offices**

Section A. - Principal Office

The principal office for transacting the activities and affairs of American Society of Agricultural Consultants ("Society") is hereby fixed and located at:

126 West Main Street  
New Prague, Minnesota 56071

The Board of Directors ("Board") is hereby granted full power and authority to change the location of said principal office.

Section B. - Other Offices

Branch or subordinate offices may at any time be established by the Board at any place or places where the Society is qualified to do business.

**Article II. - Purposes and Limitations**

Section A. - General Purpose

The Society is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized as a Minnesota Nonprofit Corporation under *Minnesota Statutes*, Chapter 317A.

Section B. - Specific Purpose

The specific purpose of the Society is to foster the science of agricultural consulting in all its varied fields; to promote the profession and maintain high standards under which the members conduct their service for the public; by holding meetings for the exchange of ideas, the education of its members and the study of the profession of agricultural consulting; and by building and maintaining a code of Professional Business Ethics in the broad field of agricultural consulting.

Section C. - General Delegation of Authority

Except as otherwise provided in the Articles of Incorporation or By-Laws of the Society, the Board is authorized to take any and all actions as it may deem necessary or appropriate in furtherance of the purposes set forth above.

#### Section D. - Charitable and Educational Limitations

The Society is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized as a Minnesota Nonprofit Corporation under *Minnesota Statutes*, Chapter 317A. The Society is organized exclusively for agricultural and horticultural purposes within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, the Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Society, and the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

#### Section E. - Dedication of Property

The property of the Society is irrevocably dedicated to public purposes and no part of the net income or assets of the Society shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(6) (5) of the Internal Revenue Code.

#### Section F. - Distribution of Income

All income of the Society for each taxable year shall be distributed at such time and in such manner as not to subject the Society to any taxes under Section 4942 of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

### **Article III. - Fiscal Year**

The fiscal year of the Society shall be January 1 to December 31, inclusive.

### **Article IV. – Membership**

#### Section A. - Classifications and Types of Membership

There shall be two classifications of membership: Consultant Classification and Associate Classification. The Consultant Classification includes four voting types: Active Member, Certified Agricultural Consultant (CAC), Honorary Member, and Retired Member. The Associate Classification includes two non-voting types of membership: Sustaining Member and Student Member.

## 1. Consultant Classification.

A Member of the Consultant Classification shall be one who meets the requirements of training and experience set forth, qualifies for one of the types of membership included within the Consultant Classification and who is engaged in providing agricultural consulting services to the public. An "agricultural consultant" is defined, under these By-Laws, as one who, as an individual, or on behalf of a partnership, corporation, LLC, LLP, or other properly organized entity, offers professional advice in matters relating to agriculture. A member of the Consultant Classification shall possess a four-year college degree in an appropriate field or shall have had equivalent experience, as approved by the Board of Directors.

The requirements for the types of membership included within the Consultant Classification shall be as follows:

- a. Active Member - A consultant who is engaged in an appropriate field as approved by the Board of Directors providing agricultural consulting services and has met the criteria for membership as approved by the Board of Directors. All new consultant members will be accepted as an Active Member.
  
- b. Certified Agricultural Consultant (CAC) - An independent agricultural consultant who provides recommendations, information, or technical data to a client for a fee and meets the following requirements:
  1. Compensation is not subsidized or supplemented with revenue from the sale of any product recommended by the consultant.
  2. No more than ten percent (10%) of the income of the member or member's employer shall come from the sale of any product or products that may be recommended by the consultant.
  3. The consultant has been a member of the Society a minimum of two (2) complete fiscal years and meets the requirements of certification as outlined by the Membership Review Committee and as approved by the Board of Directors including: references, achieving required Continuing Education, and completing the Society Ethics Course.
  4. The Consultant does not have a conflict of interest in making recommendations.
  5. The Consultant must be re-certified every five (5) years, according to the procedure outlined by the Membership Review Committee and as approved by the Board of Directors. During each five-year period, this procedure includes attending Society meetings, achieving required Continuing Education, and completing the Society Ethics Course.

c. Honorary Member - An individual ~~that~~ who has been designated by a majority vote of the Board in recognition of long and distinguished service to the Society. Honorary members shall have all the rights and privileges of the Consulting Classification except that they shall not hold office.

d. Retired Member - Any person who, having been a member of the Society in good standing for at least ten (10) years in the Consultant Classification, being no longer engaged in consulting for a fee, but wishing to remain associated with the Society, has applied to the Board and been granted Retired membership status and paid any required fees or dues. Retired members shall have all the rights and privileges of the Consulting Classification except that they shall not hold office.

2. Associate Classification. A member of the Associate Classification is one who is not an agricultural consultant, as defined under Section A.1 of this Article, and who meets the requirements under one of the following types of membership. Associate Members shall not have voting rights nor hold elective office. The requirements for the types of membership included within the Associate Classification shall be as follows:

a. Sustaining Member. Any individual or business entity wishing to partner with the Society sharing a common vision of promoting the vocation of Agricultural Consulting and/or providing professional opportunities for Society members.

b. Student Member. A college student may apply for and be granted a Student membership status. A college student may retain the Student membership status for a period not to exceed three (3) years or until he/she can qualify in the appropriate membership type. An additional two (2) years may be authorized with the approval of the Membership Review Committee.

## Section B. - Voting Rights

Members of the Consultant Classification shall have the right to vote, as set forth in these By-Laws, on the disposition of all or substantially all of the Society's assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Society, on policy matters, on special assessments, on changes in the By-Laws and on the election of officers and directors. In addition, such members shall have all rights afforded members under the *Minnesota Statutes*, Chapter 317A.

The Society may refer to persons of the Associate Classification (Sustaining Member or Student Member), or other persons or entities associated with them as "members," even though those persons or entities are not voting members as set forth in Article IV, Section A.1. of these By-Laws or the preceding paragraph, but no such reference shall constitute anyone a member within the meaning of *Minnesota Statutes*, Chapter 317A.401 unless that person or entity has qualified for a voting membership as a member of the Consultant Classification under Article IV, Section A.1. of these By-Laws. Unless the specific context requires otherwise, references in these By-Laws to members shall mean members as defined in *Minnesota Statutes*, Chapter 317A.401; i.e., the members of the Consultant Classification set forth in Article IV,



Section A.1. of these By-Laws. By amendment of its Articles of Incorporation or of these By-Laws, the Society may grant some or all the rights of a member of any class, as set forth in these By-Laws, to any person or entity that does not have the right to vote on any of the matters specified in Article IV, Section A.1. or the preceding paragraph of these By-Laws, but no such person or entity shall be a member within the meaning of *Minnesota Statutes*, Chapter 3174.401.

#### Section C. - Admissions Procedures

All candidates for admission to the Society shall make application on a form approved by the Board. This form shall provide space in which shall be written a statement giving a brief account of the applicant's qualifications, and the classification and type of membership for which the applicant is applying.

Applications shall be submitted to the Society's administrative office or to the Membership Development Committee. It is preferable that applicants for membership be sponsored by two members in good standing from the Consultant Classification. The Membership Development Committee shall review each application referred to it. The Membership Development Committee shall either approve or disapprove each such application by majority vote. The Executive Vice-President shall notify all candidates as soon as they have been approved or disapproved for membership.

Notice will also be given to the officers of the Society.

#### Section D. - Good Standing

Those members who have paid the required dues, fees and assessments in accordance with these By-Laws and who are not suspended shall be members in good standing.

#### Section E. - Termination and Suspension of Membership

1. Causes of Termination. A membership shall terminate on occurrence of any of the following events:

- a. Resignation of the member, on reasonable notice to the Society;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board or these By-Laws;
- c. Failure of the member to pay dues, fees, or assessments as set by the Board three (3) months from the date they become due and payable, said date to be set by the Board from time to time;
- d. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- e. Expulsion of the member under Article IV, Section E.3. of these By-Laws, based on the good faith determination by the Ethics and Grievance Committee or other person or committee authorized by the Board to make such a determination, and confirmed by the Board, that the member has failed in a material and serious degree to observe the Code of Ethics of the Society,

or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society, including, without limitation, unethical practices or incompetence.

2. Suspension of Membership. A member may be suspended, under Article IV, Section E.3. of these By-Laws, based on the good faith determination by the Ethics and Grievance Committee, or another committee or person authorized by the Board to make such a determination, and confirmed by the Board, that the member has failed in a material and serious degree to observe the Society's Code of Ethics, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society, including, without limitation, unethical practices or incompetence.

A person whose membership is suspended shall not be a member during the period of suspension.

3. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article IV, Section E.1. or E.2. of these By-Laws, the procedure set forth below shall be followed:

The member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Society's records.

The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Ethics and Grievance Committee.

The Ethics and Grievance Committee shall determine whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Ethics and Grievance Committee shall be referred to the Board for confirmation. At its next meeting, the Board shall consider the determination of the Ethics and Grievance Committee, and shall by majority vote at such meeting, either confirm or reject such determination. Such action by the Board shall be final and shall be communicated to the Ethics and Grievance Committee and the affected member within five (5) days thereof.

Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

## **Article V. - Application Fees and Dues**

### **Section A. - Dues**

The annual dues for members shall be determined by the Board after an open discussion at any meeting of the Board. Different dues may be determined for each type of membership. There shall be no dues for Honorary Members. For new members, the first year's dues will be prorated on a quarterly basis based upon the date of the vote of the Membership Development Committee accepting the new member's application, with January 1 as the beginning of the year.

### **Section B. - Application Fees**

Application fees shall be set by the Board. The appropriate application fees shall accompany any membership application, and in the event an application is disallowed, the application fee will be returned with the notice of disallowance.

### **Section C. - Assessments**

Assessments for necessary additional funds may be proposed by the Board. In order to be effective, assessments must be approved by the members. Written notice of any proposed assessment must be sent to members at least thirty (30) days prior to the meeting at which approval will be sought and the assessment may be passed by a majority of those members voting at such meeting.

### **Section D. - Return of Dues and/or Fees**

A member shall not be entitled to the return of any dues or fees upon severance of his/her connection with the Society, except in case of expulsion, in which case the dues paid for the current year will be returned on a pro-rated basis.

### **Section E. - Failure to Pay Dues or Assessments**

Any member in arrears more than three (3) months in payment of dues or assessments shall not be entitled to vote or receive other privileges of membership. Such members, after due notice by the Executive Vice President, shall be dropped from membership. Reinstatement may occur at the discretion of the Membership Development Committee and upon written application, in such form as the Board may require, to be accompanied by payment of at least one year of any dues in arrears as well as the current year's dues.

## **Article VI. - Members, Meetings and Voting**

### **Section A. - Place of Meeting**

Meetings of the members shall be conducted at any place (or via telephonic and/or virtual technology) as designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Society's principal office.

### **Section B. - Annual Meeting**

An annual meeting of members shall be held at a date and time the Board fixes and so notifies members as provided in Section D of this Article VI of these By-Laws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, directors shall be elected and any other proper business may be transacted, subject to Sections E and F of this Article VI of these By-Laws.

### **Section C. - Special Meetings**

1. Persons Authorized to Call. Subject to the notice requirements of Section D of this Article VI of these By-Laws, a special meeting of the members for any lawful purpose may be called at any time by the Board or the President or by twenty-five (25) percent or more of the members.
2. Calling Meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board, if any, or the President or any Vice President or the Secretary of the Society. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these By-Laws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) days but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
3. Proper Business of Special Meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

## Section D. - Notice Requirements and Quorum

1. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Article VI, Sections D.2-4. of these By-Laws, to each member entitled to vote at that meeting. The notice shall specify the place (or via telephonic and/or virtual technology), date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

2. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal(s);

- Removing a director without cause;
- Filling vacancies on the Board;
- Amending the Articles of Incorporation or By-Laws; or
- Electing to wind up and dissolve the Society.

3. Manner of Giving Notice. Notice of any meeting of members shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified effective electronic means, addressed to him or her at his or her physical or electronic address as it is shown upon the records of the Society, and shall be addressed to each member entitled to vote, at his or her physical or electronic address as it is shown upon the records of the Society.

4. Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Society, and if so executed, shall be filed and maintained in the Society's minute book.

5. Quorum.

a. Percentage Required. One-fourth (1/4) of the voting power members; provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than one-fourth of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Article VI, Section D.1. of these By-Laws.

b. Loss of Quorum. Subject to Section E.1. of this article of these By-Laws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### Section E. - Adjournment and Notice of Adjourned Meetings

Any member's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Society may transact any business that could have been transacted at the original meeting.

#### Section F. - Voting

1. Eligibility to Vote. Subject to the provisions of the *Minnesota Statutes*, Chapter 317A, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Article VI, Section I of these By-Laws.

2. Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

3. Voting. Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

4. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the *Minnesota Statutes*, Chapter 317A, by the Articles of Incorporation, or by these By-Laws.

#### Section G. - Waiver of Notice or Consent by Absent Members

1. Written Waiver or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding

of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section D.2. of this article, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the Society records or made a part of the minutes of the meeting.

2. Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

## Section H. - Action Without a Meeting

### 1. Action by Mail Ballot Without a Meeting.

Any action that may be taken at any meeting of members may be taken without a meeting by complying with this section.

#### a. Solicitation of Mail Ballots. ("mail" may include physical mail and/or electronic mail)

The Society shall distribute one (1) mail ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Article VI, Section D.3. of these By-Laws. All solicitations of votes by mail ballot shall 1) indicate the number of responses needed to meet the quorum requirement; 2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and 3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall 1) set forth the proposed action; 2) provide the members an opportunity to specify approval or disapproval of each proposal; 3) provide a place to write-in names not listed on the ballot for any office to be filled by mail ballot; and 4) provide a reasonable time within which to return the ballot to the Society. If the Society has one hundred (100) or more members, any mail ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

In any election of directors or officers, a mail ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director or officer.

#### b. Number of Votes and Approvals Required.

Approval by mail ballot shall be valid only when 1) the number votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld)

within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and 2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by mail ballot without a meeting.

c. Revocation. A mail ballot may not be revoked.

d. Filing. All mail ballots shall be filed with the Secretary of the Society and maintained in the corporate records for at least three (3) years.

e. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

#### Section I. - Record Date for Notice, Voting, Mail Ballots, and Other Action.

1. Record Date Determined by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by mail ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed for notice of a meeting shall not be more than ninety (90) days nor less than ten (10) days before the date of the meeting; for voting at a meeting shall not be more than sixty (60) days before the date of the meeting; for voting by mail ballot shall not be more than sixty (60) days before the day on which the first mail ballot is mailed or solicited; and for any other action shall not be more than sixty (60) days before that action.

2. Record Date Not Determined by Board.

a. Record Date for Notice or Voting. If not otherwise fixed by the Board, the record date for determining members entitled (a) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (b) to vote by mail ballot shall be the day on which the first mail ballot is mailed or solicited.

b. Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60<sup>th</sup>) day before the date of that action, whichever is later.



3. Members of Record. For purposes of this Section of this Article VI of these By-Laws, a person holding membership at the close of business on the record date shall be a member of record.

#### Section J. - Proxies

1. Right of Members. Each member entitled to vote shall have the right to do so either in person or by one of the agents authorized by a written proxy, signed by the person and filed with the Secretary of the Society. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact.

2. Form of Solicited Proxies. If the Society has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

3. Requirement That General Nature of Subject of Proxy Be Stated. Any proxy covering matters for which a vote of the members is required, including amendments of the Articles of Incorporation or By-Laws changing proxy rights; other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

#### Article VII. - Elections

##### Section A. - Nominations by Nominating Committee

The Nominating Committee shall make its report nominating candidates for each office to be filled at least forty-five (45) days before the date of the election, or at such other time as the board of directors may set, and the Secretary shall forward to each member, with the notice of meeting required by these By-Laws, a list of all candidates nominated by the Nominating Committee under this section.

##### Section B. - Nominations from the Floor

Any member present at a meeting to elect directors, in person or by proxy, may place names in nomination.

#### Section C. - Solicitation of Votes

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

#### Section D. - Use of Society Funds to Support Nominee

Without Board authorization, no Society funds may be expended to support a nominee.

#### Section E. - Results of Elections

The person receiving a plurality of votes for each office or directorship shall be declared elected. The results of the election shall be reported by the Executive Vice President, or in the absence of an Executive Vice President, then by the President, at the Annual Meeting and in the next regularly scheduled communication.

### **Article VIII. – Board of Directors**

#### Section A. – Powers

Subject to limitations of the Articles of Incorporation, of the By-Laws and of the *Minnesota Statutes*, Chapter 317A, and subject to the duties of directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the activities and affairs of the Society shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- a. To select and remove all the other officers, agents and employees of the Society, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the By-laws and fix their compensation where appropriate.
- b. To conduct, manage and control the affairs of the Society and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or the By-Laws, as they may deem best;
- c. To change the principal office of the Society from one location to another as provided in Article I, Section A, hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Minnesota as provided in Article I, Section B, hereof;

d. To appoint an Executive Committee and other committees, and to delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Society, except with respect to (a) the filling of vacancies on the Board or on any committee appointed thereby, (b) fixing the compensation of directors, (c) amendment, repeal or adoption of By-Laws, (d) amendment or repeal of any resolution of the Board which by its express terms may not be so amended or repealed, or (e) the appointment of other committees.

#### Section B. – Members of the Board of Directors

The affairs of the Society shall be managed by the Board of Directors consisting of a minimum of nine (9) members including five (5) officers: the President, who shall be chair at all meetings, or who shall appoint a temporary chair in his/her place; the President-Elect; the Vice President/Secretary; the Chief Financial Officer; the Immediate Past President; and up to six (6) Directors. Of the six (6) Directors, one (1) will be from each of the four (4) geographical regions approved by the Board. At its discretion, by a two-thirds (2/3<sup>rd</sup>) vote, the Board of Directors may nominate one (1) Director-At-Large and/or one (1) Associate Director from the Associate Classification. The Board may select such additional persons to serve as non-voting Honorary Directors or Advisory Board members as it may deem appropriate from time to time.

#### Section C. - Election and Term of Office of Regional Directors

The Directors from two (2) of the geographical regions shall be elected annually. They will be elected for a two (2) year term.

The terms of all Officers and Directors shall begin on the adjournment of the Annual Meeting. Officers and Directors shall continue in their respective offices until their successors have been elected and have accepted offices.

#### Section D. - Vacancies on Board

1. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under *Minnesota Statutes*, Chapter 317A.251; (c) the vote of the members, or if the Society has fewer than fifty (50) members, the vote of a majority of all members, to remove any director(s); provided, however, that a director who was designated as a director, rather than elected by the members, may be removed by the person or persons who designated that director, and may not be removed without the written consent of that person or persons; provided further that any director elected by the vote of members of a class or members within an organizational unit or geographic grouping, voting as such, rather than by the members of the Society, may be removed only by the vote of that class, unit, or grouping; (d) the increase of the authorized number of directors; or (e) the failure of the members, at any meeting of members at which any

director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

2. Resignations. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of Minnesota, no director may resign if the Society would be left without a duly elected director.

3. Filling Vacancies. Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

4. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### Section E. - Meetings

Regular meetings of the Board shall be held at any place (or via telephonic and/or virtual technology) within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Society. Special meetings of the Board may be held either at a place so designated or at the principal office. Any meeting, regular or special, may be held by conference telephone or similar communications equipment (including virtual technology), so long as all members of the Board participating in the meeting can hear one another, and all such members shall be deemed present in person at such meeting.

#### Section F. - Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, by any two directors, by the President, or by any Vice President.

Notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by mail, courier, telephone, fax, email or other effective electronic means, charges prepaid, addressed to him or her at his or her physical or electronic address as it is shown upon the records of the Society, or if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is delivered personally or by telephone, fax, email or other effective electronic means, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is physically mailed or delivered by courier,

it shall be deposited in the United States mail or delivered to another courier in the place in which the principal office of the Society is located at least four (4) days prior to the time of the holding of the meeting. Delivering such notice as above provided shall be due, legal and personal notice to such director.

#### Section G. - Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, (including via telephonic and/or virtual technology)) shall be as valid as though at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Society records or made a part of the minutes of the meeting.

#### Section H. - Quorum

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business (except to adjourn as hereinafter provided). Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles of Incorporation.

#### Section I. - Adjournment

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

#### Section J. - Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

#### Section K. – Compensation

The members of the Board of Directors shall not receive any stated salary or fee for their services as directors, but by resolution of the Board expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

## Section L. - Action Without Meeting

Any action by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## Article IX. - Officers

### Section A. - Officers

There shall be elected annually by the members from among the Certified and Active Members, as defined in Article IV of these By-Laws, the following officers: President-Elect, Vice President/Secretary and Chief Financial Officer. All officers must be voting ASAC members. The President-Elect shall automatically succeed the President during the year following that in which he/she was elected. The Society may also have, at the discretion of the Board, a Chairman of the Board, one or more additional vice presidents, and one or more assistant secretaries or chief financial officers and such other officers as may be appointed in accordance with the provisions of Article IX, Section D. Officers other than the Chairman of the Board need not be directors.

### Section B. - Election

The officers of the Society, except for the President, Chief Financial Officer and such officers as may be appointed in accordance with the provisions of Article IX, Section D or Section F, shall be chosen annually by the members. The Chief Financial Officer shall serve a two (2) year term. Each shall remain in office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified.

### Section C. - Subordinate Offices, Etc

The Board may appoint such other officers as the activities of the Society may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board may from time to time determine.

### Section D. - Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board or by any officer upon whom such power of removal may be conferred by the Board; provided, that the President, President-Elect, Vice President/Secretary and Chief Financial Officer may only be removed for reasonable cause, by a unanimous vote of the Board (other than the officer proposed to be removed) or by the approval of the members.

Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Society. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section E. - Vacancies

A vacancy in any office because of death, removal, resignation, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office; provided that a vacancy in the office of President shall be automatically filled by the President-Elect. Such assumption of the duties by the President-Elect shall not affect his/her normal succession to the office of President the following year. A further vacancy in the office of President shall be filled by the Vice-President/Secretary. Notwithstanding the foregoing, any further vacancy in the office of Vice President/Secretary or Chief Financial Officer shall be filled through appointment by the Board.

#### Section F. - Chairman of the Board

The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the By-Laws.

#### Section G. - President

Subject to such supervisory powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the Society and shall, subject to the control of the Board, have general supervision, direction and control of the activities and officers of the corporation. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all meetings of the Board. The President shall be ex-officio a member of all the standing committees and shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board or the By-Laws. The President shall serve as a member of and chair the Executive Committee, appoint the members of all Society committees the membership of which is not otherwise provided for in these By-Laws, and may appoint qualified members of the Society to serve as liaison between the Society and other associations.

#### Section H. - President-Elect

In the event of an absence or disability of the President, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall also serve as a member of the Executive Committee, shall be the chair

of the Annual Meeting Committee and submit the agenda for the Annual Meeting to the Secretary for distribution in accordance with applicable law and these By-Laws.

#### Section I. - Vice President/Secretary

In the absence or disability of the President and the President-Elect, the Vice President/Secretary shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President/Secretary shall have such other powers and perform such other duties as from time to time may be prescribed for him/her, respectively, by the Board or the By-Laws. The Vice President/Secretary shall serve as a member of the Executive Committee. The Vice President/Secretary shall be a member of and chair the By-Laws Committee.

The Vice President/Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order of all meetings of the members and of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof.

#### Section J. - Chief Financial Officer (Treasurer)

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the Society, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any other Board Member. The Chief Financial Officer shall deposit or maintain oversight of depositing all moneys and other valuables in the name and to the credit of the Society with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse or maintain oversight of disbursing the funds of the Society as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Society and have such other powers and perform such other duties as may be prescribed by the Board or by the By-Laws. The Chief Financial Officer shall be a member of the Finance Committee.

#### Section K. – Regional Directors and Other Directors

The President shall assign such responsibilities as is deemed appropriate to each of the Regional and Other Directors, including such things as:

- Providing articles to the Communications Committee on regional topics;
- Increase communications with regional members;
- Work with Membership Development Committee to increase membership within the region;
- Consider, organize, and promote regional Society meetings.
- Represent the Society at appropriate regional events as agreed to by the Board of Directors.
- The Regional Directors shall serve as members of the Nominating Committee.



## Section L. - Executive Vice President

1. The Executive Vice President shall be appointed annually by the Board at the Annual Meeting.
2. The day-to-day administration and management of the Society shall be the responsibility of the Executive Vice President who will be a salaried staff head, shall manage and coordinate all functions and activities of the Society in accordance with the job description for that position; and shall be directly responsible to the President and Board.
3. Duties of Executive Vice President shall be as follows:
  - Serve as an Ex-Officio member of the Board of Directors, Executive Committee and all other committees as directed by the president.
  - Receive, record and deposit all funds of the Society in an insured bank, as directed by the Chief Financial Officer.
  - Pay all Society bills, as per the approved budget and as directed by the Chief Financial Officer.
  - Be bonded in an amount specified by the Board.
  - Submit a detailed report of receipts and disbursements at such times as the Board directs.
  - Act as Business Manager for the Society and be responsible for the office and office equipment.
  - Submit the annual budget to the Board each year, if so directed by the Chief Financial Officer.
  - Present a summary report of the past years' activities to the Board at the Annual Meeting.
  - Prepare reports as directed by the President and/or the Board.
  - Assist the Program Chair at the regular meetings.
  - Send dues notices each year by December 1.
  - Other duties as directed by the President and/or Board including oversight revisions of financial and record keeping functions.
  - When excess funds beyond an estimated one month operations are available, these funds shall be transferred to an appropriate interest bearing account as directed by the Chief Financial Officer.
  - Serve as primary organizer for all meetings of the Society.
  - Coordinate all communications within the Association and between members of the Society.

## **Article X. - Committees**

### **Section A. - Executive Committee**

There shall be an Executive Committee composed of the following Officers and Directors: President, President-Elect, Vice President/Secretary, and Chief Financial Officer. The Executive Vice President shall serve as an ex-officio member. The Executive Committee shall act for the Board during emergency situations where time is of the essence, and the nature of the issue, using good judgment, will benefit the well-being of the Society. The Executive Committee does not have the authority to by-pass the Board. Its existence is to handle matters of urgency and importance during periods between regular Board meetings.

### **Section B. - Standing Committees**

1. The President shall appoint eligible members (one of which may be from the Associate Classification of membership) to all Standing Committees within thirty (30) days after taking office.

2. Vacancies on the following Standing Committees shall be filled annually from among the eligible members by the incoming President, and during the term of office as the need shall rise, subject to the approval of the Board: Membership Development Committee, By-Laws Committee, Ethics and Grievance Committee, Nominating Committee, Continuing Education Committee, Meetings Committee, and Finance Committee.

3. Unless otherwise provided, all Standing Committees shall each consist of three (3) or more members (one of which may be from the Associate Classification of membership).

4. For each of the Standing Committees, the President shall annually appoint the Chairman from among the Committee members. The President shall be a member (ex-officio) of each Standing Committee.

5. Duties of the various committees shall be particularly spelled out to them when appointment is made. Where such duties are not specified in the By-Laws, the President shall instruct the committee members in their various assignments.

6. The Standing Committees, and their duties, shall be as follows:

#### **a. Nominating Committee**

The Nominating Committee shall be appointed by the President during the first meeting of the Board, following the annual election of Officers and Directors. The committee shall minimally include the Immediate Past President, the President-Elect, and the regional directors.

The Nominating Committee shall nominate qualified members for each office and directorship to be filled.

#### b. Membership Development Committee

It shall be the duty of the Membership Development Committee to pass on the qualifications of applicants for membership in accordance with Article I of these By-Laws. An affirmative vote of three (3) of the five (5) members of the Membership Development Committee shall be required for approval of a membership application. The Membership Development Committee shall review the standards of membership from time to time and suggest modifications of those standards to the Board of Directors whenever it is deemed necessary. The Membership Development Committee shall consist of five (5) Active and Certified members who shall represent three (3) fields of endeavor. Three (3) of the (5) five committee members must be Certified Members.

The Membership Development Committee will review each member's application for Certified Agricultural Consultant (CAC) status to determine if the Society's standards for consulting experience, ethical standards, and continuing education have been met. The Committee will also review all applications from existing Certified Members for renewal of the CAC status to determine if the Society's professional and continuing education requirements have been met. The Membership Development Committee shall advise the Education Committee regarding the annual curricula for continuing education.

Waiver of the Society's requirements for existing Certified Members concerning consulting experience and/or continuing education credits may be granted on an individual case basis by an eighty percent (80%) concurring vote of the Membership Development Committee, following a written request by the member.

The duties of the Membership Development Committee shall include promoting the benefits of Society membership and to prepare literature explaining the benefits of membership. The Membership Development Committee will conduct annually a Membership Recruitment Drive and work with the Executive Vice President on programs to promote membership in the Society.

#### c. Ethics and Grievance Committee

The Ethics and Grievance Committee shall review and suggest to the Board, whenever necessary, revisions to the Code of Ethics of the Society which was adopted at the Organizational Meeting of the Society on December 10, 1963. The Board shall be empowered to amend the Code of Ethics, as necessary, with the approval of the membership. The Ethics and Grievance Committee shall advise the Education Committee on continuing education matters related to ethics.

It shall be the purpose of the Ethics and Grievance Committee:

- to prevent or resolve misunderstandings;
- to clarify and adjust differences between members and clients;
- to assist in the maintenance of a high level of professional deportment,
- to work with consistency, uniformity, and absolute impartiality, and

- to make decisions on expulsion and suspension pursuant to Article IV, Section E.3. of these By-Laws.

The Ethics and Grievance Committee is empowered to receive complaints and to investigate them and may initiate investigations. The Ethics and Grievance Committee may also attempt to resolve minor infractions. Although authorized to resolve minor infractions, any determination to suspend or expel any member made by the Ethics and Grievance Committee shall be referred for confirmation or rejection to the Board, as set forth in Section E.3. of Article IV of these By-Laws.

There shall be three (3) Certified Members with one (1) alternate on the committee, whose terms shall alternate and be fixed at three (3) years. No member of the Ethics and Grievance Committee may simultaneously serve on any disciplinary or appeal body within the Society.

Except as otherwise specifically provided in Article IV, Section E.3. of these By-Laws, the operating procedures of the Ethics and Grievance Committee shall be as follows:

- Grievances shall be referred to the Chair of the committee who shall make every effort to have grievances handled at the local level.
- Complaints shall be submitted in writing, if at all possible.
- Verbal complaints will be heard where any sound reason exists for not submitting same in writing.

The Committee shall ensure that the complainant has the opportunity to: 1) appear in person before the committee, 2) to present witnesses as evidence in substantiation of the complaint or reply, 3) to have prompt notifications of the decision of the Ethics and Grievance Committee, and 4) to appeal the decision to the appropriate superior body. A person appearing before the Ethics and Grievance Committee should never be considered on trial.

The Ethics and Grievance Committee shall meet as often as necessary. Records will be kept of all meetings. These records shall be made available to the Board within ten (10) days of the date of the meeting. Reports should be made regularly to the Board.

#### d. Finance Committee

The Finance Committee shall review the independent audit, if conducted, and the financial records of the Society at the end of each fiscal year. The Committee shall prepare the annual budget with the assistance of the Chief Financial Officer and the Executive Vice President. A preliminary budget shall be submitted by the Finance Committee to each member of the Board no less than five (5) days prior to the last scheduled Board Meeting of the fiscal year.

e. Continuing Education Committee

The Continuing Education Committee shall develop, promote and implement the scheduled educational courses and meetings of the Society. The Continuing Education Committee shall have responsibility for developing a core and annual curricula for continuing education, subject to approval and/or modifications by the Board. The Continuing Education Committee shall advise the Meetings Committee on curricula for the annual meeting.

f. By-Laws Committee

The By-Laws Committee shall review and suggest to the Board, whenever necessary, revisions to the By-Laws of the Society. The Vice President/Secretary shall be a member of and chair the By-Laws Committee.

g. Meetings Committee

The Meetings Committee shall develop and suggest to the board the agenda for the Annual Meeting and any Regional meeting that will be held between the Annual Meetings of the Society. The President-Elect shall be a member of and the Chair of the Meetings Committee.

Section C. - Special Committees

The President may also appoint special committees during the year whenever a need arises. Members of special committees shall be selected from any class of membership in the Society.

**Article XI. - Amendments**

Subject to any limitations set forth in the Articles of Incorporation, and subject to applicable law, the By-Laws of the Society may be adopted, amended, or repealed at any regularly called meeting by approval of the members, provided, however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different that such action affects another class.

**Article XII. - Miscellaneous**

Section A. - Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Society shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board.

#### Section B. - Contract, Etc, How Executed

The Board, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

#### Section C. - Indemnification of Agents

The Society, to the maximum extent permitted by the *Minnesota Statutes*, Chapter 317A, shall have the power to indemnify any of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding or potential proceeding arising out of the relationship, and to the maximum extent permitted by law, the Society shall have power to advance the agent's reasonable defense expenses in any such proceeding. For the purposes of this section, "agent" means any person who is or was a director, officer, employee, or other agent of the Society or its predecessor, and any person who is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, at the request of the Society or its predecessor; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include but are not limited to attorneys' fees and any expenses of establishing a right to indemnification under this section.

#### Section D. - Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the *Minnesota Statutes*, Chapter 317A shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

#### Section E. - Receipt of Documents

Unless otherwise specifically provided in these By-Laws, the receipt of transmission of any notice, proxy, ballot or other document, reflecting the execution of the original of such document in any case where such execution is required, shall be deemed receipt of the original.

#### **Article XIII. - Dissolution**

In the event that the Society shall cease to exist, its assets, after paying all debts, shall be donated to a nonprofit group related to agriculture.

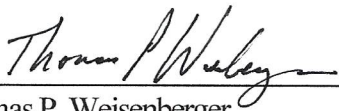
**CERTIFICATE OF SECRETARY**

I, the undersigned, certify:

That I am the duly elected and acting Vice President/Secretary of AMERICAN SOCIETY OF AGRICULTURAL CONSULTANTS, a Minnesota nonprofit public benefit corporation; and

That the foregoing By-Laws, comprising twenty-six (26) pages, constitute the By-Laws of said corporation as duly adopted by the members of said corporation on November 9, 2021.

Dated this 9<sup>th</sup> day of November, 2021.

  
\_\_\_\_\_  
Thomas P. Weisenberger  
Vice President/Secretary