BY-LAWS
of the
GRAIN AND FEED ASSOCIATION OF ILLINOIS

ARTICLE I
Name, Purpose, Office

Section 1. Name. The name of the corporation is GRAIN AND FEED ASSOCIATION OF ILLINOIS.

Section 2. Purpose. The purposes for which the corporation is organized are:

To advance and promote the common interests of its members engaged in the grain, feed, milling and other allied businesses and the betterment of conditions in the industry;

To inform its membership with respect to any and all matters affecting their business and industry and to hold meetings, issue informative bulletins and publications and otherwise disseminate information;

To foster and promote goodwill, friendly relations and cooperation among those engaged in the grain and feed business and businesses incidental thereto or associated therewith, in the State of Illinois and to promote ethical practices in their relationships with each other and with the general public;

To collaborate, cooperate and exchange information with trade associations, boards of trade, other organizations and individuals for the advancement of the grain and feed industry and the establishment of sound, coordinated policies, laws, rules and regulations to protect, strengthen and further the industry, and to appear before governmental agencies for the promotion of such laws, rules and regulations;

To encourage and assist in the personal and professional development and training of persons in the grain and feed industry and assist its members in obtaining competent personnel;

To assist, encourage, cooperate in, or sponsor and carry on, research in areas which will promote the grain and feed industry and the interests of its members,

To engage in any lawful activity which will further the efficient, economical progress of the grain and feed industry and to do and perform any and all acts incidental to the purposes of the association with all the powers of corporations organized under the "General Not for Profit Corporation Act".

Section 3. Office. The principal office of the corporation shall be located at 3521 Hollis Drive, in the City of Springfield, County of Sangamon. Other offices may be located at such places as the Board of Directors may from time to time determine.

ARTICLE II
Membership – Dues

Section 1. Classes of Membership. The membership of this corporation shall be divided into two (2) classes, namely: (1) Active Membership, and (2) Associate Membership.

Section 2. Qualifications. The qualifications for the two classes of membership are as follows:

(a) An Active Member shall be an individual, corporation, limited liability company, partnership, or other business entity which is directly engaged in the commercial grain, feed, or milling business.

(b) Associate Membership shall consist of the following sub-classes:

1. An Associate Member shall be an individual corporation, limited liability company, partnership, or other business entity which is engaged in a business allied with the grain, feed or milling business.

2. A Producer-Partner Member shall be an individual, firm, corporation, limited liability company, partnership, or other business entity which produces grain and/or feeds livestock.

Section 3. Applications for Membership

(a) Application for an Active Membership, Associate Membership or Producer/Partner Membership, shall be in writing and shall be completed as set forth in the application, as prescribed by the Board.

(b) Each applicant for membership regardless of class, shall, as part of the application or in such other manner as the Board of Directors may determine, subscribe to and agree to be bound by and conform with the Articles of Incorporation of this corporation, and these by-laws.

(c) Each application for a membership shall be an application for continuing membership unless membership is terminated under rules provided for in these by-laws.

Section 4. Election to Membership. Applications for Active Membership, or Associate Membership, shall be received by the Secretary and referred to the Board of Directors. Membership shall be approved and granted upon favorable vote of not less than three-fourths (¾) of the members of the Board. Such referral and such vote so taken may be by mail, provided, however, that when one or more negative votes are cast on any such application, the Secretary shall withhold certification of membership until the members of the Board have been given an opportunity to consider any statement offered concerning such negative vote and to reconsider their vote upon such application.

Membership shall begin and dues shall be payable on the first day of the month during which the membership application is approved and the membership is certified by the Secretary.

Section 5. Dues. The annual rate of dues for each respective class of membership or for any sub-class of membership shall be fixed for the year ahead at any regular or special meeting of the Board of Directors.

ARTICLE III
Meetings of Members

Section 1. Annual Meeting. The Annual Meeting of the members of this corporation for the election and appointment of directors, and for the transaction of such other business as may properly come before the meeting, shall be held at such place and at such time during the months of January or February of each year as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of members may be called by the President or by the Board of Directors. No business may be transacted at a special meeting other than that stated in the notice of the meeting.

Section 3. Place of Special Meeting. The Board of Directors may designate any place, either within or without the State of Illinois as a place of meeting for any special meeting of the membership called by the President or the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

Section 4. Notice of Meetings. Written or printed notice, stating the place, day, and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days nor more than forty (40) days before the date of the meeting, either personally by U.S. Mail, facsimile or email, by or at the direction of the Board of Directors, President or other officer or persons calling the meeting, to each member qualified to vote and may be sent to members not having voting privileges. Such notice shall be deemed to be given, if mailed, when deposited in the United States mail in a sealed envelope, addressed to the members at their respective address as it appears on the records of the corporation, with postage prepaid, or if by facsimile or email, then at the time of transmission or such facsimile or email.

Section 5. Quorum. At any meeting of members, the members holding one-tenth (1/10) of the votes entitled to be cast at such meeting, represented in person or by proxy, shall constitute a quorum.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote in person or by proxy executed in writing by the member or by their duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise stated in the proxy.

Section 7. Electronic Participation. At any annual meeting or special meeting, the Board of Directors may allow members entitled to vote to participate in and act through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE IV
Voting of Members

Section 1. Voting Privileges. Each Active Member shall have the right to vote in person or by proxy at all meetings of the members of this corporation and shall be entitled to cast one vote upon any question submitted to the members at any annual meeting or special meeting.

Section 2. Manner of Voting. Members present and entitled to vote at any meeting shall decide questions other than amendment of the Articles of Incorporation or these by-laws by majority vote. An amendment of the Articles of Incorporation or these by-laws shall require a two-thirds (2/3) vote of members present or represented and entitled to vote. Such voting shall be by "yeas" or "nays" unless a ballot vote be demanded by any member. The presiding officer shall determine a division between the "yeas" and "nays" or shall direct voting by ballot, in which event the presiding officer shall appoint tellers of election to canvass such ballots.

Section 3. Voting by Mail. Proposals to be offered to the members for a mail vote, excepting election ballots, shall first be approved by the Board of Directors. On any mail vote, no less than one-tenth (1/10) of all regular members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

ARTICLE V
Directors

Section 1. General Powers. The conduct of all affairs of this corporation, including the establishment of policy not inconsistent with resolutions adopted by the membership, at any annual or special meeting, shall be within the duties and powers of the Board of Directors.

Section 2. Number - Term. The Board of Directors shall consist of no more than twelve (12) Voting Directors and no fewer than seven (7) Voting Directors plus the following members of the Executive Committee: Chair (Immediate Past President), President, First Vice President, Second Vice President, and Secretary, who also serve as Voting Directors. Voting Directors will be elected to fill any vacancies in the Board of Directors at each

annual meeting of the Members subject to the provisions of Section 13 of this Article V. The term of each Voting Director shall be two (2) years unless as otherwise provided in Section 4 of this Article V.

Section 3. Ex-Officio and Alliance Directors. The Board of Directors, by resolution, may appoint Alliance Directors who shall serve as ex-officio non-voting members of the Board for a period of one year. No Alliance Director shall serve more than three (3) consecutive one (1) year terms.

Section 4. Elimination of Director Districts. All Voting Directors shall be elected at-large ("At-Large Directors") rather than by director districts ("Area Directors") that are hereby eliminated by the corporation, subject to the following to provide an acceptable transition away from Area Directors:

(a) Currently serving Area Directors may continue to serve their three (3) two (2) year terms starting with the date they were first elected. At the completion of the Area Director terms, the positions will become Voting Directors subject to the provisions of this Article V.

(b) Currently serving At-Large Directors may serve two (2) three (3) year terms starting with the date they were first elected. At the completion of the At-Large Director terms, the positions will become Voting Directors subject to the provisions of this Article V.

Section 5. Qualifications. Except as otherwise provided in these by-laws, the following shall constitute the qualifications for serving as a Director for the corporation:

(a) No person shall be elected as a Voting Director unless they are an Active Member or an officer or manager of an Active Member of this corporation.

(b) No person who has been elected as a Voting Director for six (6) consecutive years shall be eligible for re-election as a Voting Director until at least one (1) year has intervened.

(c) A Voting Director may not serve simultaneously as a Director and officer of this corporation other than as set forth in Section 2 of this Article V. When a Voting Director whose term has not expired is elected an officer of this corporation, a Voting Director vacancy will occur and will be filled as prescribed in these by-laws.

Section 6. Nomination - Election. Voting Directors shall be nominated and elected as follows:

(a) At least sixty (60) days prior to each Annual Meeting, the President shall appoint a nominating committee, which shall consist of four (4) officers or managers of Active Members, plus the immediate Past President who shall serve as chair. The nominating committee shall nominate so many candidates meeting the qualifications of Section 5 of this Article V as Voting Directors as necessary to fill the Board of Directors in compliance with Section 2 of this Article V and report its nominees to the membership at the Annual Meeting.

(b) Additional nominations for Voting Directors shall be permitted at the Annual Meeting, provided such nominations are submitted by not fewer than three (3) voting members in good standing, accompanied by the nominee's express consent to serve, and made prior to the close of the nominations as determined by the presiding officer.

(c) The nominees for Voting Directors shall, as nearly as possible, represent a fair and equitable representation of all members.

(d) Voting Directors shall be elected from the nominees by a majority of the votes cast during the Annual Meeting at which a quorum is present.

Section 8. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately following the election of the Board at the Annual Meeting of the members, and at the same place, and no notice thereof shall be necessary. The Board of Directors may provide by resolution for the time and place of holding other regular meetings, without notice other than such resolution.

Section 9. Special Meetings. Special meetings of the Board may be called by or at the request of the President or one-third (1/3) of the number of Voting Directors. The person or persons authorizing the calling of the said special meeting of the board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors so called by them.

Section 10. Notice of Meetings. Notice of any special meeting shall be given at least ten business (10) days previous thereto by written notice delivered personally, U.S. Mail, facsimile transmission or e-mail to each Director at their business address or e-mail address. If mailed, such notice shall be deemed to be given when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any Voting Director may waive notice of any meeting. The attendance of a Voting Director at any meeting shall constitute a waiver of notice of such meeting, except where a Voting 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 meeting or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum. A majority of the Voting Directors shall constitute a quorum, provided that if less than a quorum is present at said meeting, a majority of the Voting Directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act of the majority of the Voting Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

Section 13. Vacancies. Any vacancy occurring on the Board of Directors by reason of death, resignation or disqualification of one (1) or more Voting Directors during that director's term may be filled by the appointment of a new Voting Director by the Board for the unexpired portion of the term. The person so appointed shall have the qualifications required for the vacancy so filled.

ARTICLE VI
Officers

Section 1. Officers. The officers of this corporation shall be President, First Vice President, Second Vice President, Treasurer, Secretary and Executive Vice President. The Board may create such other officers as it deems necessary or proper, and designate and define the duties of such offices and appoint persons thereto. A person may not hold two or more offices simultaneously unless that person holds at least one officer position which does not require that member to be a Director pursuant to Section 2 of Article V above. All officers shall be elected annually by the Voting Directors.

Section 2. Election. The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected at the regular meeting immediately following the election of the Board at the Annual Meeting of the members. To be eligible for nomination as President, First Vice President or Second Vice President, an individual must have served as a Voting Director or Officer during the preceding year.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by said Board whenever, in its judgement, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of such person so removed.

Section 4. Vacancies. In the event of a vacancy in any office, the vacancy shall be filled by action of the Board of Directors for the unexpired portion of the term.

Section 5. Duties of President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all the business of the corporation and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation, thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general, shall perform all duties incidental to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Duties of Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the First Vice President shall perform the duties of the President, and in the event of the First Vice President being unable to act, the Second Vice President shall then perform the duties of the President until action is taken by the Board to fill said vacancy, if any, and then so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First and Second Vice Presidents shall perform all duties as from time to time may be assigned to them respectively by the President or by the Board of Directors.

Section 7. Duties of Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety of sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article VII of these by-laws; (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8. Duties of Executive Vice President. The Executive Vice President shall be the chief operating officer of the corporation and shall supervise the carrying out of the policies and orders of the Board of Directors or the membership of this corporation. The Executive Vice President shall be authorized to, from time to time, and within budget of the corporation, employ such persons they may deem necessary for the proper conduct of the affairs of this corporation and determine the compensation to be paid therefor; and they shall do all and every such other things and acts pertaining to the office of Executive Vice President as may be directed by the Board of Directors and shall make such reports, recommendations, and suggestions to the Board of Directors as in the Executive Vice President's judgment will be for the benefit of the business of this corporation.

Section 9. Duties of Secretary. The Secretary shall keep the minutes of the members' meetings and of the meetings of the Board of Directors, in one or more books provided for that purpose. The Secretary shall see that all notices are duly given to the members and directors, in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate seal and of the records of the corporation, and see that the seal be affixed to all documents requiring the same, the execution of which is authorized in accordance with the provisions of these by-laws. The Secretary shall keep a register of the post office address, phone number and e-mail address of each member and Director, which shall be furnished to the Secretary by such member and Director. The Secretary shall make any and all reports as may from time to time be required of the corporation, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President and the Board of Directors.

Section 10. Salaries. The salaries of all officers employed or appointed by the Board of Directors shall be fixed from time to time by said Board.

ARTICLE VII
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of or in behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation, and no evidence 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 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be determined by the resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation, (not otherwise employed) shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII
Withdrawals, Expulsions and Suspensions

Section 1. Withdrawals or Expulsions. Any member in good standing, with dues fully paid up for the year of membership, may resign from this corporation by filing their written resignation with the Secretary.

Section 2. Grounds for Expulsion and Suspension. The following shall be grounds for expulsion or suspension of a member from this corporation:

(a) Violation of any provision of the Articles of Incorporation and/or by-laws and for any good cause deemed to be sufficient by the Board of Directors shall be grounds for expulsion or suspension from membership.

(b) Failure for more than three (3) months to make payment of their dues shall be expelled as a member of this corporation.

Section 3. Reinstatement. Any member who withdraws or is suspended or expelled from this corporation, may be reinstated to membership by action of the Board of Directors.

ARTICLE IX
Proceedings for Expulsion and Suspension

Section 1. Procedure. Before a member shall be expelled or suspended, said member shall receive a written notice from the Secretary of this corporation, which notice shall be sent by registered or certified mail or to the member's e-mail address registered with the corporation, and which shall state the grounds for the proposed expulsion or suspension. A member shall make written reply to the Secretary of the corporation, stating the objections, if any, or the defense, if any, said member may have against said expulsion within thirty (30) days of the date of the notice unless a time for response is otherwise specified in said notice. Said member may, if said member so desires, request an oral hearing before the Board of Directors. If such hearing is requested, the Board of Directors shall set a time and place for same. If no oral hearing is requested, the Board of Directors shall determine from the evidence placed before it in writing by the Secretary whether or not the member should be

suspended or expelled. If an oral hearing is requested, then after said hearing, or the time fixed therefor, the Board of Directors shall determine whether said member should be suspended or expelled.

ARTICLE X
Appointment of Committees and Councils

Section 1. Executive Committee. There shall be an Executive Committee composed of the Officers and the Immediate Past President of the corporation. The Immediate Past President shall serve as Chairman. The Executive Vice President shall serve as an ex-officio non-voting member of the Executive Committee. It shall be the duty of the Executive Committee to govern and transact the business of the corporation during the intervals between regular meetings of the Board of Directors and conduct such other activities as may be assigned from time to time by the Board of Directors. In the event of a vacancy in the position of Executive Vice President, the Executive Committee shall act as the search committee to bring recommendation(s) back to the Board of Directors for action by the full Board. Actions taken by the Executive committee shall be deemed those of the Board of Directors and shall be fully reported at the next meeting of the Board of Directors.

Section 2. Other Committees. The President may appoint any other committee that the President considers necessary for the conduct of business of the corporation, and may, in the President's discretion, fill any vacancy on such committee.

Section 3. Term. The term of service of any committee appointed by the President shall expire on the date of the next Annual Meeting, or upon an earlier date indicated by the President.

Section 4. Councils. The Board of Directors may appoint such Councils from time to time as the Board deems necessary or prudent. The Board of Directors may further adopt governing rules and regulations for each Council, which may include, but is not limited to, qualifications for admission of Council members, whether or not Council members may attend meetings of the Members of this corporation, and what, if any, fees or other charges must be paid by the Council members.

ARTICLE XI
Indemnification of Officers and Directors Against Liabilities and Expenses in Actions

Section 1. General. Each person who at any time is or shall have been a director or officer of this corporation, or is or shall have been serving at the request of this corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation in accordance with and to the full extent permitted by the Illinois General Not-For-Profit Corporation Act of 1986 as in effect at the time of adoption of this bylaw or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise. If authorized by the Board of Directors, this corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not-For-Profit Corporation Act of 1986 as in effect at the time of the adoption of this bylaw or as amended from time to time.

Section 2. Power to Indemnify. This corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid

in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this corporation, 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 judgment, 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 interests of this corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Power to Indemnify Litigant. This corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Reimbursement Authorized. To the extent that a present or former director, officer or employee of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1, 2 and 3 of this Article XI, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this corporation.

Section 5. Determination if Reimbursement is Proper. Any indemnification under Sections 1, 2, 3 or 4 of this Article XI (unless ordered by a court) shall be made by this corporation only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2, 3 or 4 of this Article XI. Such determination shall be made with respect to a person who is a director or officer of this corporation at the time of the determination: (1) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of such directors, even though less than a quorum, designated by a majority vote of such directors, (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the members entitled to vote, if any.

Section 6. Advance of Expenses. Expenses (including attorney's fees) incurred by an officer or director of this corporation in defending a civil or criminal action, suit or proceeding may be paid by this corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by this corporation as authorized in this Article XI. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of this corporation or by persons serving at the request of this corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as this corporation deems appropriate.

Section 7. Non-Exclusivity. The indemnification and advancement of expenses provided by or granted under the other Sections of this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under a provision of the articles of incorporation or a by-law shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such act or omission has occurred.

Section 8. Right to Acquire Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or who is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this Article XI.

Section 9. Notice to Members. If this corporation indemnifies or advances expenses under this Article XI to a director or officer, this corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 10. "Corporation"; Definition. For purposes of this Article XI, references to "this corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 11. Miscellaneous Definitions. For purposes of this Article XI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of this corporation" shall include any service as a director, officer, employee or agent of this corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of this corporation" as referred to in this Article XI.

Section 12. Continuation. The indemnification and advancement of expenses provided by or granted under this Article XI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

ARTICLE XII
Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the word, "Seal."

ARTICLE XIII
Fiscal Year

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

ARTICLE XIV
Budget

Section 1. Adoption. The Board of Directors shall adopt or fix a total budget for each fiscal year; provided, however, that details of the budget shall be fixed by the Board of Directors acting from time to time. No funds in excess of the total so budgeted shall be paid out without authorization of the Board.

Section 2. Expenses. Expenses for travel and subsistence of employees and officers may be authorized by the Board of Directors in such manner and amount as it deems proper.

ARTICLE XV
Procedure

The rules contained in Robert's Rules of Order shall govern the procedure of any meeting in all cases to which they are applicable and in which they are not in conflict with these by-laws.

ARTICLE XVI
Amendment

These by-laws may be amended by the favorable vote of three-fourths (¾) of the entire number of Voting Directors or by two-thirds (2/3) of the Active Members present or represented in any annual or special meeting of members. Notice of the proposed amendment of the by-laws shall be included in the call of any special meeting of members at which action is taken. Amendments adopted by the members shall take precedence and control over any conflicting amendments adopted by the Board of Directors.

Revised and approved by the Board of Directors on May 17, 2019.
Article III revised and approved by the Board of Directors on August 28, 2020.
Revised and approved by the Board of Directors on May 8, 2026.