

BYLAWS

of

AgriSafe Network, Inc. (Updated June 19, 2018)

ARTICLE I OBJECTIVES

Section 1.1. Objectives.

The objectives of this Corporation shall be:

1. To develop occupational health, safety and wellness trainings and resources 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 agriculture, fishing, and forestry.
3. To develop and promote AgriSafe trainings to increase the competencies of health and safety professionals. To collaborate with rural and agricultural health organizations for the purpose of advancing the membership and growth of AgriSafe.
4. 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 Peosta Iowa, and County of Dubuque. 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, 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.

ARTICLE III
MEMBERS

Section 3.1. Classes of Members. The Corporation shall have members and create various classes of members.

Section 3.2. Approval of AgriSafe Members

- a. State Affiliate and Provincial Members who meet the State/Provincial Affiliate Agreement criteria shall be approved by a majority vote of the Board of Directors.
- b. All other members are approved by the Executive Director, or Membership Coordinator after meeting the criteria stated by the board of directors.

Section 3.3. Voting Rights. Members hold no voting rights.

Section 3.4. Termination of Members. The Executive Director or Board of Directors may suspend or terminate the membership of any member for cause, which includes not paying membership dues, not maintaining educational requirements, not acting in the best interest of the Corporation and not acting in a professional manner.

Section 3.5. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3.6. 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
BOARD of DIRECTORS

Section 4.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2. Number, Tenure and Qualifications. The number of Directors shall be no fewer than seven and not greater than fifteen. The AgriSafe Network Officers (Chair, Vice Chair, Treasurer, Secretary) 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. Board of Directors may serve a maximum of two-three year terms if elected.

Section 4.3. 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 4.4. 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. Directors may also participate in the Special meeting via telecommunications technology, such as speakerphone or videoconferencing.

Section 4.5. 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, email, 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 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 4.6. Quorum. A simple majority of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting or vote 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 4.7. 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 4.8. 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

three years. The AgriSafe Network Officers shall serve on the AgriSafe Network Board of Directors.

Section 4.9. 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 4.10. Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone, video internet conference 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 4.11. 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 or email 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 V OFFICERS of the BOARD of DIRECTORS

Section 5.1. 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, Vice-Chair, Treasurer and Secretary 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. Only the secretary and treasurer position may be held by the same person. The officers shall be members of the Board of Director

Section 5.2. 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. Election of officers can occur through email surveys. An officer may serve in their specific position for up three years.

Section 5.3. 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 5.4. 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 or for three years.

Section 5.5. 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 5.6. 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 5.7. Treasurer. He or she shall 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 VI COMMITTEES of the BOARD of DIRECTORS

Section 6.1. 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 6.2. Other Committees. Other committees may be created as deemed necessary. Committee chairs 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 for those committees designated as open to members. All Committees shall be under the direction and control of the Board of Directors.

Section 6.3. Term of Office. Except as otherwise provided by the Board of Directors in the resolution appointing a committee member as provided in these Bylaws or by the Chair in appointing a committee member as provided in 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 6.4. 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 6.5. 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 6.6. Rules. Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 6.7. 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.

Section 6.8. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone, video internet conference 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 VII CONTRACTS, LOANS, CHECKS, DEPOSITS & FUNDS

Section 7.1. 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 7.2. 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 7.3. Checks, Drafts, etc. The Executive Director 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.

Section 7.4. 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 7.5. 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 7.6. 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 VIII BOOKS AND RECORDS

Section 8.1. 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.

Section 8.2. 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 8.3. Audit. The Board of Directors may have the books and records of account of the Corporation audited or reviewed annually by a certified public accountant.

ARTICLE IX FISCAL YEAR

Section 9.1. 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 X
AMENDMENTS TO BYLAWS

Section 10.1. 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.

ARTICLE XIII
DISSOLUTION

Section 11.1. 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 June 19 by a majority vote of the Directors in office.

DATED this June 19, 2018.