

BYLAWS
OF
AgriWellness, Inc.
An Iowa Non-profit Corporation

ARTICLE I. OBJECTS

AgriWellness, Inc., hereinafter called AgriWellness, will conduct its activities to promote the purposes for which it was organized, as set forth in the Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of or to be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and AgriWellness shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provisions of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

- a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or
- b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.) *Approved, August 23, 2001.*

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 Harlan, Shelby County. The Corporation may have such other offices, either within or outside the State of Iowa as the Board of Directors may designate or as the business of the Corporation may require from time to time. *Approved, August 23, 2001.*

Section 2.2. Registered Office. The registered office of AgriWellness required by the Iowa Nonprofit Act, Chapter 504A, Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors. *Approved, August 23, 2001.*

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors.

The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which in its sole discretion deems necessary, subject to applicable legal requirements. *Approved, August 23, 2001.*

In accepting gifts, bequests, and devises it is the intention that the directors will manage the affairs in such a manner as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this Corporation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or as may be amended. *Approved, August 23, 2001.*

Section 3.2. Number, Tenure and Qualifications. The Board of Directors of AgriWellness shall include representatives of the following states: Iowa, Kansas, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin. Each state affiliating with AgriWellness shall have a minimum of two (2) and a maximum of three (3) Board members. *Approved, May 28, 2003.*

- a) The Board of Directors shall have ultimate supervision, control, and direction of the affairs of AgriWellness, shall establish its policies or changes therein within the limits of the Bylaws and Articles of Incorporation, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may be in the execution of the powers granted, appoint such agents, as it may consider necessary. The Board of Directors may prepare rules for the orderly conduct and the procedure of annual and special meetings of AgriWellness, which rules shall not conflict with any provision of the Bylaws. An Executive Committee, as defined below, shall be empowered to operate AgriWellness on a day-to-day basis pursuant to the basic policies established by the Board of Directors. *Approved, May 28, 2003.*
- b) Each state shall have one vote, regardless of the number of Board members that reside in the state. The purpose of this bylaw is to ensure that all states have equal representation in the governance of AgriWellness, Inc. When two or more Board members represent a state, they shall confer and agree among themselves, either by consensus or by a majority vote of the Board members for the state, to declare the official vote of their state on all Board actions that are voted upon. This provision shall not apply to the Executive Committee. *Approved, May 28, 2003.*
- c) Each state that affiliates with AgriWellness shall appoint its Board members. The decision-making body within each state that appoints the Board members shall be the collaborative network responsible for Sowing the Seeds of Hope project activities within the state. The collaborative network responsible for Sowing the Seeds of Hope project activities within the state shall determine the term of board membership for each appointed member of the Board of Directors. *Approved, May 28, 2003.*

- d) The AgriWellness Board of Directors reserves the right to determine which states affiliate with AgriWellness. *Approved, May 28, 2003.*
- e) Directors shall serve their term of office until they resign or are removed from office either by the state acting through its collaborative network or by a quorum vote of the Board of Directors. A director may be removed from office by a quorum vote of the Board of Directors only for good cause such as conviction of a felony or other causes deemed reasonable by a quorum vote of directors. Vacancies may be filled as specified by the Bylaws. *Approved, May 28, 2003.*
- f) If a director is absent from more than three (3) Board of Directors meetings, he or she may be asked to resign at the request of the Board upon recommendation of the Executive Committee and a replacement may be appointed, as specified by the Bylaws. *Approved, May 28, 2003.*
- g) The Board of Directors may take action by means of a telephone facsimile poll, email, or postal mail, without the necessity of a meeting. *Approved, May 28, 2003.*
- h) The Board of Directors shall include representatives of the following groups of the agricultural population: ethnic minorities, persons with disabilities, and consumers of behavioral health services. Representatives from each state shall include the recommendations of ethnic minorities, persons with disabilities and consumers of behavioral health services in the determination of their official votes on all Board actions. Representatives from each state shall report at least annually at a board meeting on their efforts to include these populations (i.e., ethnic minorities, persons with disabilities and consumers of behavioral health services) in the determination of their official state votes on all board actions. *Approved, May 28, 2003.*

Section 3.3. Annual Meeting. The Board of Directors shall conduct an annual meeting, either within or outside the state of Iowa, which shall be held in conjunction with the first regular meeting after the beginning of the fiscal year. The annual meeting shall take place during January or February of the new fiscal year. Notice of the annual meeting shall be published to all Board members and to the public. Public announcements shall consist of a press release or announcement which shall be sent to any newspapers, radio stations or other communication media designated by resolution of the Board of Directors. The notice of the annual meeting shall also be published on a bulletin board at the principal office of AgriWellness. *Approved, August 23, 2001.*

Section 3.4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or outside the State of Iowa, for the holding of additional regular meetings without other notice than such resolution. *Approved, August 23, 2001.*

Section 3.5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or a majority of the directors. The person or persons

authorized to call special meetings of the Board of Directors may fix any place, either within or outside the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them. *Approved, August 23, 2001.*

Section 3.6. Notice. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each director at his or her personal or business address or through email. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid or upon indication that a facsimile or email message has been received. Any director may waive notice of any such meeting. The attendance of a director at a meeting shall constitute a waiver of notice at such meeting, except when 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. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. *Approved, August 23, 2001.*

Section 3.7 Quorum. A quorum shall consist of a majority of the states. If less than a majority of representatives of states is present at a meeting, a majority of the directors who are present may adjourn the meeting without further notice. *Approved, March 7, 2006.*

Section 3.8. Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the then sitting Directors of AgriWellness. A director so elected may serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be. *Approved, August 23, 2001.*

Section 3.9. Presumption of Assent. A director of AgriWellness who is present at a meeting of the Board of Directors at which action on any corporate 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 of 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 AgriWellness immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. *Approved, August 23, 2001.*

Section 3.10. Informal Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signature shall be adequate to show consent or listing of a name on the email message shall be adequate to show consent. *Approved, August 23, 2001.*

Section 3.11. Compensation. Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by AgriWellness, AgriWellness may retain the services of a director other than in his or her capacity as a director

and the director may then be compensated for services so rendered as the Board of Directors may from time to time deem appropriate. *Approved, August 23, 2001.*

ARTICLE IV. OFFICERS

Section 4.1. Officers Appointment and Term of Office. The officers of the Corporation shall include a President, a Vice President, a Secretary, a Treasurer, and an At-Large Member of Executive Committee. All offices shall be two year terms. All officers may serve no more than two consecutive terms. Election of the officers shall be staggered such that the offices of President, Secretary and At-Large Member of Executive Committee shall be elected on years which alternate with the election of the Vice-President and Treasurer. All offices shall be elected at an annual meeting of the Board of Directors, unless a special election is necessary to fill a vacant office. Each officer shall hold office until his or her successor shall have been duly elected and until his or her death, resignation, removal or disqualification. *Approved, August 23, 2001.*

Section 4.2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to such office. *Approved, August 23, 2001.*

Section 4.3. President. The President shall be the principal representative and Executive Officer of the Board of Directors of the corporation, and subject to the control of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of AgriWellness thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of AgriWellness, or shall be required by law to be otherwise signed or executed. In general, the President shall supervise and control the business and affairs of the corporation, subject to the approval of the Board of Directors. He or she shall, when present, preside at all meetings of the Board of Directors. The President shall be the principal representative of the Board of Directors and the Executive Committee in the supervision and evaluation of the Executive Director. The President shall perform other duties usually incidental to the office of President and shall perform such other duties as shall be prescribed by the Board of Directors from time to time. *Approved, August 23, 2001.*

Section 4.4. Vice President. In the absence of the President the Vice President shall perform 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 shall perform such other duties as from time to time shall be assign to him or her by the President or by the Board of Directors. *Approved, August 23, 2001.*

Section 4.5. Secretary. The Secretary shall:

- a) Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) Be custodian of the corporate record;

- d) Keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such members;
- e) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors; and
- f) Shall supervise a recording secretary who shall act on behalf of the Secretary for the purposes noted in Section 4.4. The recording secretary shall otherwise be supervised by the Executive Director of the Corporation. *Approved, August 23, 2001.*

Section 4.6. Treasurer. The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and property of AgriWellness;
- b) Receive and give receipts for monies due and payable to AgriWellness from any source whatsoever, and deposit all such monies in the name of AgriWellness in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws;
- c) Compile and distribute annually to each director a report of the activities of AgriWellness, including a statement of receipts and expenditures;
- d) In general perform all of the duties incident to the office of Treasurer and such duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine; and
- e) The Treasurer shall qualify to supervise a Chief Financial Officer and shall ensure that an independent audit of the financial records of AgriWellness shall be in compliance with the duties of the Treasurer as noted above in Section 4.6. *Approved, August 23, 2001.*

Section 4.7. Resignation. Any officer may at any time resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective. *Approved, August 23, 2001.*

Section 4.8. Removal. Any officer may be removed by the Board of Directors whenever in its judgement the best interest of AgriWellness will be served thereby. Any officer holding the position of President, Vice President, Secretary, and Treasurer or At-Large Member of the Executive Committee shall automatically be removed if the individual holding the subject office is no longer a member of the Board of Directors due to death, resignation or removal. *Approved, August 23, 2001.*

Section 4.9. Assistance and Acting Officers. The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as an assistant to any officer, or to perform the duties of such officer whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer. *Approved, August 23, 2001.*

The Board of Directors is hereby explicitly authorized to, in its discretion, appoint a full or part-time Executive Director to assist AgriWellness' officers in the conduct of their duties and the business of the Corporation. The Executive Director shall manage the regular business and affairs of the Corporation and shall have other such duties and powers as the Board of Directors shall specify. *Approved, August 23, 2001.*

The Board of Directors is hereby explicitly authorized to, in its discretion, appoint a recording secretary to assist the office of Secretary, a Chief Financial Officer or independent auditor to assist the Treasurer, and any other assistants or acting officers as it deems necessary to carry out the business and affairs of AgriWellness. These assistants shall have other such powers and duties as the Board of Directors shall specify. Normally the Executive Director shall provide day-to-day supervision of the recording secretary, the Chief Financial Officer and other such assistants, except the independent auditor, who shall be free in his or her capacity to carry out an independent audit of the financial records of AgriWellness. *Approved, August 23, 2001.*

Section 4.10. Salaries. The President, Vice President, Secretary, Treasurer and At-Large Member of the Executive Committee shall serve without compensation, except that reasonable expenses shall be paid. However, to the extent deemed necessary by AgriWellness, AgriWellness may retain the services of the President, Vice President, Secretary, Treasurer and At-Large Member of the Executive Committee other than in their capacity as such officers and they may be compensated for services so rendered. The Board of Directors shall review the salaries annually. *Approved, August 23, 2001.*

The salaries of all assistant officers and acting officers, including the Executive Director, the recording secretary, the Chief Financial Officer, and the independent auditor shall be reviewed from time to time by the Board of Directors. *Approved, August 23, 2001.*

ARTICLE V. INDEMNIFICATION

Section 5.1. Indemnification. Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504A, Code of Iowa, at the time indemnification is sought by any director, officer, employee, volunteer or agent of AgriWellness, AgriWellness may indemnify solely in the discretion of the Board of Directors any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of AgriWellness) by reason of the fact that he or she is or was a director, officer, employee, volunteer or agent of AgriWellness, or is or was serving at the request of AgriWellness as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (such as serving as a member, director, officer, employee or agent of the Corporation or at the request of the Corporation referred to herein as "serving on behalf of or at the Corporation's request"), against expenses (including attorneys' fees of counsel chosen solely by the Board of Directors), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of AgriWellness, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The

termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of AgriWellness, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. *Approved, August 23, 2001.*

Section 5.2. Further Provisions Concerning Indemnification. If a director, officer, employee, volunteer or agent of AgriWellness has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. All indemnifications (unless ordered by a court) shall be made by AgriWellness only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 5.1; such determination shall be made:

- a) By the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- b) In a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- c) If the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate.

Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this Section 5.2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 5.1 and that such person shall repay such amount unless it shall ultimately be determined that he or she is entitled to the indemnification as authorized herein. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to AgriWellness, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such persons. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of AgriWellness' request against any liability asserted against this person and incurred in any such capacity or rising out of his or her status as such, whether or not AgriWellness would have the power to indemnify him or her against such liability under the provisions hereof. *Approved, August 23, 2001.*

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of AgriWellness, and such authority may be general or confined to specific instances. *Approved, August 23, 2001.*

Section 6.2. Loans. No loans shall be contracted on behalf of AgriWellness and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be general or defined to specific instances. AgriWellness shall make no loan to any officer or director of AgriWellness. *Approved, August 23, 2001.*

Section 6.3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of AgriWellness, shall be signed by the Treasurer or by such other officer or officers, agent or agents of AgriWellness and in such manner as shall from time to time be determined by resolution of the Board of Directors. 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 AgriWellness which entail amounts up to \$5,000. The Executive Director may designate the recording secretary or the Chief Financial Officer to also carry out these activities under the supervision of the Executive Director. The Executive Director and other employees of AgriWellness shall carry out other business activities on behalf of AgriWellness 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. *Approved, August 23, 2001.*

Section 6.4. Deposits. All funds of AgriWellness not otherwise employed shall be deposited from time to time to the credit of AgriWellness in such banks, trust companies, credit unions, or other depositories as the Board of Directors may select. *Approved, August 23, 2001.*

ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given to any director of AgriWellness under the provisions of the Articles of Incorporation or under the provisions of the Iowa Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures and email notices shall be adequate to show consent for such waiver. *Approved, August 23, 2001.*

ARTICLE VIII. FISCAL YEAR

The fiscal year of AgriWellness shall begin on the first day of January in each year and end on the last day of December in the same year. *Approved, August 23, 2001.*

ARTICLE IX. SEAL

The Corporation shall have no corporate seal. The Corporation is entitled to identify a logo, which may be registered with the State in which AgriWellness is registered, for purposes of identification of AgriWellness, as approved by a majority vote of a quorum of the Board of Directors of AgriWellness. *Approved, August 23, 2001.*

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of all members of the Board of Directors at any regular or special meeting of the Board of Directors provided that a minimum of ten (10) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to all members of the Board of Directors. Amendments to the bylaws require two separate approvals. Amendments which have been passed by majority vote for first approval shall be presented in writing to the Board of Directors at least ten (10) days prior to consideration of the second approval by the Board of Directors. All members of the Board of Directors shall have an opportunity to vote on amendments. Such notice of an opportunity to vote shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid or upon indication that a facsimile or email message has been received. Any director may waive notice of an opportunity to vote on an amendment. The attendance of a director at a meeting at which an opportunity to vote on an amendment has been indicated in the agenda shall constitute a waiver of such notice. *Approved, August 23, 2001.*

ARTICLE XI. COMMITTEES OF THE BOARD OF DIRECTORS

Section 11.1. General Committees. The president, with the Board of Directors' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of AgriWellness. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged. *Approved, August 23, 2001.*

Section 11.2. Committee Membership. Persons who are not directors or officers of AgriWellness may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting. *Approved, August 23, 2001.*

Section 11.3. Reports. Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of a standing or special committee, all committees shall maintain written minutes of their meetings which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary and shall, at a minimum, submit a written report of the committee's activities at the Board of Directors' annual meeting. *Approved, August 23, 2001.*

Section 11.4. Meetings. All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties. *Approved, August 23, 2001.*

ARTICLE XII. EXECUTIVE COMMITTEE

Section 12.1. Appointment. An Executive Committee shall be appointed and shall consist of the following persons: The President, the Vice President, the Secretary, the Treasurer and the At-Large Member of the Executive Committee. The Executive Director shall be an ex-officio member of the Executive Committee who may participate in meetings and have voice in the discussion, but the Executive Director shall not be entitled to a vote as an ex-officio member of the Executive Committee. The Board President shall be the principal representative of the Board of Directors and the Executive Committee in the supervision and evaluation of the Executive Director. *Approved, August 23, 2001.*

Section 12.2. Authority. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such powers and authority shall be limited by resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to AgriWellness the sale, lease or disposition of all or substantially all of the assets of AgriWellness otherwise than in the usual and regular course of its business, recommending to the Board of Directors a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of AgriWellness. The Executive Committee shall supervise and evaluate the Executive Director. *Approved, August 23, 2001.*

Section 12.3. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice stating the place, date and hour of the meeting, which notice shall be written or oral, and if mailed or sent by facsimile or email, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her personal or business address, or when the facsimile record or email record has indicated an acceptable delivery of the message to the personal or business address of the member of the Executive Committee. Any member of the Executive Committee may waive notice of any meeting or no notice of any meeting need be given to any member thereof who attends in purpose. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting. *Approved, August 23, 2001.*

Section 12.4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and any action of the Executive Committee must be authorized by the affirmative vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present. *Approved, August 23, 2001.*

Section 12.5. Action Without a Meeting. Any action required or permitted to be taken by the Executive 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 members of the Executive Committee. *Approved, August 23, 2001.*

Section 12.6. Procedure. The Executive Committee may establish its own rules for procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report these minutes to the Board of Directors for its information at the meeting whereof held next after the proceedings shall have been taken. *Approved, August 23, 2001.*