

BYLAWS

of

AgriSafe Network, Inc. **(December 31, 2009)**

ARTICLE I OBJECTIVES

Section 1.1. Objectives.

The objective of this Corporation shall be:

1. To develop occupational health, safety and wellness services for agricultural producers, their families, agribusiness and their employees.
2. To develop and provide agricultural occupational health and safety education and professional development services for healthcare providers serving communities involved in production agriculture.
3. To promote AgriSafe services to organizations, agencies and media serving agricultural communities.
4. To collaborate with rural and agricultural health organizations for the purpose of advancing the membership and growth of AgriSafe.
5. To educate farmers and ranchers about their unique occupational health care risks and methods of prevention.

Section 1.2. Not for-Profit. This Corporation is not organized for profit, or organized to engage in an activity ordinarily carried on for profit, and no part of its net earnings will inure to the benefit of any member or individual.

ARTICLE II OFFICES

Section 2.1 Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Spencer, Iowa, County of Clay. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, the same as its principal office in the State of Iowa. The registered office or the registered agent at such registered office, or both, may be

changed from time to time by the Board of Directors in compliance with the applicable provisions of the Iowa Nonprofit Corporation Act.

Section 2.3. Registered Agent. The initial registered agent of the Corporation is Carolyn Sheridan, 1200 1st Avenue East, Spencer, Iowa 51301.

ARTICLE III MEMBERS

Section 3.1. Classes of Members. The Corporation shall have five levels of members.

- a. AgriSafe Provider Members. Any qualified clinician as defined in the “AgriSafe Network Provider Affiliation Agreement.”
- b. AgriSafe Organizational Members. Shall be open to Federal, state and local officials and voluntary organizations engaged in agricultural health.
- c. State Affiliate Members. State-based organization that meets the qualifications as outlined in the “AgriSafe Network State Affiliation Agreement.”
- d. Individual Members. Individuals including farmers and ranchers interested in the field of agricultural health and safety. Non-voting membership.
- e. Sustaining Members. Non-voting membership.

Section 3.2. Approval of AgriSafe Members

- a. AgriSafe Organizational or Individual Member shall be approved by the Executive Director, Program Services Director or Membership Coordinator after meeting the criteria stated by the board of directors.
- b. AgriSafe Provider Members who meet the criteria for AgriSafe Network Provider and submit a signed Affiliation Agreement shall be approved by Executive Director, Program Services Director or Membership Coordinator
- c. State Affiliate Members who meet the State Affiliate Agreement criteria shall be approved by a majority vote of the Board of Directors.
- d. Sustaining Members shall be approved by a majority vote of the Board of Directors.

Section 3.3. Voting Rights. Each AgriSafe Organizational, Provider, and State Affiliate Member shall be entitled to one vote on each matter submitted to a vote of all the members. A letter to the Board of Directors shall be sent by each member to designate its voting representative and alternate to the AgriSafe Network for membership meetings.

Section 3.4. Termination of Members. The Board of Directors, by affirmative vote of two-thirds of the members of the Board, may suspend or terminate the membership of any member for

cause, which includes not paying membership dues, not maintaining educational requirements, and not attending 50 percent of the meetings over a three year period.

Section 3.5. Resignation. Any member may resign by filing a written resignation with the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the Secretary. Acceptance of a resignation is not necessary for it to be effective. Resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 3.6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.7. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3.8. Dues. Each member shall pay to the Corporation dues in such amounts and at such times as the Board of Directors may from time to time determine. The membership year shall be 12 consecutive months. The Board of Directors may levy different membership rates from each member level.

Article IV

Network Member Officers and Representative on the AgriSafe Network Board

Section 4.1. Officers. The Officers of the AgriSafe Network Membership will consist of the President, President-Elect, Secretary, and Past-President of the voting members of the Network.

Section 4.2. Terms of Officers. The President, President-Elect, and Past President officer positions are for one year. The Secretary Officer position may serve up to three years.

Section 4.3. Duties of Network Officers. The AgriSafe Network Officers shall serve on the AgriSafe Network Board of Directors and have full voting privileges. The Membership Network President shall convene the annual meeting of the voting AgriSafe members. The Secretary shall be responsible of the minutes of the annual meeting.

Section 4.4. Election of Officers. Nominees for the AgriSafe Network Officers shall be made by voting members of the Network. Nominees must be voting AgriSafe Network members and must have signed a "consent to serve" form. The election of AgriSafe Officers shall be conducted by mail and/or electronically not later than 30 days before the Annual Membership Meeting. Results of the election will be made known to the voting members not less than 10 days before the Annual Membership Meeting.

Section 4.5 Representation on the AgriSafe Network Board of Directors

In addition to the Membership Network Officers on the Board of Directors up to two Members at Large will be selected to serve on the Agrisafe Board of Directors.

Section 4.6 Election of Members at Large. Nominees for the AgriSafe Network Members at Large shall be made by voting members of the Network. Nominees must be voting AgriSafe Network members and must have signed a “consent to serve” form. The election shall be conducted by mail and/or electronically not later than 30 days before the Annual Membership Meeting. Results of the election will be made known to the voting members not less than 10 days before the Annual Membership Meeting.

Article V Meeting of Members

Section 5.1. Annual Meeting. The annual meeting of the members shall be convened by the AgriSafe Network President and be held in the last quarter of every year and may be held at different sites each year. Members may also participate in the annual meeting sites via telecommunications technology, such as speakerphone or videoconferencing.

Section 5.2. Special Meetings. Special meetings of the members, for any purpose, may be called by the AgriSafe Network President or by the Board of Directors, and shall be called by the AgriSafe Network President at the request of more than ten percent of the Members entitled to vote at such meeting.

Section 5.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any annual meeting or for any special meeting of the members called by the Board of Directors or the AgriSafe Network President. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation.

Section 5.4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either personally, by mail, or email to each member not less than twenty days before the date of such meeting, by or at the direction of the Board of Directors, or the AgriSafe Network President. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at such member’s address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5.5. Quorum. At least a majority of the voting membership and at least a majority of the members of the Board of Directors must be present in person or via telecommunications technology to constitute a quorum for any member meeting.

If a quorum is not present at any meeting of members, a majority of the Members present and entitled to vote at such meeting may adjourn the meeting without further notice. At any meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at such meeting as originally called. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5.6. Proxies. At any meeting of members, a Member entitled to vote may vote by proxy executed in writing by the Active Member or by his duly authorized attorney. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 5.7. Voting of Members. A majority of the Members entitled to vote and present or represented by proxy shall be necessary for the adoption of any motion unless otherwise provided by law or these Bylaws. Memberships standing in the name of a partnership may be voted by any partner of the partnership; and memberships standing in the name of a corporation or association may be voted by such officer or agent as the Bylaws of such corporation or association may prescribe, or, in the absence of such provision, as the board of directors of such corporation or association may determine.

Section 5.8. Informal Action by Members. Any action required to be taken at a meeting of the voting members, or any other action which may be taken at a meeting of the voting members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE VI BOARD of DIRECTORS

Section 6.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors

Section 6.2. Number, Tenure and Qualifications. The number of Directors shall be no fewer than seven and not greater than fifteen. The AgriSafe Network Officers (Chair, Chair-elect, Secretary, Treasurer, Immediate Past Chair) shall be members of the Board of Directors and this Bylaw shall constitute their continuing appointment to the Board of Directors during their tenure in office.

Except as otherwise provided herein, each Director, with the exception of the AgriSafe Network Officers, shall hold office for a term of three years and until his successor shall have been elected and qualified.

Section 6.3. Regular Meeting. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Directors may also participate in the meeting via telecommunications technology, such as speakerphone or videoconferencing.

Section 6.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, as the place for holding any special meeting of the Board of Directors called by them.

Section 6.5. Notice. Notice of any special meeting shall be given to each Director at least two business days in advance of the meeting. Notice may be written or oral and, except as otherwise required by law, may be communicated in person, by telephone, telegraph, teletype, facsimile, or other form of wire or wireless communication, or by mail or private carrier. Written notice is effective when mailed, delivered to the private carrier or telegraph company, or transmitted. Written notice provided in any other manner is effective when received. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 6.6. Quorum. A simple majority of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

Section 6.7. Manner of Acting. Except as otherwise provided by the law or in these Bylaws, the act of a majority of the Directors present and entitled to vote at such meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.8. Elections and Vacancies. Any vacancy occurring in the Board of Directors, any new director election due to the expiration of a previous director's term of office, and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors entitled to vote though less than a quorum of the Board of Directors. A Director so elected shall serve for the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be. The AgriSafe Network Officers shall serve on the AgriSafe Network Board of Directors.

Section 6.9. Compensation. The Board of Directors of AgriSafe Network shall serve without compensation except that the Board shall have the right to authorize reimbursement of reasonable expenses for attendance at regular and special meetings of the Board and for expenses incurred for the benefit of the AgriSafe Network.

Section 6.10. Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote. The use of electronic mail for this purpose will be permitted if the electronic mail address and a signed affidavit agreeing to the use of electronic mail for such communications are on record with the Board's secretary. The affidavit shall be signed yearly by each Director who uses electronic mail for such communications. Printed copies of such electronic mail will be kept as required by Article XI of these Bylaws.

Section 6.11. Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article XI of these Bylaws.

Section 6.12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII OFFICERS of the BOARD of DIRECTORS

Section 7.1. Officers of the Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors. The membership of the Board of Directors shall elect its Officers. The Officers shall be a Chair and a Vice-Chair, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers as it may deem necessary, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers shall be members of the Board of Director

Section 7.2. Election and Term of Office. The officers of the Board of Directors shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such a meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 7.3. Removal. Any officer may be removed by a vote of two thirds of all the Board of Directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent does not of itself create contract rights

Section 7.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

Section 7.5. Chair. The Chair shall preside at all meetings of the members of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other

instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Board of Directors and in general he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.6. Vice Chair. In the absence of the Chair or in event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

Section 7.7. Treasurer. He or she shall have all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation and from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors. The Treasurer shall present financial reports and statements of financial conditions whenever so requested by the Board or legally required by local, state, or federal government agencies.

ARTICLE VIII COMMITTEES of the BOARD of DIRECTORS

Section 8.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and other members of the corporation, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; amending the Articles of Incorporation; installing or removing Members, Officers, or Directors; adopting a plan of merger or consolidation with another corporation or association; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 8.2. Other Committees. Other committees may be created as deemed necessary. Committee chairs and committee members shall be appointed by the Chair with the advice and consent of the Board. Committee membership shall be open to all members at all levels. All Committees shall be under the direction and control of the Board of Directors.

Section 8.3. Term of Office. Except as otherwise provided by the Board of Directors in the resolution appointing a committee member as provided in Section 7.1 of these Bylaws or by the

Chair in appointing a committee member as provided in Section 7.2 of these Bylaws, each member of a committee shall continue as such until the next annual meeting of the Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8.4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.5. Quorum. A majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.6. Rules. Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 8.7. Informal Action. Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee. The use of electronic mail for this purpose will be permitted if the electronic mail address and a signed affidavit agreeing to the use of electronic mail for such communications are on record with the Board's secretary. The affidavit shall be signed yearly by each committee member who uses electronic mail for such communications. Printed copies of such electronic mail will be kept as required by Article X of these Bylaws.

Section 8.8. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article XI of these Bylaws.

ARTICLE IX CONTRACTS, LOANS, CHECKS, DEPOSITS & FUNDS

Section 9.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.3. Checks, Drafts, etc. The Program Administrators shall have authority to undertake purchases, pay bills, issue payroll checks, pay taxes and carry out other business activities on

behalf of the AgriSafe Network which entail amounts up to \$5,000. The Program Administrators and other employees of the AgriSafe Network shall carry out other business activities on behalf of the AgriSafe Network which entail purchases or payment of expenditures in amounts greater than \$5,000, only with approval of the Treasurer, who shall countersign these checks, drafts or other orders for payment.

Section 9.4. Deposits. Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 9.5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise consistent with the objectives of the Corporation.

Section 9.6. Loans to Directors or Officers. No loans shall be made by the Corporation to the Directors or officers of the Corporation. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE X CERTIFICATES OF MEMBERSHIP

Section 10.1. Certificates. The Board of Directors may provide for the issuance of certificates evidencing membership by class in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Chair and the Secretary. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

ARTICLE XI BOOKS AND RECORDS

Section 11.1. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account, annual affidavits agreeing to use of electronic mail for informal action by the Board and the committees, and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Section 11.2. Inspection. All books and records of the Corporation may be inspected by any Board member, or his agent or attorney for any proper purpose at any reasonable time.

Section 11.3. Audit. The Board of Directors may have the books and records of account of the Corporation audited annually by a certified public accountant and may or may not present the report at the annual meeting of members.

ARTICLE XII FISCAL YEAR

Section 12.1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE XIII AMENDMENTS TO BYLAWS

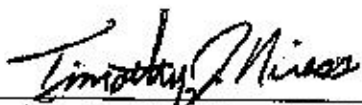
Section 13.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of the majority of the entire Board at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed or a summary of the changes to be effected thereby shall be given to each Director, and to each member of the Corporation, at least seven (7) days prior thereto by written notice delivered personally, sent by mail, fax, website editing program, or email to each Director and member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

ARTICLE XIV DISSOLUTION

Section 14.1. Distribution Upon Dissolution. Upon the dissolution of the Corporation or in the event it ceases to carry out the objects and purposes herein set forth, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, may make distributions to another organization exempt from taxation under Section 501(a) of the Internal Revenue Code or may make distributions to its members as permitted by the Iowa Nonprofit Corporation Act and the applicable sections of the Internal Revenue Code, as the Board of Directors may determine.

These Bylaws adopted at a meeting of the Board on the 31st day of, December, 2009 by a majority vote of the Directors in office.

DATED this 31st day of December, 2009.



CHAIR of the AgriSafe Board of Directors
AgriSafe Network, Inc.