

BYLAWS OF
GROWER INFORMATION SERVICES COOPERATIVE

These Bylaws (referred to as the "Bylaws") govern the affairs of GROWER INFORMATION SERVICES COOPERATIVE, a non-profit marketing association (referred to as the "Association") organized under Chapter 52 of the Texas Agriculture Code.

ARTICLE 1

OFFICES

Principal Office

1.01 The principal office of the Association in the State of Texas shall be located at 120 Main Street, Sudan, Lamb County, Texas 79371. The Association may have such other offices, either in Texas or elsewhere, as the Board of Directors of the Association (referred to as the "Board of Directors") may determine. The Board of Directors may change the location of any office of the Association.

Registered Office and Registered Agent

1.02 The Association shall comply with the requirements of Texas law and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided by law.

ARTICLE 2

MEMBERSHIP

Qualifications for Membership

2.01 Any person engaged in the production of agricultural products (referred to as "Products") shall be eligible to be a member of the Association (referred to as a "Member") . The term "person" as used in the Bylaws includes a (1) natural person, (2) partnership, (3) corporation, (4) limited liability company, (5) marketing association or other type of association, (6) lessee or tenant of lands used for or in the production of Products, and (7) lessor or landlord who receives as rent all or part of the Products raised on leased premises. Two or more persons who are cotenants or joint tenants may be a single Member. The Board of Directors may establish additional eligibility requirements for membership. In general, membership in the Association is a privilege and not a right. No person is entitled to be admitted as a Member merely because the person satisfies the eligibility requirements. In addition, a person admitted as a member has only those rights (including

any right of continued membership) granted by the Board of Directors as authorized in the Bylaws. A member is considered to be in "good standing" if the membership has not been suspended or terminated as provided in the Bylaws.

Admission of Members

2.02 Any person desiring admission to membership in the Association shall file a written application for admission using a form prescribed by the Board of Directors, which application may be completed and submitted electronically on a website portal managed by or for the Association. The Board of Directors may admit an eligible applicant by majority vote. The Board of Directors may delegate the power to admit Members to a committee of the Board of Directors or one of more Association officers.

Any committee of the Board of Directors or officer delegated the responsibility of admitting Members shall do so only as authorized by the Board of Directors. The Board of Directors or any committee or officer that is delegated the power to accept applications may waive the requirement of filing of an application and may admit persons as Members without filing applications if the persons meet the eligibility requirements for membership.

Membership and Related Fees

2.03 The Board of Directors shall determine the amount of any entrance, organization, and membership fees, if any, as well as the method of collecting the fees and the purposes for which the Association must use the fees.

Certificate of Membership

2.04 A Member in good standing shall be entitled to receive and retain a membership certificate. The Board of Directors shall adopt a form of membership certificate and may change the form from time to time. Membership certificates shall be signed by any officer designated by the Board of Directors and may be signed electronically and transmitted to the Member by regular mail or electronically via e-mail or facsimile or dropbox. In the absence of a designation by the Board of Directors, the certificates shall be signed by (1) the President (referred to as the "President") or a Vice President (referred to as a "Vice President") of the Association and (2) the Secretary (referred to as the "Secretary") or an assistant secretary of the Association. Membership certificates shall be numbered consecutively. If a certificate is lost, mutilated, or destroyed, a new certificate may be issued.

Membership Agreement

2.05 Each Member shall execute and file with the Association an agreement to abide by the requirements of the Articles of Incorporation of the Association (referred to as the "Articles of Incorporation"), Bylaws, rules, and regulations of the Association. This agreement shall be in a form

and shall contain any other provisions prescribed by the Board of Directors. This agreement may be combined with and/or incorporated in the application for membership. If the Association admits a Member using a combined application and agreement, the admission of the Member constitutes the execution of the agreement. The Board of Directors may modify the terms of the agreement from time to time.

Joint Owners and Persons Other than Natural Persons as Member

2.06 When a person other than a single natural person (such as cotenants, joint tenants, marketing associations, corporations, partnerships, or unincorporated associations) is a Member, all of the persons constituting the Member collectively shall possess and enjoy the rights of one Member. In this situation, all membership rights including voting rights, shall be exercised by the individual designated in the Member's membership application. A Member that is an association or corporation shall designate an officer to exercise the Member's rights. A Member that is a partnership shall designate a general partner to exercise the Member's rights. A Member may change the designation of the individual who will exercise the Member's rights by notifying the Association in writing of the new individual's name, address, telephone number, and title, if any.

Prohibition on Transfer of Membership

2.07 Except on termination of membership, no membership, membership rights or interests, or other property rights of a Member in the Association may be assigned, transferred, alienated, or encumbered in any manner, whether voluntarily or involuntarily. Any such purported or attempted assignment, transfer, alienation, or encumbrance shall be wholly void and confer no rights on the purported assignee, transferee, or claimant.

Resolution of Disputes

2.08 In any dispute between Members relating to the activities of the Association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation any party may demand binding arbitration only if the parties have met together with a mediator. In any mediation and/or arbitration, the dissatisfied member will pay all costs of the mediation and arbitration and shall be reimbursed normal costs and expenses only if successful in establishing his position as having been correct with a final, non-appealable mediation, arbitration and/or court order. This paragraph shall not apply to a dispute involving the Association as a party relating to the suspension or expulsion of a Member from the Association. The Board of Directors shall have the discretion to authorize the use of the Association's funds for mediation or arbitration of a dispute described in this paragraph.

Termination of Membership

2.09 A membership shall terminate on the happening of any of the following events:

1. The death of the Member;
2. Written notice of a Member to the Association terminating membership; and
3. Decision by the Association to expel the Member as provided in paragraph 2.10.

Procedure for Suspension or Expulsion of Members

2.10 The Board of Directors may suspend or expel any Member. Any Member may be suspended or expelled from the Association (1) on the loss of any qualification necessary for admission to membership, (2) on the breach of a marketing contract with the Association, or (3) for failure to comply with the Bylaws, rules, or regulations of the Association, or (4) for any cause that the Board of Directors in its unlimited discretion shall deem sufficient. The Association may suspend or expel a Member only after a hearing. At least seven (7) calendar days before the hearing, the Association must inform the Member, in writing, of the time and place of the hearing and the charges. At the hearing, the Member must be given the opportunity to be heard in person or by counsel and to present witnesses. A Member may be suspended or terminated by majority vote of the Board of Directors. Within five (5) business days after an Association decision regarding the possible suspension or termination of the Member, the Secretary shall notify the Member in writing of the decision.

Effect of Suspension or Termination of Membership

2.11 A suspension or expulsion shall be effective immediately at the time of the decision or at a later time fixed by the Board of Directors. A suspension may be for a time period not exceeding five (5) years and may be subject to any reasonable terms and conditions. When an expulsion becomes effective, the name of the expelled Member shall be removed from the membership rolls of the Association. The expelled Member's stock in the Association shall be retired immediately, and all rights of the expelled Member shall cease except the right to be paid any sums that are or may become owing to the Member from the Association. The Board of Directors shall establish rules and procedures for equitably and conclusively appraising the property interests of expelled Members and for fixing the monetary amount of these interests. Sums that may become owing to an expelled Member shall not include distributions made to Members on the dissolution of the Association. Payments to an expelled Member shall be made at the same time or times that payment would have been made if the membership continued.

ARTICLE 3

MEETINGS OF MEMBERS

Annual Meeting of Members

3.01 There shall be one regular meeting of the Members annually, which shall be held at 120 Main Street, Sudan, Lamb County, Texas 79371, the principal office of the Association, at 10:00 a.m. on the First Monday in September of each year, or at such other place or places or times

designated by the Board of Directors. The annual meeting, if practicable, may be held by a streaming video, webinar format or other electronic means which allows the participants to interact in real time, although such ability to inject input or raise questions will not be required to be immediate provided opportunity for input and consideration is afforded all participants during the course of the meeting subject only to reasonable time limitations imposed on the meeting in advance. At the annual meeting, the Members shall elect Directors as provided in Article 4 of the Bylaws and transact any other business that may come before the meeting.

Special Meetings of Members

3.02 Special meetings of the Members may be called at any time by the Board of Directors. The Board of Directors shall call a special meeting of the Members if at least ten (10) percent of the Members file with the Board of Directors a petition that states the specific business to be brought before the Association. If the Board of Directors receives a proper petition, the Association shall hold a meeting of Members within twenty (20) calendar days of receipt of the petition, which meeting may be conducted by electronic means which comply with the requirements set forth in Section 3.01 above for regular meetings.

Place of Meetings of Members

3.03 The Board of Directors may designate any place, either inside or outside of the State of Texas, as the place of meeting for any annual meeting or special meeting of Members. If the Board of Directors does not designate the place of meeting, the meetings shall be held at the principal place of business of the Association in Texas.

Notice of Meetings of Members

3.04 The Secretary shall give notice of each meeting of Members to each Member entitled to receive notice, at the address provided by the Member and reflected in the records of the Association, not less than ten (10) calendar days before the meeting. Such notice may be given by e-mail or other electronic means of notification. A Member is entitled to receive notice if the Association's records show that the Member was a Member in good standing at the close of business on the date twenty (20) calendar days before the meeting. The notice shall state the time and place of the meeting and the nature of the business to be conducted at the meeting. No business shall be transacted at special meetings other than that referred to in the notice. The notices shall be given as provided under Article 14 of the Bylaws.

Quorum of Members

3.05 The quorum for a meeting of Members shall be one-third (1/3) of Members in good standing on the date of the meeting who are present at the meeting and who are represented in person (or connected electronically for a meeting conducted electronically) or by proxy. The Members present at a duly called or held meeting at which a quorum is present may continue to transact

business even if enough Members leave the meeting so that less than a quorum remains. If a quorum is not present at any meeting of the Members, the Members present may adjourn the meeting from time to time without notice other than oral announcement at the meeting. At any meeting convened pursuant to such an announcement and at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called.

Presiding Officers at Meetings of Member

3.06 The President and the Secretary shall act as chairperson and secretary, respectively, of each meeting of Members unless the Members present decide otherwise.

Actions of Membership

3.07 The membership shall try to act by unanimous consent. However, the vote of a majority of Members in good standing, present in person or by proxy at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws. Each Member in good standing on the date of the meeting shall be entitled to cast one (1) vote. Voting shall be by secret written ballot.

Proxies

3.08 A Member may vote by proxy. No proxy shall be valid after two (2) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail or E-mail

3.09 The Board of Directors may authorize Members to vote by mail or by e-mail on the election of directors and officers or on any other matter that may be voted on by the Members.

ARTICLE 4

BOARD OF DIRECTORS

Management of the Association

4.01 The affairs of the Association shall be managed by the Board of Directors except as otherwise provided by law, the Articles of Incorporation, or the Bylaws.

Number of Directors

4.02 The Board of Directors shall initially consist of six (6) directors (referred to as "Directors") (never less than five [5]), but shall be subject to increase up to a total of fifteen (15)

directors. The initial term of all of the directors shall coincide with three (3) years from the date of the election of the initial six-member board and each shall serve until his/her successor has been elected and takes office.

Qualifications of Directors

4.03 All Directors shall be Members in good standing. A Director that is not a natural person may designate a natural person to serve as a Director. If such a Director is a corporation or association, the person designated must be an officer, employee, or Director of the corporation or association. If such a Director is a partnership, the person designated must be a general partner. If, at any time during the term of a Director, the Director is not a Member in good standing, the Association shall immediately remove the Director as provided in the Bylaws. Such a person may later be elected as a Director if the person again becomes a Member in good standing and meets all other qualifications at the time of the subsequent election. Directors need not be residents of Texas.

Term of Directors

4.04 Each Director shall serve for a term of three (3) years. Each Director shall hold office until a successor is elected and qualified.

Nomination of Directors

4.05 At any meeting at which the election of a Director occurs, a Member in good standing may nominate a person with the second of any other Member in good standing. In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of Directors. The Secretary shall include the names nominated by the Nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

Election of Directors

4.06 A person who satisfies all qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected by the vote of the membership at the annual meeting of the Members. If, in any year, the election of Directors is not held on the day designated for the annual meeting of Members, or at any adjournment of the annual meeting of Members, the Board of Directors shall call a special meeting of the Members as soon thereafter as possible to conduct the election of Directors. A director may be elected to succeed himself or herself as a Director.

Vacancies

4.07 A vacancy occurring in the Board of Directors, except a vacancy created by an increase in the number of Directors, shall be filled by the Board of Directors. A vacancy filled by the Board

of Directors is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. A vacancy created by the increase in the number of Directors shall be filled by an election by Members. The Board of Directors may authorize an election by Members to fill any other vacancy, including a vacancy caused by the removal of a Director. A person may be elected to fill a vacancy by majority vote of the Directors or Members eligible to vote on the matter. A director elected to fill a vacancy shall be elected for the unexpired term of any predecessor in office.

Annual Meeting of the Board of Directors

4.08 The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of Members. At the annual meeting of the Board of Directors, the Board of Directors shall elect officers as necessary and conduct any other proper business. No notice of the annual meeting of the Board of Directors will be given. A Director may attend the meeting by video conference or teleconference or other electronic means provided that such Director is able to provide input and hear and participate in deliberations during such meeting.

Regular Meetings of the Board of Directors

4.09 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held at the Association's principal place of business in Texas if the resolution does not specify the location of the meetings. The Secretary shall give each Director at least five (5) business days notice of these meetings. If any day fixed for a regular meeting falls on a Saturday, Sunday, or legal holiday, the meeting shall be held at the same hour on the next succeeding business day without other or further notice. At all meetings of the Board of Directors a Director may participate electronically in accordance with the requirements of Section 4.08 above.

Special Meetings of the Board of Directors

4.10 A special meeting of the Board of Directors shall be called by the Secretary on written request of the President, the Vice President, or any two Directors. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting.

Notice of Special Meeting

4.11 The Secretary shall give to each Director written notice of each special meeting of the Board of Directors at least five (5) business days before the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. The Board of Directors may transact only such business at a special meeting of the Board of Directors as is specified in the notice.

Quorum

4.12 The quorum for a meeting of the Board of Directors shall be three (3) Directors or a majority of the number of Directors then in office. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice other than an oral announcement at the meeting. At any meeting convened pursuant to such an announcement and at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called.

Presiding Officers at Meetings of Board of Directors

4.13 The President and the Secretary shall act as chairperson and secretary, respectively, of each meeting of the Board of Directors unless the Board of Directors decides otherwise.

General Duties of Directors

4.14 Directors shall exercise ordinary business judgment managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacities as Directors of the Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they reasonably believe would be opposed to the Association's best interests or would be unlawful. A director shall not be personally liable for damages if, in the exercise of ordinary care, the director acts in good faith relying on written financial or legal statements provided by an accountant or attorney retained by the Association.

Specific Powers and Duties of Board of Directors

4.15 The Board of Directors shall have the power and duty to:

- (a) Comply with or cause the compliance with all obligation of the Association established by law, the Articles of Incorporation, the Bylaws, or any resolution of the Members of the Board of Directors.
- (b) Conduct, manage, and control all of the business and affairs of the Association, exercise any Association powers, take actions, and incur expenditures that, in the judgment of the Board of Directors, will best accomplish the purposes of the Association as stated in the Articles of Incorporation and the Bylaws.
- (c) Manage all officers, agents, and employees of the Association, including:

- I) Selecting, supervising, and removing them.
 - ii) Prescribing their duties.
 - iii) Delegating to them any power not inconsistent with the law, Articles of Incorporation, or Bylaws, including but not limited to the power to execute checks, drafts, and other instruments on behalf of the Association.
 - iv) Fixing their compensation.
 - v) Requiring from them, if required by law or if deemed advisable, an indemnity bond, indemnifying the Association and its Members against any fraudulent, dishonest, or unlawful act and other acts as provided for in the Bylaws. The bonds shall be furnished by a reliable bonding company as approved by the Board of Directors. The cost of the bonds shall be paid by the Association.
- (d) Prescribe, adopt, and amend, from time to time, such equitable and uniform rules and regulations as, in their absolute discretion, may be deemed necessary or convenient for the conduct of the business and affairs of the Association, and to prescribe adequate penalties for breach of the rules and regulations.
- (e) Fix the amount to be charged for services rendered by the Association so that the Association adequately recovers the cost of the services, interest charges, losses, and expenses, including any requirements for working capital or special funds created.
- (f) Make and perform agreements with Members, lenders, governmental agencies, insurance companies, and other third parties for the organization of and sale and marketing of Data compiled and maintained by the Association for its Members.
- (g) Apply for membership in any other cooperative association organized under the provisions of the Texas Cooperative Marketing Act or under a similar law of any other state, and comply with all terms and conditions of such membership in the other cooperative.
- (h) Provide for adequate insurance:
- I) Protecting the property of the Association and other property in the possession of the Association that is not otherwise adequately insured.
 - ii) Covering the liability of the Association for all injuries to its employees and others.

Actions of Board of Directors

4.16 The Board of Directors shall try to act by unanimous consent. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law, Articles of Incorporation, or the Bylaws. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

Proxies

4.17 A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after two (2) months from the date of its execution.

Compensation of Directors

4.18 Directors may receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors and any committee having the authority of the Board of Directors. A Director may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a Director shall be commensurate with the services performed and reasonable in amount. The Board of Directors may prescribe forms for presentation of claims for compensation.

Removal of Directors

4.19 Any Member may file with the Secretary written charges and a petition signed by at least ten (10) percent of the Members in good standing seeking the removal of a Director. If these conditions are satisfied, at the next, regular or special meeting of Members, the Members shall vote on whether to remove the Director. The meeting shall be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda and the notice shall state the possible cause or causes for removal. A Director may be removed only for good cause. Good cause for removal of a Director shall include any action taken in the officer's official capacity that the officer knows or should reasonably know to be a violation of the officer's duties. Good cause for removal of a Director shall include the unexcused failure to attend three (3) consecutive meetings of the Board of Directors. At least ten (10) business days before the meeting to consider the removal of the Director, the Secretary shall notify the Director, in writing, of the charges. At the meeting, the person bringing the charges and the Director shall be given the opportunity to be heard in person or by counsel and to present witnesses. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the Director. The Director shall be removed by majority vote of the Members.

ARTICLE 5

OFFICERS

Election of Statutory Officers

5.01 The Board of Directors shall elect a President and one Vice President, all of whom shall be Directors. The Board of Directors shall elect the Secretary/Treasurer, who will be a Director. All officers described in this paragraph (referred to as "statutory officers") shall hold office until the election and qualification of their successors or until they are removed as provided in paragraph 5.09. A vacancy in any statutory office may be filled by the Board of Directors. The Board of Directors may authorize an election by Members to fill a vacancy caused by the removal of a statutory officer. A person may be elected to fill a vacancy by majority vote of the Directors or Members eligible to vote on the matter. A person filling a vacancy shall serve for the unexpired portion of the officer's term.

Additional Officers

5.02 The Board of Directors may appoint a general manager, assistant secretaries, assistant treasurers, and such other officers as it may deem necessary or convenient to the business of the Association. These officers shall serve at the pleasure of the Board of Directors and shall perform such duties as prescribed by the Board of Directors, President or Vice President.

Duties of President

5.03 The President shall:

- (a) Direct the affairs of the Association, subject to the supervision of the Board of Directors.
- (b) Preside over all meetings as authorized in the Bylaws. In any such meeting, the President shall be entitled to vote on the same basis as any other member or Director.
- (c) Cause the Secretary to call meetings of the Board of Directors as necessary or convenient for the business of the Association.
- (d) Sign contracts, notes and other instruments on behalf of the Association as directed by the Board of Directors.
- (e) Discharge other duties as may be required of the President by the Bylaws or by the Board of Directors.
- (f) Manage the employees of the Association.

Duties of Vice President

5.04 The Vice President shall perform duties prescribed by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Duties of Secretary

- 5.05 (a) The Secretary shall:
- I) Keep a membership book that shows the name of each Member, the number of each Member's membership certificate, and the date of issuance, surrender, cancellation and forfeiture of each membership.
 - ii) Keep a record of the current mailing address of each Member, Director, and officer of the Association.
 - iii) Call meetings of the Members, the Board of Directors, or any committee of the Association as required by the Bylaws or directed by the Board of Directors, the President, or the Vice President.
 - iv) Prepare and serve all notices required to be given by the Association to Members, the Board of Directors, or others as provided in the Bylaws or directed by the Board of Directors, the President or Vice President.
 - v) Attend all meetings of the Board of Directors and all meetings of the Members, and record all votes and minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall also perform these duties for any committee of the Association when so directed by the Board of Directors, the President or the Vice President.
 - vi) Keep the seal of the Association and affix the seal to all membership certificates and all Association contracts and instruments requiring a seal.
 - vii) Keep all blank and completed forms used by the Association and such other papers and books as required by the Bylaws or as directed by the Board of Directors, the President, or the Vice President.
 - viii) Perform all other duties that are incidental to the function of the Secretary and all duties as required by the Bylaws or as directed by the Board of Directors, the President or the Vice President.

- (b) In the absence, inability, refusal or neglect to act of the Secretary, the President may appoint any suitable person to act as Secretary during the absence, inability, refusal or neglect to act.
- (c) In the absence, inability, refusal, or neglect to act of the Secretary, meetings may be called and notices served by any person directed to call such meetings or serve such notices by the President or any person authorized to request such a meeting under the Bylaws.

Duties of Treasurer

5.08 The Treasurer shall:

- (a) Keep full and accurate books and records of the Association's funds, securities, receipts, and disbursements.
- (b) Receive, give receipts for, and deposit all moneys and other things of value of the Association in the name of the Association. The Treasurer shall make these deposits in any depositories designated by the Board of Directors, the President, or the Vice President.
- (c) Disburse Association funds in the manner and according to the policies adopted by the Board of Directors, the President or the Vice President.
- (d) Install and supervise a system of auditing and accounting to permit a thorough, accurate, and prompt determination of the financial condition of the Association and the property rights and interests of the Members.
- (e) Present a full statement at the annual meeting of the Members showing in detail the financial condition of the Association. A similar statement shall be presented at any other meeting of the Members when requested by at least thirty (30) percent of the Members.
- (f) Perform all other duties that are incidental to the function of the Treasurer and all duties as required by the Bylaws or as directed by the Board of Directors, the President, or the Vice President.

Removal of Statutory Officers

5.09 Any member may file with the Secretary written charges and a petition signed by at least ten (10) percent of the Members in good standing seeking the removal of a statutory officer. If these conditions are satisfied, at the next regular or special meeting of Members, the Members shall vote on whether to remove the officer. The meeting shall be called and noticed following the

procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda and the notice shall state the possible cause or causes for removal. A statutory officer may be removed only for good cause. Good cause for removal of a statutory officer shall include any action taken in the officer's official capacity that the officer knows or should reasonably know to be a violation of the officer's duties. At least ten (10) business days before the meeting to consider the removal of the officer, the Secretary shall notify the officer, in writing, of the charges. At the meeting, the person bringing the charges and the officer shall be given the opportunity to be heard in person or by counsel and to present witnesses. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the officer. The officer shall be removed by majority vote of the Members. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

ARTICLE 6

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Establishment of Committees

6.01 The Board of Directors may elect an Executive Committee (referred to as the "Executive Committee") consisting of three (3) directors. The members of the Executive Committee shall serve for a term of one (1) year and until their successors are elected and qualified. Vacancies on the Executive Committee shall be filled by a majority vote of the Board of Directors. The quorum for a meeting of the Executive Committee shall be a majority of the number of Executive Committee then in office. The vote of a majority of Executive Committee members present and voting at a meeting at which a quorum is present shall constitute the act of the Executive Committee unless the act of a greater number is required by law, the Articles of Incorporation, the Bylaws, or rules of the committee. The Executive Committee shall be subject to the general supervision and control of the Board of Directors. The Executive Committee shall have such duties and powers as the Board of Directors delegate to it from time to time. The Board of Directors may appoint such other committees as it deems appropriate or convenient. When the purpose for which the committee has been appointed has been accomplished, the committee shall cease to function and shall be disbanded.

Limitations of Authority Delegated to Committees

6.02 The establishment of any committee or the delegation of authority to it shall not relieve the Board of Directors, or any Director, of any responsibility imposed by law, the Articles of Incorporation, or the Bylaws. No committee shall have the Authority of the Board of Directors to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another marketing association or any other entity.

- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property of the Association.
- (d) Authorize the voluntary dissolution of the Association.
- (e) Revoke proceedings for the voluntary dissolution of the Association
- (f) Adopt a plan for the distribution of the assets of the Association.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Association.
- (I) Approve any transaction to which the Association is a party that involves a potential conflict of interest as defined in paragraph 10.04.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (k) Take final action on a matter that requires the approval of the Members.

ARTICLE 7

PROCESSING AND MARKETING PRODUCTS

Marketing Agreement

7.01 The Board of Directors may require any person doing business with the Association (referred to as a “patron”) to enter into an information sharing and information marketing arrangement with the Association as a condition to the handling by the Association of the patron's information related to its operations and its production of Products. The Board of Directors may require the execution of such an agreement regardless of whether the patron is a Member or not.

Form and Contents of Marketing Agreement

7.02 The Board of Directors shall prescribe the form and contents of all agreements described in paragraph 7.01. These agreements may contain provisions relating to any one or more of the following matters:

- (a) Gathering, handling, organizing, compiling into a standardized, marketable format and updating as appropriate the data with respect to each patron’s owned or leased farm(s), the patron’s operations, Product output, topographic and other maps, and

other relevant data concerning the Products produced by the patron and patron's operations, for the purpose of creating a central storage database of all Data relevant to the patron's agricultural operations (collectively the "Data").

- (b) Consents of the patron allowing or limiting the amount of patron's Data which may be disclosed to third parties purchasing the right to access such Data and allowing or limiting the persons which may be permitted to access the patron's data.
- (c) Marketing to lenders, governmental agencies, crop insurers and other third parties to whom the Data is useful and to whom the patron consents to disclose such information, access for a fee to the Data of patrons of the Association.
- (d) Retention by the Association of contributions to the Association's Revolving Fund (referred to as the "Revolving Fund") from the net return from the sale of the patron's Data delivered to and compiled and bundled for marketing by the association.
- (e) Payment to the patron of patronage dividends or net return from the sale of Data provided by the patron to the Association, based on the sale of Data access to patron's Data maintained by the Association.
- (f) Legal authority to sue on, enforce, and compromise any rights or claims arising out of any transactions involving the patron's Data delivered to the Association.
- (g) Liquidated damages for breach of the agreement by the patron. The agreement may authorize the Association to deduct liquidated damages from funds that it owes to the patron without receiving a court judgment.
- (h) Any other matters relating to the subject of the agreement.

Calculation of Net Return

7.03 In lieu of paying patronage dividends, the Association may determine the net return received by it from the sale or other disposition of Data delivered to it by patrons during each fiscal year. To calculate the net return for a patron, the Association shall deduct the operating costs and expenses of the Association fairly allocated to the patron from the gross return attributable to the sale or other disposition of the patron's Data. The Board of Directors shall establish rules and procedures for fairly allocating among patrons operating expenses and gross return attributable to the sale or other disposition of patron's Data. The operating costs and expenses that may be deducted include, but are not limited to, packaging, storing, and bundling of data and performing data entry to create the Data into a marketable product, which it is understood will be at least initially contracted out to a third party provider, sales and overhead expenses, depreciation or property, losses, salaries, wages, insurance, taxes, interest on moneys owing from the Association, and Association reserves. In general, the gross return received by the Association from the handling of Data and the operating

expenses of the Association shall be allocated to each patron who delivered Data to the Association in proportion to the total amount of Data delivered by all patrons to the Association although the Board of directors may create rules to also take into account the amount of revenue received from the sale of each patron's Data in factoring the net return or patronage dividends to which a patron is entitled.

Losses

7.04 The Board of Directors may treat Association losses in any one of the following three ways. The Association may:

- (a) Charge losses as current operating expenses.
- (b) Carry losses forward to be charged against future proceeds.
- (c) Charge losses ratably against any reserves or funds of the Association.

Income Tax Consent

- 7.05 (a) Each person who applies for and is accepted to membership in the Association after the effective date of this Bylaw provision and each Member on the effective date of this Bylaw provision and who continues as a Member at that date, shall, by these acts alone, consent to the following federal income tax consequences. As provided in the Internal Revenue Code and related regulations, rulings, and procedures, such Members consent and agree to include in their gross income the stated dollar amounts in the taxable year when they receive:
- (1) Any distribution of patronage dividends made in written notices of allocation.
 - (2) Any per-unit retain allocations when made in per-unit retain certificates.
- (b) The Secretary shall prepare a written notice informing Members of the existence and significance of the income tax consent provided in this paragraph. Whenever the Secretary gives a prospective Member a blank membership application form (or if such form is provided electronically on the Association's website or otherwise), the Secretary shall also give the prospective Member a copy of this notice (which may be provided electronically as part of the access to such application form. Alternatively, this notice may be included as part of a membership application form. If any Member has not received this notice with the application for admission, the

Secretary shall send a copy of the notice to the Member at the Member's last known address.

ARTICLE 8

ESTABLISHMENT OF REVOLVING FUND AND DISTRIBUTION OF ASSOCIATION INCOME

Establishment of Revolving Fund

8.01 The Board of Directors may authorize the retention of amounts from the payment of net returns to patrons subject to the provisions of marketing agreements with the patrons. The Board of Directors shall fix the amount to be retained for a fiscal year no later than the last day of the ninth (9th) month of each fiscal year. The aggregate amounts so retained shall be referred to as the "Revolving Fund."

Use of Revolving Fund

8.02 The Association may use property credited to the Revolving Fund for any purpose authorized by law, the Articles of Incorporation, or the Bylaws. The permitted purposes include, but are not limited to, the payment of current expenses or capital expenditures and the establishment of reasonable reserves. Funds retained for the Revolving Fund may be commingled with other funds of the Association. The Revolving Fund is not a trust held for Association patrons.

Credits Based on Patronage

8.03 Each patron shall be credited in the Association books relating to the Revolving Fund with the amounts (referred to as "Credits") retained from the gross return attributable to the sale or other disposition of the patron's Data. Credits shall be obligations of the Association to the patrons. However, Credits shall be payable only on the conditions and at the time or times authorized by the Board of Directors. The obligations represented by Credits are subordinate to all other obligations of the Association. No interest shall be payable on Credits unless authorized by the Board of Directors.

Assignment of Credits

8.04 A person may assign Credits only by using forms prescribed by the Board of Directors. An assignment of Credits shall not be effective until the Treasurer receives a properly executed assignment form. If a person is indebted to the Association, the Association has a lien against the person's Credits and the person may assign the Credits only with the consent of the Treasurer. This provision applies regardless of whether the indebtedness is liquidated or not and whether the indebtedness is due or not.

Payment of Association Income to Patrons

8.05 No later than six (6) months after the end of each taxable year for federal income tax purposes (referred to as the “taxable year”), the Board of Directors shall determine whether the Association received any net earnings from business done with or for patrons during the taxable year and the treatment to be given to the same. The amounts paid to each patron as patronage dividends or any other form of distribution of Association income shall be deducted from the patron's Credits in the Revolving Fund.

Compromise, Discount, and Other Payment of Credits

8.06 Regardless of any other provision of the Bylaws, the Board of Directors may pay or obtain a release or satisfaction of any Credits to:

- (a) Settle a dispute relating to a Credit or with a holder of a Credit.
- (b) Obtain a discount for advance payment of money or other property owed to the Association.
- (c) Discharge the Association's obligations relating to the interests of a Member whose membership has terminated.

Revolving Fund Statements

8.07 The Treasurer shall mail Revolving Fund statements to each holder of a Credit as soon as practicable after the end of each fiscal year, and in no event later than the end of the ninth (9th) month following the close of such year. A person's Revolving Fund statements shall show the amounts retained, credited, and paid to the person as a Credit during the current fiscal year as well as the total amount of unpaid Credits that the person has accumulated over all fiscal years. Revolving Fund statements shall be in the form and shall contain such other information as prescribed by the Board of Directors.

Payment of Credits on Dissolution

8.08 On the dissolution or winding up of the affairs of the Association, the Association shall pay or secure the payment of all obligations other than obligations represented by unpaid Credits before paying obligations represented by unpaid Credits. All obligations represented by unpaid Credits shall be deemed due on the dissolution or winding up of the affairs of the Association and shall be paid from the remaining assets of the Association without regard to the time or year in which the Credits were received. If there is not a sufficient amount available to pay all the unpaid Credits, the obligations represented by unpaid Credits shall be paid on a pro rata basis. If there is a sufficient amount available to pay all the unpaid Credits, the Association shall pay any excess amount to holders of outstanding capital stock as provided by law, the Articles of Incorporation, the

Bylaws, and any instruments governing the disposition of outstanding stock.

ARTICLE 9

TRANSACTIONS OF THE ASSOCIATION

Contracts

9.01 The Board of Directors may authorize any officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Gifts

9.02 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association. The Board of Directors may make gifts and give charitable contributions that are not prohibited by law, the Articles of Incorporation, or the Bylaws.

Unclaimed Payments

9.03 Whenever the Association is obligated to make a payment to any person, the Association shall make reasonable efforts to locate the person or a duly authorized representative of the person. After such an attempt and the expiration of the applicable statute of limitations, the Association may discharge the obligation on its books and extinguish the person's claim for payment. In this situation, the Association shall treat the amount of the discharged obligation as incidental income to the Association in the then current fiscal year.

Potential Conflicts of Interest

9.04 The Association shall not make any loan to a Director or officer of the Association except such loan as would otherwise be to any member in the ordinary course and scope of the Association's business. A member, Director, officer, or committee member of the Association may lend money to and otherwise transact business with the Association except as otherwise provided by law, the Articles of Incorporation, or the Bylaws. Such a person transacting business with the Association has the same rights and obligations relating to those matters as other persons transacting business with the Association. The Association shall not borrow money from or otherwise transact business with a Member, Director, officer, or committee member of the Association unless the transaction is described fully in a legally binding instrument and is in the best interests of the Association. The Association shall not borrow money from or otherwise transact business with a Member, Director, Officer, or committee member of the Association without full disclosure of all relevant facts and without the approval of the Board of Directors or the Members, not including the

vote of any person having a personal interest in the transaction.

Prohibited Acts

9.05 As long as the Association is in existence, and except with the prior approval of the Board of Directors or the Members, no Member, Director, officer, or committee member of the Association shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Association.
- (b) Do any act with the intention of harming the Association or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association.
- (d) Receive an improper personal benefit from the operation of the Association.
- (e) Use the assets of the Association, directly or indirectly, for any purpose other than carrying on the business of the Association.
- (f) Wrongfully transfer or dispose of Association property, including intangible property such as good will.
- (g) Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Associations's business.
- (h) Disclose any of the Association's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 10

BOOKS AND RECORDS

Required Books and Records

10.01 The Association shall keep correct and complete books and records of account. The Association's books and records shall include:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State

relating to the Association, including, but not limited to, the Articles of Incorporation and any articles of amendment, articles of correction, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

- (b) A copy of the Bylaws and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Members, Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the Members, Directors, officers, and any committee members of the Association.
- (e) A financial statement showing the assets, liabilities, and net worth of the Association at the end of the most recent fiscal year.
- (f) A financial statement showing the income and expenses of the Association for the most recent fiscal year.
- (g) All rulings, letters, and other documents relating to the Association's federal, state, and local tax statutes.
- (h) The Association's federal, state, and local information or income tax returns for each of the Association's three (3) most recent tax years.

Inspection and Copying

10.02 Any Member, Director, officer, or committee of the Association may inspect and receive copies of all books and records of the Association required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Association and if the person submits a request in writing. Any person entitled to inspect and copy the Association's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Association's books and records may do so at a reasonable time no later than five (5) business days after the Association's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Association's books and records by Members. The fees may cover the cost of materials and labor, but may not exceed 15 cents per page. The Association shall provide requested copies of books or records no later than ten (10) business days after the Association's receipt of a proper written request.

Audits

10.03 Any Member shall have the right to have an audit conducted of the Association's

books. The Member requesting the audit shall bear the expense of the audit unless the Members vote to authorize payment of audit expenses. The Member requesting the audit may select the accounting firm to conduct the audit. A Member may not exercise these rights to compel audits so as to subject the Association to an audit more than once in any fiscal year.

ARTICLE 11

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end of the last day of December in each year.

ARTICLE 12

INDEMNIFICATION

When Indemnification is Required, Permitted and Prohibited

- 12.01 (a) The Association shall indemnify a Director, officer, Member, committee member, employee, or agent of the Association who was, is or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.
- (c) The Association shall pay or reimburse expenses in incurred by a Director, officer, Member, committee member, employee, or agent of the Association

in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.

- (d) In addition to the situations otherwise described in this paragraph, the Association, may indemnify a Director, officer, Member, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 12.01(a).
- (e) Before the final disposition of a proceeding, the Association may pay indemnification expenses permitted by the Bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if either:
 - i) The person is a named defendant or respondent in a proceeding brought by the Association or one or more Members.
 - ii) The person is alleged to have improperly received personal benefit or committed other willful or intentional misconduct.
- (f) If the Association may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

- 12.02 (a) Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 12.02(c). The Association may make these determinations and decisions by any one of the following procedures:
 - i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter

by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

- iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 12.02(a)(I) or 12.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
 - iv) Majority vote of Members, excluding Directors who are named defendants or respondents in the proceeding.
- (b) The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 12.02 (a) (iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of Members or the Board of Directors that requires the indemnification permitted by paragraph 12.01, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment. shall be made in the same manner as a determination that indemnification is permissible under paragraph 12.02(a) . The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
- (d) Any indemnification or advance of expenses shall be reported in writing to the Members. The report shall be made with or before the notice or waiver

of notice of the next meeting of Members, or with or before the next submission to Members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 13

NOTICES

Notice by Mail or E-mail

13.01 Any notice required or permitted by the Bylaws to be given to a Member, Director, officer, or a member of a committee of the Association may be given by mail or e-mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Association, with postage prepaid. If given by e-mail, a notice shall be deemed to be delivered when transmitted to the person at his or her address as it appears on the records of the Association. A person may change his or her address by giving written notice to the Secretary or, if available, by changing such address electronically on the Association's website.

Signed Waiver of Notice

13.02 Whenever any notice is required to be given by law, the Articles of Incorporation, or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

13.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 14

SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

14.01 The Members, Board of Directors, and any committee of the Association may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice.

Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Decision Without Meeting

14.02 Any decision required or permitted to be made at a meeting of the Members, Board of Directors, or any committee of the Association may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Association minute book and kept with the Association's records.

Voting by Proxy

14.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Association shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy delivered to the Secretary.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the Bylaws.

ARTICLE 15

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The following types of Bylaw amendments may be adopted only by the Members:

- (a) Setting or changing the authorized number of Directors.
- (b) Changing from a fixed number to a variable number of Directors or vice versa.

- (c) Increasing or extending the terms of Directors.
- (d) Increasing the quorum for meeting of Members.
- (e) Repealing, restricting, creating, expanding or otherwise changing the proxy rights of Members.
- (f) Authorizing or prohibiting cumulative voting.

ARTICLE 16

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

16.01 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

16.02 If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

16.03 The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender and Number

16.04 Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

16.05 The Board of Directors may provide for a seal and adopt the form of the seal, although a seal is no longer required under Texas law.

Power of Attorney

16.06 A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the Association records.

Parties Bound

16.07 The Bylaws shall be binding upon and inure to the benefit of the Members, Directors, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of GROWER INFORMATION SERVICES COOPERATIVE and that the foregoing Bylaws constitute the initial Bylaws of the Association. These Bylaws were duly adopted at a meeting of the Board of Directors held on November 29, 2012, at which at least two-thirds of the incorporating directors voted to adopt these Bylaws as the initial Bylaws of the Association and were then formally adopted as the Bylaws of the association at a duly called meeting of the Members held on the 18th day of December, 2012.

Ricky Yantis


_____, Secretary