

**EMPIRE STATE COUNCIL
OF
AGRICULTURAL ORGANIZATIONS, INC.

AMENDED AND RESTATED BYLAWS**

ARTICLE I – NAME

The name of the organization shall be the "Empire State Council of Agricultural Organizations, Inc." (the "**Council**")

ARTICLE II – PURPOSES

The purposes of the Council shall be as set forth in the Certificate of Incorporation of the Council, as may be amended from time to time.

ARTICLE III – MEMBERSHIP

Section 1. Membership; Dues. Membership shall be available to all organizations related to agriculture (the "**Members**"). Members shall be required to pay annual dues, in such amount as determined by the Board of Directors each year.

Section 2. Applications. An organization that desires to become a Member may submit an application in form approved by the Board of Directors of the Council.

Section 3. Approval of Members. An organization may be admitted as a Member of the Council upon approval of eighty percent (80%) or more of the Members and the payment of required dues.

Section 4. Delegates. Each Member shall designate a delegate who shall be entitled to vote in the affairs of the Council (the "**Delegate**").

Section 5. Annual Meeting. The annual meeting of the Members of the Council shall be held each year at the time and place to be stated in the notice of such annual meeting of the Members for the purpose of electing the Board of Directors and officers of the Council and the transaction of such other business as may properly come before the meeting.

Section 6. Notice of Annual Meeting of Members. Notice of the time, place and purposes of such annual meeting shall be served either personally, by mail, by facsimile or by electronic mail upon each Member of the Council entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the meeting.

Section 7. Special Meetings of Members. Special meetings of Members shall be held at the office of the Council in Albany County, New York, or at such other place as may from time to time be designated in the call for and notice of the meeting and may be called at any time by the Chairperson or by a majority of the Members.

Section 8. Notice of Special Meetings. Notice of the time, place and purposes of every special meeting of the Members shall be served either personally, by mail, by facsimile or by electronic mail upon each Member of the Council entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days before the date of such meeting.

Section 9. Quorum. At all annual and special meetings of the Members there shall be present a majority (greater than 50%) of the Members of the Council (through their Delegates) entitled to vote at such meeting, either in person or by proxy (given by mail or electronically), in order to constitute a quorum for the transaction of business but less than a quorum may adjourn such meeting from time to time without notice until a quorum is present.

Section 10. Action. Any action to be taken by the Members shall require the vote of greater than fifty percent (50%) of all of the Members (through their Delegates); except legislative proposals, which shall require the vote of one hundred percent (100%) of the Members (through their Delegates).

Section 11. Waiver. Notice of meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be given by mail or electronically. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by it.

Section 12. Unanimous Written Consent. Whenever Members are required or permitted to take any action by vote, except legislative proposals, such action may be taken without a meeting upon the consent of all of the Members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be given by mail or electronically. Notwithstanding the foregoing, action may be taken with respect to legislative proposals if the Board of Directors determines that unanimous written consent is the only practical way to take such action.

Section 13. Termination. Any Member whose dues are two (2) years in arrears shall be automatically terminated as a Member of the Council.

Section 14. Suspension. A Member may be expelled or suspended for a period to be determined by the Board of Directors for conduct contrary to the best interests of the Council after written notice and an opportunity to be heard and upon a vote of at least eighty percent (80%) of the Members at a meeting duly called for that purpose.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Management. The management and control of the business, affairs and property of the Council shall be vested in the Board of Directors (the "**Board of Directors**" or the "**Board**"). The Board of Directors of the Council shall have the general management of the affairs, property and business of the Council and subject to these Bylaws may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. It shall ensure that the Council adheres to the fundamental and basic purposes of the

Council as expressed in the Certificate of Incorporation and these Bylaws. It shall have the power to remove officers and to appoint and discharge agents and employees.

Section 2. Number and Qualification. The Board shall be comprised of five officers and up to two at-large directors, and shall be set by the directors at each annual meeting. Any individual over the age of eighteen (18) may qualify as a director.

Section 3. Election and Term. The directors shall be elected by the Members at the annual meeting of the Members. Directors shall serve for a term of one (1) year or until their successors are duly elected and qualified.

Section 4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Chairperson or Secretary of the Council. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal. Any director may be removed for any reason, or without reason, as a director by a vote of the Members or the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

Section 6. Vacancy. A vacancy on the Board of Directors occurring for any reason shall be filled by the Board of Directors at a Special Meeting called for that purpose or the next meeting of the Board of Directors.

Section 7. Compensation. Each director shall serve without compensation for the benefit of the Council.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors. Any business may be transacted at any regular meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may, unless otherwise prescribed by law, be called at any time by Chairperson. On the written request of any two (2) directors, the Secretary shall call a special meeting of the Board of Directors. Special meetings shall be held at the office of the Council in Albany County, New York, or at such other place as may from time to time be designated by resolution of the Board of Directors.

Section 3. Notice of Meetings; Waiver. Notice of each directors' meeting shall be given by the Chairperson to each director at least five (5) days prior to the date of the meeting. Such notice shall specify the place, day, and time of the meeting, and may be given personally, by mail, or by electronic mail to the address appearing on the books of the Council. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. Such waiver of notice may be given by mail or electronically.

Section 4. Quorum. At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business but less than a quorum may adjourn such meeting from time to time without further notice until a quorum is present.

Section 5. Action; Unanimous Written Consent. The vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote, due to a conflict of interest or Related Party Transaction (as such term is defined in the Council's Conflict of Interest Policy) shall be determined to be present at the time of the vote. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic.

Section 6. Presence at Meetings. Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

ARTICLE VI - OFFICERS

Section 1. Generally. No employee of the Council shall serve as Chairperson of the Board or hold any other title with similar responsibilities.

Section 2. Officers. The officers of the Council shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and Immediate Past Chairperson. Any (2) officers, except for the Chairperson and Secretary, may be held by the same person.

Section 3. Election and Term; Vacancy. All officers shall be elected by the Members at the annual meeting of the Members. The officers so elected shall hold office for one (1) year and until their successors are elected. The Chairperson and Vice Chairperson may be elected no more than two (2) consecutive one-year terms in office, unless otherwise determined by the Members. If a vacancy occurs among the officers, such vacancy shall be filled for the unexpired term by the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chairperson or Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein.

Section 5. Removal of Officers. Any officer may be removed for any reason, or without reason, from office by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

Section 6. Compensation. The officers of the Council shall serve without compensation; provided the secretary and treasurer may receive a stipend for performing their duties if approved by the Members; and provided further, that any officer who is also an employee of the Council may receive compensation as determined by the Board of Directors for services rendered as an employee. No person who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation; provided that nothing in this Article VI, Section 6 shall prohibit the Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE VII - DUTIES OF OFFICERS; EXECUTIVE SECRETARY

Section 1. Chairperson. The Chairperson shall preside at all meetings of the Members and the Board of Directors and appoint such committees as he or she or the Board of Directors shall consider expedient or necessary. The Chairperson shall have general management of the affairs of the Council subject to the approval of the Board of Directors and shall perform all other duties incidental to the office of Chairperson. The Chairperson shall be an ex officio member of all Committees of the Board.

Section 2. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of Chairperson, and when so acting, shall have all the powers and be subject to all of the responsibilities of the office of Chairperson, and shall have such powers and perform such duties and functions as usually pertain to the office or as the Board of Directors may prescribe. In the absence of both the Chairperson and the Vice Chairperson, the Secretary shall preside and perform the duties of the Chairperson.

Section 3. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Members and Board of Directors and shall attend to the giving and waiving of all notices of the Council. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as the Board of Directors may determine from time to time.

Section 4. Treasurer. The Treasurer shall have care and custody of all receipts, monies and securities of the Council and shall deposit the same in the name of the Council in such banking institution or institutions as the Board of Directors may designate, and shall disburse funds of the Council as ordered and authorized by the Board of Directors. The Treasurer shall keep regular accounts of the receipts and disbursements and shall deliver a report of the same at regular meetings of the members and Board of Directors. The Chairperson or Executive Secretary shall in the absence or incapacity of the Treasurer, perform the duties of that office.

Section 5. Executive Secretary. The Members may hire an Executive Secretary who may be compensated on a basis approved by the Members. The Executive Secretary may be assigned the functions normally performed by the secretary and/or treasurer and such other duties assigned by the Chairperson.

ARTICLE VIII - COMMITTEES

Section 1. Committees of the Board. The Chairperson may, subject to approval of the Board, appoint Committees of the Board. Committees of the Board must have at least three (3) members of the Board of Directors and shall have the authority to bind the Board of Directors if authorized by the Board.

Section 2. Committees of the Council. Additional committees may be created and appointed by the Chairperson with the consent of the Board of Directors as needed for special purposes. These committees may include members of the Board as well as members of the community that have related expertise. Committees of the Council shall have no authority to bind the Board.

Section 3. Nominating Committee. The Nominating Committee shall consist of five (5) Members who shall be appointed by the Chairperson, giving due consideration to representation from both production agriculture and agri-business. The Nominating Committee shall report to the Members and Board of Directors at the annual meeting nominations for all director positions and officers to be elected for the following year.

Section 4. Screening Committee. The Screening Committee shall be composed of respondents from invitations to each Member. The screening session is for the purpose of assisting in the review of the legislative proposals prior to presentation to the Council. Legislative proposals may also be presented directly to the Council.

ARTICLE IX - CORPORATE FINANCES

Section 1. Corporate Funds. The funds of the Council shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, bills, notes, drafts and other negotiable instruments of the Council shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors may from time to time designate. No officer, agent, employee or independent contractor of the Council, alone or with others, shall have the power to make any checks, bills, notes, drafts or other negotiable instrument, or endorse the same in the name of the Council, or contract or cause to be contracted any debt or liability in the name of the Council or otherwise bind the Council thereby, except as provided in these Bylaws.

Section 2. Fiscal Year. The fiscal year of the Council shall be the calendar year unless otherwise provided by the Board of Directors.

Section 3. Income from Council Activities. All income from activities of the Council shall be applied to the maintenance, expansion or operation of the lawful activities of the Council.

ARTICLE X - AMENDMENTS

These Bylaws may be amended, added to or altered or repealed or new Bylaws may be adopted at any meeting of the Members of the Council by a vote of at least a fifty percent (50%) of all the Members; provided that notice of the proposed action to be considered and acted upon and stating the nature thereof, is inserted in the notice or waiver of notice of said meeting.

ARTICLE XI - INDEMNITY

Section 1. Right to Indemnification. To the extent and in the manner permitted by law, the Council shall indemnify (a) any person made a party to an action or proceeding by or in the right of the Council to procure a judgment in its favor, by reason of the fact that he, his or her testator or intestate, is or was a director, officer or employee of the Council, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his or her duty to the Council, and (b) any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Council to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Council of any type or kind, domestic or foreign, any director, officer or employee of the Council served in any capacity at the request of the Council, by reason of the fact that he, his or her testator or intestate was a director, officer or employee of the Council, or served such other Council in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or she reasonably believed to be in the interests of the Council and, in criminal action or proceedings, in addition had no reasonable cause to believe that his or her conduct was unlawful.

Section 2. Advancement of Expenses. Expenses incurred by a director, officer or employee in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article XI may be paid by the Council in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director, officer or employee to repay such advance in case such director, officer or employee is ultimately found not to be entitled to indemnification as authorized by this Article XI, and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the director, officer or employee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Council makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article XI (a) shall be available with respect to events occurring prior to the adoption of this Article XI, (b) shall continue to exist after any rescission or restrictive amendment of this Article XI with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director, officer or employee (or, if applicable, at the sole discretion of the testator or intestate of such director, officer or employee seeking such rights), on the basis of applicable law in effect at the time such rights are claimed, and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Council and the director, officer or employee for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article XI shall not be deemed exclusive of any other rights to which any director, officer or employee of the Council or other person may now or hereafter be otherwise entitled, whether contained in the Council's Certificate of Incorporation, these bylaws, a resolution of the Board of Directors, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article XI shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director, officer or employee of the Council or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Council or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article XI or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article XI shall remain fully enforceable. Any payments made pursuant to this Article XI shall be made only out of funds legally available therefore.

ARTICLE XII - CONSTRUCTION

If there is any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.

Amended 12/14/1984
Amended 7/9/1989
Amended 2/13/2018
Amended 01/10/2020