



## RESTATED BYLAWS OF THE AGRICULTURAL COMMUNICATORS NETWORK PROFESSIONAL IMPROVEMENT FOUNDATION

### ARTICLE 1 - MEMBERS

1.1

**Eligibility and Number.** The Members of the Agricultural Communicators Network ("ACN") shall be the Members of this Corporation.

1.2

**Voting.** Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. There shall be no cumulative voting. A Member may vote in person by voice or by ballot, by mail or by proxy in writing. A Member may also appoint another Member to act as his/her proxy at any meeting of the Members. Such proxy shall be filed with the Secretary of the Corporation at or before the meeting. When determined to be advisable by the Board of Trustees, the entire vote on any single issue may be by mail. In such case, the notice of meeting shall state each issue to be voted on and shall be accompanied by a written form of ballot. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all elections and questions shall be decided by a majority vote of the Members present at any meeting at which a quorum is present.

1.3

**Resignation.** When a Member ceases to be a member of ACN, he or she shall also cease to be a Member of the Corporation.

1.4

**Transferability.** A Member may not voluntarily or involuntarily transfer his/her membership or any right arising therefrom.

1.5

**Dues.** No Member shall be liable to the Corporation for any dues, subscriptions, or assessments of any kind except as the Member may specifically agree to in writing.

1.6

**Annual Meeting.** An annual meeting of the Members shall be held for the purpose of electing Trustees and for the transaction of such other business as may properly come before the meeting. Unless otherwise ordered by the Board of Trustees, said annual meeting shall be held at the call of the Chairman at the time and place designated by such call.

1.7

**Special Meeting.** Special meetings of the Members may be called by the Chairman or by the Board of Trustees for any purpose at such time and place designated and upon such notice provided for hereafter given to all Trustees entitled to vote at the meeting.

1.8

**Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in case of a special meeting or any matters concerning which special notice is required, the purpose for which the meeting is called, shall be given as follows unless otherwise prescribed by statute:

(A) In the event of an annual meeting, notice shall be given at least sixty (60) days prior to the meeting.

(B) In the event of a special meeting, notice shall be given at least three (3) but not more than thirty (30) days prior to the meeting.

Notice may be given personally, by facsimile, via e-mail or by mail. If mailed, such notice shall be deemed to be delivered when deposited

in the United States mail, addressed to the Member at his or her address as it appears on the books of the Corporation, with postage prepaid. A Member may give a written waiver of notice before, at or after a meeting. Attendance by a Member at a meeting shall constitute a waiver of notice of said meeting by the attending Member, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

1.9

**Quorum.** One-tenth (1/10) of the Members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at a meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

1.10

**Telephone Meetings and Actions Without Meeting.** To the extent permitted by Illinois law, any action required to be or which may be taken at any meeting of Members may be taken without a meeting, or without any or all persons physically being present, either:

(A) In a meeting conducted by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may simultaneously hear each other, whether or not any of the persons are physically present at the meeting. Participation in a meeting in this manner shall constitute presence in person at a meeting; or

(B) By a consent in writing setting forth the action so taken signed by all of the Members.

In either such event, the appropriate officer may certify any action taken in such manner to any interested party as an action taken at a meeting duly and lawfully convened and held.

## ARTICLE 2 - BOARD OF TRUSTEES

2.1

**General Powers.** The business, property and affairs of the Corporation shall be managed by a Board of Trustees. The Board shall have all powers that may be exercised by the Corporation.

2.2

**Number, Term and Qualification.** The number of Trustees shall be fifteen (15) or as determined by the Members, but shall at no time be less than the number required by law. Trustees shall be elected at the annual meeting of the Members for a term of three (3) years and can be elected for one additional three-year term consecutively. A trustee can be elected to future terms after a break of at least three years. The terms of the Trustees shall be staggered so at least 3 Trustees are re-elected in any given year. At each annual meeting of the Members, six (6) Trustees shall be elected by the ACN Board of Trustees and one (1) Trustee shall be elected "at large" by the Members. A Trustee can serve no more than two (2) consecutive terms, but may serve again as a Trustee after a break of at least three (3) years.

2.3

**Resignation.** A Trustee may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified.

2.4

**Removal.** A Trustee may be removed by the Members at a special meeting of the Members called for that purpose.

2.5

**Vacancies.** Any vacancy on the Board may be filled by the Board of Trustees until the next annual meeting of the Members at which time the party that originally filled that Board position (either the ACN Board of Directors or the Members) will elect a successor Trustee to fill the Board seat for the remaining term.

2.6

**Schedule of Meetings.** An annual meeting of the Board of Trustees shall be held for the purpose of election of officers and the transaction of any other business properly coming before it. It shall be held each year at a time and place designated by the Chairman. There may be such other regular meetings of the Board of Trustees as may from time to time be scheduled by a majority of the entire Board of Trustees. Special meetings of the Board of Trustees may be called at any time by the Secretary of the Corporation upon written request by the Chairman or not less than one-third (1/3) of the Trustees.

2.7

**Notice of Meeting.** The Secretary shall give to each Trustee by mail, facsimile, email or in person written notice of the time and place of each annual or regular meeting at least sixty (60) days prior to the date of the meeting. Notice of any special meeting shall be given by the Secretary at least three (3) days prior to the date of the meeting by written notice to each Trustee sent by mail, facsimile, e-mail or in person. The notice shall specify the time and place of the meeting and, in the case of a special meeting, the purpose of the meeting. Any Trustee may waive notice of any meeting before, at or after the meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.8

**Place of Meeting.** Meetings of the Trustees shall be held at such place as may be designated by the Board of Trustees.

2.9

**Consent to Meetings.** The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum is present, and if, either before or after the meeting, each of the Trustees not present thereat shall give a written waiver of notice. All waivers of notice shall be made a part of the minutes of said meeting.

2.10

**Quorum.** A majority of the Trustees shall constitute a quorum for the transaction of business.

2.11

**Voting.** Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all elections and questions shall be decided by a majority vote of the Trustees present at any meeting at which a quorum is present.

2.12

**Compensation.** No Trustee shall receive any compensation for his/her services as a Trustee unless such compensation is authorized by resolution of the Board of Trustees. Trustees may be reimbursed for expenses of attendance at meetings of the Board. Nothing herein shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefore.

2.13

**Telephone Meetings and Actions Without Meetings.** To the extent permitted by Illinois law, any action required to be, or which may be, taken at any meeting of the Board of Trustees may be taken without a meeting or without any or all persons physically being present either:

(A) In a meeting conducted by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may simultaneously hear each other, whether or not any of the persons are physically present at the meeting.

Participation in a meeting in this manner shall constitute presence in person at a meeting; or

(B) By a consent in writing setting forth the action so taken and signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present.

In either event, the Secretary or other appropriate officer may certify any action taken in such manner to any interested party as action taken at a meeting duly and lawfully convened and held.

## ARTICLE 3 - OFFICERS

3.1

**Number.** The officers of the Corporation shall be a Chairman (which is synonymous with President), a Vice Chairman (which is synonymous with a Vice President) and a Secretary/Treasurer. Other officers may from time to time be elected by the Trustees. No two (2) offices may be held by the same person. Officers must be Trustees.

3.2

**Election, Term of Office and Qualification.** At the annual meeting of the Board of Trustees, the Trustees shall elect the officers. Each officer shall hold office until the next annual meeting, until his or her successor is elected and has qualified, or until the officer has been removed in the manner hereafter provided.

3.3

**Chairman.** The Chairman shall be the chief executive officer of the Corporation, shall preside at all meetings of the Trustees, and shall have general control of the business of the Corporation. The Chairman shall be ex-officio a member of all standing committees. He or she may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, and in general shall perform all duties incident to the office of the Chairman as well as such other duties as may from time to time be prescribed by the Board.

3.4

**Vice Chairman.** In the absence of the Chairman, the Vice Chairman shall have all of the authority and responsibility of the Chairman and shall have such other duties as may from time to time be prescribed by the Board..

3.5

**Secretary/Treasurer.** The Secretary/Treasurer shall (a) keep or cause to be kept in the corporate book proper minutes of all meetings of the Members, Trustees and Executive Committee; (b) give all required notices; (c) have custody of the corporate records; and (d) perform such other duties as may be assigned by the Board of Trustees. The Secretary/ Treasurer shall have charge and custody of all funds of the Corporation. He or she shall keep an accurate account of all receipts and disbursements and shall render accounts to the Corporation. The Secretary/Treasurer shall deposit all monies in the name of the Corporation in such banks or depositories as the Trustees shall designate and shall have the power to endorse for deposit all instruments received by the Corporation. The Secretary/ Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Trustees.

3.6

**Removal and Replacement of Vacancies.** Any officer may be removed by the Board of Trustees whenever in its judgment the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer. Any vacancy resulting from such removal or any vacancy resulting from resignation or death may be filled by the Board of Trustees at any meeting thereof.

ARTICLE 4 - COMMITTEES

4.1

**Committees.** The Board of Trustees may, from time to time, appoint such committees as it deems proper, and may prescribe the functions and duties of such committees and the term of membership of committee members.

4.2

**Executive Committee.** The Board of Trustees shall establish a five person Executive Committee comprised of the Chairman, Vice Chairman, Secretary/Treasurer and two (2) of the Trustees. When a member of the Executive Committee ceases to be a Trustee of the Corporation, that person automatically shall cease to be a member of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws of the Corporation, the Executive Committee shall have all of the powers and authority of the Board of Trustees in the management of the property, business and affairs of the Corporation in the intervals between meetings of the Board of Trustees, subject always to the direction and control of the Board. Any action of the Executive Committee shall be reported at the first meeting of the Board following action by the Executive Committee.

ARTICLE 5 - FISCAL YEAR

5.1

**Fiscal Year.** The Corporation's fiscal year shall be as determined by the Board of Trustees.

ARTICLE 6 - NO SEAL

6.1

**No Seal.** The Corporation shall have no seal.

ARTICLE 7 - POWERS

7.1

**Powers.** The Corporation shall have all powers now or hereafter conferred upon a nonprofit corporation under the laws of the State of Illinois.

ARTICLE 8 - EXECUTION OF CONTRACTS

8.1

**Contracts.** Except as otherwise provided in these Bylaws, the Board of Trustees may in writing authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE 9 - DEPOSITS

9.1

**Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may designate, or as may be designated by any officer or officers, agent or agents of the

Corporation to whom such power may be delegated by the Board. For the purpose of such deposit, any persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

#### ARTICLE 10 - INDEMNIFICATION

##### 10.1

**Indemnification.** To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless all officers, Trustees, employees, and agents of the Corporation for all acts performed by them in any good faith attempt to fulfill their duties to the Corporation, specifically including all costs and expenses, including attorneys' fees, incurred in any action, claim or demand concerning any such act. This provision shall be construed so as to provide and require the broadest, most complete and extensive scope of indemnification legally permissible at the time indemnification is sought or provided.

#### ARTICLE 11 - NOTICES

##### 11.1

**Notices.** All notices required by these Bylaws shall be in writing and shall be mailed by the Secretary to the persons entitled thereto at the addresses shown on the records of the Corporation, or shall be hand delivered or sent by facsimile or e-mail.

##### 11.2

**Waiver of Notice.** A Member or Trustee may waive any notice required to be given by these Bylaws, the Articles of Incorporation or by statute either before or after the time stated therein. Any such waiver shall be in writing and signed by the person entitled to notice, and shall be deemed equivalent to such notice. All waivers shall be filed with the Secretary of the Corporation.

#### ARTICLE 12 - AMENDMENTS

##### 12.1

**Amendments.** These Bylaws may be amended or repealed and new Bylaws adopted by a majority of all of the Trustees and by the affirmative vote of the Members at the annual meeting. Notice of such proposed amendment shall be included in notice of the meetings held for such purpose.