

**BYLAWS OF
PROGRESSIVE AGRICULTURE FOUNDATION
2019**

**ARTICLE ONE
Offices**

1.1 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Alabama and shall have a registered agent whose office is identical with such registered office.

1.2 Other Offices. The Corporation may have offices at such place or places, within or without the State of Alabama, as the Board of Directors may from time to time approve.

**ARTICLE TWO
Board of Directors**

2.1 General Powers. The affairs, property, and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

2.2 Number, Election, and Term of Office. The number of directors of the Corporation, other than the initial number, shall not be less than three (3) nor more than twelve (12), the precise number to be fixed by resolution of a majority of the entire Board of Directors from time to time. There shall always be an equal number of directors representing each of the distinct interests ("Classes") defined below, so that there shall always be the same number of representatives of Program Sponsors, Program Coordinators and Agriculture/Rural Safety/Health Professionals, as defined below. By way of example only, if the number of directors is fixed at six, there shall be two representatives of each Class. The directors, except in case of death, resignation, retirement, disqualification, or removal, shall serve staggered three calendar-year terms, and a like number of members from each Class shall be elected each year. The number of directors may be increased or decreased from time to time by resolution of the Board of Directors at a duly called meeting therefor or in a written consent signed by all the directors, but no decrease shall have the effect of shortening the term of any incumbent director. Increases and decreases shall be applied across Class designations to maintain an equal representation of each Class.

"Program Sponsor" is defined to mean an individual representing an entity or an individual providing an annual contribution to the Corporation at the "One-Star" level or higher, as that support level may be defined from time to time by the Board of Directors with the advice of the Corporation's President/CEO.

"Program Coordinator" is defined as a person who is currently coordinating or has coordinated one or more of the Corporation's safety day programs.

"Agriculture/Rural Safety/Health Professional" is defined as a person who is working, or has worked, in the field of agriculture/rural safety/health.

Any director shall be eligible for reelection for a second consecutive three calendar-year term. Any director having served two consecutive three calendar-year terms shall be ineligible for reelection until one year shall have elapsed. Directors shall be elected at the meeting of the Board of Directors held during the last calendar quarter of the Corporation for the fiscal year and their term shall begin on the first day of the next following calendar year and run until the end of the last day of the calendar year when their three calendar-year term expires.

2.3 Removal. Any director may be removed from office with or without cause by the affirmative vote of the majority of the directors entitled to vote at any Board of Directors meeting with respect to which notice of such purpose has been given, and a removed director's successor may be selected at the same meeting to serve the unexpired term.

2.4 Vacancies. In the event of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an affirmative vote of a majority of the Board of Directors though less than a quorum of the Board of Directors. Similarly, in the event the number of directors is increased as provided in these bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office consistent with these bylaws.

2.5 Compensation. The directors of the Corporation shall serve without compensation, but may receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties, including, but not limited to, expenses incurred by the directors for transportation, lodging, meals, and other related expenses to attend the annual and any special meetings of the board of directors. To the extent deemed necessary or appropriate by the directors, however, a director may from time to time be employed by the Corporation and compensated for his or her services and reimbursed for his or her reasonable expenses other than as a director, but such employment shall be terminable at the discretion of the board of directors.

2.6 Executive and Other Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate an Executive Committee and one or more other committees, each consisting of two or more directors, each of which committee may act by a majority of its members. The Chairperson of the Board shall be responsible for general supervision of the affairs of the Executive Committee. Such Executive Committee shall have and may exercise all the powers of the Board of Directors specified in these Bylaws and otherwise existing in the management of the affairs of the Corporation when the Board is not meeting, and each other committee shall have such powers of the Board and otherwise as are provided in the resolution establishing such committee; provided, however, notwithstanding anything to the contrary herein, the Executive Committee and all other committees established by the Board shall have no power to: (i) amend the Articles of Incorporation or the bylaws; (ii) adopt a plan of merger or consolidation, (iii) sell, lease, exchange or otherwise dispose of all or substantially all of the assets and property of the Corporation; or (iv) voluntarily dissolve or revoke a voluntary dissolution of the Corporation.

Unless otherwise specifically permitted by the Board of Directors, the rules promulgated by these bylaws with respect to meetings of directors, notice, quorums, voting, and other procedures at such meeting shall be applicable to meetings of the executive and any other committee established by the Board of Directors. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

2.7 Nominating Committee. The Board of Directors shall, at a meeting of the Board of Directors, elect a Nominating Committee consisting of the President/CEO and at least one other director. The Nominating Committee shall be responsible for preparing a slate of directors for election at the last regular meeting of the Board of Directors for the calendar year.

ARTICLE THREE Meetings of the Board of Directors

3.1 Regular Meetings. A regular meeting of the Board of Directors for the purpose of electing directors to succeed those whose terms will expire as of the end of the calendar year during which the meeting is held shall be held during the last calendar quarter of said calendar year as designated by the Chairperson of the Board, President/CEO or the Board of Directors and a meeting of the Board of Directors, to consider the Corporation's financial and other performance during the prior fiscal year, shall be held within one hundred eighty (180) days following the close of the Corporation's fiscal year as shall be designated by the Board of Directors. In addition, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year without notice as shall be determined from time to time by resolution of the Board of Directors. Notice of every resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board shall be sent by U.S. postal service or electronic mail to each director at least three (3) days prior to first meeting held pursuant to such resolution. The Board may transact any business that comes before it.

3.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the President/CEO of the Corporation or by any two directors in office at that time on ten (10) days' notice to each director, which notice either (i) may be in writing (a) delivered personally, (b) delivered by mailing to a director at his or her address as it appears in the records of the Corporation_ or (c) delivered by electronic transmission or (ii) may be verbal given either in person or by telephone. The Secretary of the Corporation, at the request in writing of the Chairperson of the Board, the President or of any two directors, shall send such written notice or give such verbal notice on behalf of the Chairperson of the Board, the President or such directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by electronic transmission, such notice shall be deemed to be delivered when the sender receives confirmation that such transmission is complete. 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, if any is required, of such meeting, unless otherwise provided in these bylaws.

3.3 Place of Meetings. The Board of Directors may hold their meetings and keep their books and records at any place within or without the State of Alabama as the Board of Directors may from time to time establish for regular meetings or as is set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

3.4 Notice of Meetings. No notice shall be required for any regularly scheduled meeting of the directors of the Corporation. Unless waived as contemplated in **Section 4.2**, the Secretary of the Corporation or any director calling a special meeting shall give notice to each director of each special meeting stating the time and place of the meeting. Such notice shall be given by U.S. Postal Service sent at least ten (10) days prior to the meeting or by telephone, electronic mail, facsimile, or personal delivery at least twenty-four (24) hours before the scheduled time of the meeting. Notice shall be deemed to have been given by electronic mail or facsimile at the time notice is sent. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the director states, at the beginning of the meeting, his or her objection or objections to the transaction of business at the meeting.

3.5 Quorum. The presence of a majority of the directors, regardless of class represented, then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.6 Vote Required for Action. Except as otherwise provided in this **Section 3.6** or by law, the affirmative vote of a majority of the Board of Directors at a meeting at which a quorum is present at the start of the meeting shall be the act of the Board of Directors. These Bylaws may only be adopted, amended, or repealed in accordance with **Article Ten** below. Vacancies in the Board of Directors may be filled as provided in **Section 2.4** of these Bylaws.

3.7 Action by Board of Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by all the directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

3.8 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

3.9 Telephone and Video Conference Calls. Unless otherwise prohibited by the Articles of Incorporation, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee thereof by means of teleconference, videoconference, or similar communications equipment by

means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this **Section 3.9** shall constitute presence in person at such meeting.

ARTICLE FOUR

Notice and Waiver

4.1 Procedure. Whenever these Bylaws require notice to be given to any director, the notice shall be given as prescribed in **Section 3.4**. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage-prepaid, sealed envelope addressed to the director at the address as it appears on the books of the Corporation, and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

4.2 Waiver. Notice of a meeting need not be given to any director who signs a waiver of such notice, in person or by proxy, either before or after the meeting. Unless otherwise required by law or by these bylaws, neither the business transacted nor the purpose of the meeting need be specified in the waiver. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when such director attends such meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

ARTICLE FIVE

Officers

5.1 Number. The Officers of the Corporation shall consist of a Chairperson of the Board, a President/CEO, a Secretary, and a Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a Chairperson of the Board, President/CEO, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of President/CEO and Secretary.

5.2 Election and Term. All Officers shall be elected by the Board of Directors and shall serve at the will of the Board of Directors and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification.

5.3 Compensation. The compensation of all Officers of the Corporation shall be fixed by the Board of Directors.

5.4 Removal. Any Officer or agent elected by the Board of Directors may be removed by the Board of Directors at any meeting with respect to which notice of such purpose has been given to the members thereof.

5.5 Powers and Duties. The Officers of the Corporations shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors. The Vice Chairperson of the Board, if any, Vice President or Vice Presidents, if any, the Assistant Secretary or Assistant Secretaries and the Assistant Treasurer or Assistant Treasurers, if any, shall, in order of their respective seniorities, in the absence or disability of the Chairperson of the Board, President/CEO, Secretary or Treasurer, respectively, perform the duties of such offices and shall generally assist the Chairperson of the Board, President/CEO, Secretary, or Treasurer, respectively.

Without limitation upon any of the foregoing:

(a) The Chairperson of the Board shall preside at all meetings of the Board of Directors and of the Executive Committee. In the absence of the Chairperson at a meeting, unless there is an elected Vice-Chairperson of the Board, the Board of Directors may elect another director to serve as chair of the meeting, provided that a quorum of directors is present. The Chairperson of the Board may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation, and he or she shall be a member of all standing committees. The Chairperson shall act as liaison between the Board of Directors and the President/CEO of the Corporation to help ensure directives and resolutions of the Board of Directors are carried out and shall perform such other powers and duties as may from time to time be prescribed by the Board of Directors, including designating persons from the Board of Directors to serve of a committee of the Board of Directors.

(b) The President/CEO shall be the chief executive officer of the Corporation and shall have general supervision of the affairs of the Corporation and full control of and responsibility for said affairs. The President/CEO may sign and execute all authorized bonds, contracts, and other obligations in the name of the Corporation. The President/CEO shall be ex-officio member of all standing committees. The President/CEO shall perform such other duties as may, from time to time, be assigned to him or her by the Board of Directors. In the absence of the President/CEO or in the event of the President/CEO's death or inability to act, the Chairperson of the Board (or other individual as determined by the board of directors) shall perform the duties of the President/CEO, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President/CEO.

(c) The Secretary shall issue notices for and keep minutes of all corporate meetings and shall have charge of the corporate seal and of all corporate books and other like records of the Corporation.

(d) The Treasurer shall have custody and control of all funds and of all financial records of the Corporation.

(e) Except as is otherwise required by Alabama law, the Board of Directors by resolution may authorize any Officer or Officers of the Corporation to negotiate and execute contracts to buy, sell, lease, or exchange any and all of the real or personal property of the Corporation, and to negotiate and enter into loans to be secured by notes, pledges, deeds to secure debt, mortgages, or other instruments encumbering the property of the Corporation, all without prior approval of the Board of Directors.

5.6 Additional Powers and Duties. In addition to the foregoing especially enumerated powers and duties, the officers of the Corporation shall have such other powers and duties as are provided for them in these Bylaws or as may, from time to time, be prescribed by the Board of Directors or the Executive Committee.

5.7 Bonds. The Board of Directors may, by resolution, require any or all of the officers, agents, or employees of the Corporation to give bonds to the Corporation, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE SIX Dividends

6.1 Prohibition. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to the directors or officers of the Corporation.

ARTICLE SEVEN Indemnification and Interested Parties

7.1 Indemnification. The Corporation shall indemnify the officers and directors of the Corporation which it is entitled to indemnify under the Alabama Non-Profit Corporation Act. The Corporation may purchase and maintain insurance on behalf of any officers and directors against any liabilities asserted against such persons whether or not the Corporation would have the power to indemnify such officers and directors against such liability under the laws of the State of Alabama.

7.2 Interested Directors and Officers. (a) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if:

(1) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; and

(2) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

(b) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes the contract or transaction.

ARTICLE EIGHT

Bank Accounts and Loans

8.1 Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairperson of the Board or the President/CEO and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 8.2 Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances, or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse, and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights, and interests of any kind in or to stocks, bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable, and

other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances, or other forms of credit to make, execute, and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount, or rediscount with, such banks, trust companies, institutions, corporations, firms, or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer, and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm, or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely solely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm, or person.

ARTICLE NINE

Miscellaneous

9.1 Inspection of Books and Records. The Board of Directors shall have power to fix reasonable rules and regulations not in conflict with applicable law for the inspection of accounts, books, and records which by law or by determination of the Board of Directors shall be open to inspection.

9.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate, but unless otherwise so determined, the Corporation's fiscal year shall begin on the first day of January in each year and shall end on the last day of December in the same year.

9.3 Seal. The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" and such other information, including the year of incorporation, in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words "CORPORATE SEAL" enclosed in parentheses or scroll, which shall also be deemed the seal of the Corporation.

9.4 Annual Statements. Not later than six months after the close of each fiscal year, and in any event prior to the regular meeting of directors to consider the Corporation's performance, financial and otherwise, the Corporation shall prepare or cause to be prepared (a) a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year and (b) an income or other statement ("financial statement") showing the results of its operations during its fiscal year. Upon receipt of written request, the Corporation promptly shall mail to any director of record a copy of the most recent such balance sheet and financial statement.

9.5 Execution of Documents. Except where required by Alabama law, no attestation by the Secretary or an Assistant Secretary shall be necessary to make any contract, conveyance, or other document valid and legally binding which has been executed by and on behalf of the

Corporation by an officer or officers who are duly authorized in the manner provided for in these Bylaws.

ARTICLE TEN
Amendments

10.1 Power to Amend Bylaws. The Board of Directors shall have power to alter, amend, or repeal these bylaws or adopt new Bylaws.

10.2 Conditions. Action taken by the Board of Directors with respect to the Bylaws shall be taken by an affirmative vote of a majority of all directors then holding office.