

CODE OF REGULATIONS
OF
OHIO PRODUCE GROWERS & MARKETERS ASSOCIATION, INC.

ARTICLE I
Name and Location

1.01 The name of the Corporation is Ohio Produce Growers & Marketers Association, Inc., an Ohio non-profit corporation. The principal office of the Corporation shall be located in Franklin County, Ohio.

ARTICLE II
Definitions

- 2.01 As used herein, these terms shall have the following meanings:
- a. "Articles" shall mean and refer to the Articles of Incorporation of the Corporation.
 - b. "Authorized Communications Equipment" is communications equipment that provides a transmission including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.
 - c. "Corporation" shall mean and refer to Ohio Produce Growers & Marketers Association, Inc., an Ohio non-profit corporation.
 - d. "Member" shall mean any organization that has been granted membership in the Corporation and is not in default in the payment of dues or other fees assessed by the Corporation.
 - e. "Nonprofit Corporation Law" shall mean and refer to Chapter 1702 of the Ohio Revised Code, as amended from time to time.
 - f. "Regulations" shall mean and refer to the Code of Regulations of the Corporation.

ARTICLE III
PURPOSE

Section 3.01 - Purposes. The purposes of this Corporation shall be:

- a. To organize and further the interests of those persons, natural and artificial, who are engaged in the production and marketing of farm fruits and vegetables in the State of Ohio;
- b. To provide information and materials that will improve the production and facilitate the marketing of farm fruits and vegetables in the State of Ohio to the general public; and
- c. To develop and support a program of education and research which will benefit Members and inform the general public.

ARTICLE IV
Membership

Section 4.01 - Members. Any organization engaged in the production, sale or marketing of farm fruits and vegetables or engaged in educational, promotional, research or other activities related to fruits and vegetables grown or marketed in the State of Ohio may become a member of the Corporation upon acceptance of their application for membership by the Board of Directors and payment of the annual dues.

Section 4.02- Classes of Memberships. The Corporation shall have one class-of regular, voting membership. Other non-voting classes of organizational participation and support may be created or eliminated by the Board.

Section 4.03 - Dues. The Board of Directors may establish annual dues, dues periods, voting classifications, and benefits.

Section 4.045 - Voting. Each Regular Member is entitled to have one vote by appointing a partner, member, director, officer or employee of that Member to exercise its voting rights hereunder.

Section 4.05 - Resignation. A Member may resign by filing a written resignation with the Secretary/Treasurer of the Corporation. A resigning member shall not be entitled to a refund of any dues paid for the year in which such member's resignation is submitted.

Section 4.06 - Termination of Membership. The Board of Directors may terminate the membership of any Member upon occurrence of any of the following events:

- a. Receipt by the Board of Directors of the written resignation of a Member, executed by the Member's duly authorized representative or attorney-in-fact;
- b. The failure of a member to pay annual dues on or before their due date; and
- c. For cause, inconsistent with the obligations of membership or the purposes of this Corporation, provided that notice of such proposed action shall have been given in the notice of the meeting and provided further, that the Member has been informed in writing of the proposed action at least ten (10) days before the meeting and given an opportunity to be at such meeting.

No full or partial refund of any dues paid for the year in which such Member is terminated shall be made unless approved by the Board of Directors. Upon the termination of a Member, all membership rights previously held by such Member shall cease and terminate.

Section 4.07 - Reinstatement. Upon written request by a former member of the Corporation, the Board of Directors may reinstate such Member to membership upon such terms as the Board may deem appropriate.

Section 4.08 - Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE V Meetings of Members

Section 5.01 - Annual Meeting. An annual meeting of the Members shall be held in the first calendar quarter of each year on a date and at an hour established, from time to time, by the Board of Directors for the purpose of electing Directors and transacting such other business as may come before the meeting. At the annual meeting, the consideration of an action upon any type of business shall be proper even though specific notice thereof shall not have been included in the notice of meeting.

Section 5.02 - Special Meetings. A special meeting of Members may be called by the president, or upon the request of any three Directors, or upon the request of no less than one-fourth (1/4) of the Members entitled to vote at a meeting of Members. Upon receipt of a request in writing from any person or persons entitled to call a special meeting of Members pursuant to these Regulations, the president or secretary shall give, or cause to be given, notice of such meeting as required by Section 5.03 herein.

Section 5.03 - Notice of Annual and Special Meetings. A notice, written or by any authorized communications equipment, stating the time and place of the meeting and, in the case of a special meeting, the purpose for which such meeting is called, shall be given no less than ten (10) days nor more than ninety (90) days before such meeting. Such notice shall be deemed to be sufficiently made when delivered personally or when deposited in the United States mail addressed to the Member at the address appearing on the records of the Corporation with postage prepaid.

Section 5.04 - Waiver of Notice. Notice of the time, place and purpose of any meeting of Members may be waived in writing, either before or after the holding of such meeting, by any Member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any Member at such meeting without protesting the lack of notice prior to or at the commencement of the meeting shall be deemed to be a waiver by such Member of notice of such meeting.

Section 5.05 - Quorum. The Members present and entitled to vote in any meeting of Members shall constitute a quorum for the transaction of business at the meeting.

Section 5.06 - Voting. Each Regular Member shall be entitled to one vote. Voting by proxy shall not be permitted. Except as otherwise provided herein or by law, each question properly before a meeting at which a quorum is present shall be decided by a majority of the votes cast.

ARTICLE VI Board of Directors

Section 6.01 - Authority of Directors. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation and may do all such acts and things as are not reserved to the Members by law, the Articles or any provision herein.

Section 6.02 - Number, Qualification of Election. The Board of Directors shall consist of nine persons. Any person who represents ~~is~~ a Member of the Corporation is eligible to be elected to the office of Director. The Board of Directors shall solicit nominations for Directors from its Members prior to the annual meeting. The Board of Directors shall prepare and present a slate of Members consisting of at least one Member for each office of Director to be filled. Directors shall be elected, by affirmation or in such other manner as determined by the Board of Directors, by a majority of the votes cast for a term of three years. The terms of office shall be arranged so that as nearly as possible, an equal number of Directors may be elected at each annual meeting, by mail, or any other authorized communication equipment for the regular terms.

Section 6.03 - Vacancies. Any vacancy on the Board of Directors may be filled for the unexpired term by a majority vote of the remaining Directors at any regular or special meeting.

Section 6.04 - Meetings. The Directors shall hold such meetings as may, from time to time, be called by the president or upon the request of any two Directors. All meetings of Directors shall be held at such place designated in the notice of meeting or by the use of Authorized Communications Equipment if so stated in the notice of meeting.

Section 6.05 - Notice of Meetings. Notice of the time and place of each meeting of the Directors shall be given to each Director, either personally, by mail, by overnight delivery service, or by means of any Authorized Communications Equipment at least three (3) days before the meeting is held. Every such notice shall state the time and place of meeting but need not state the purpose or purposes thereof. If notice is given by the use of Authorized Communications Equipment, the notice will be deemed to have been given when transmitted. If notice is sent by United States mail or courier service, the notice will be deemed to have been given when deposited in the mail or courier service.

Section 6.06 - Waiver of Notice. Notice of any meeting of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any meeting of Directors without protesting, prior to or at the commencement, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting. A transmission by Authorized Communications Equipment that contains a waiver is a writing for purposes of this Section. The date on which that transmission is sent is the date on which the writing is signed.

Section 6.07 - Quorum. A majority of the Board of Directors in office at that time shall constitute a quorum for the transaction of business, provided whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.08 - Voting. The act of a majority of the Directors present in person, or by the use of Authorized Communications Equipment, at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law, the Articles, or any provision of these Regulations.

Section 6.09 - Compensation. A Director shall not receive any compensation for serving as a Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 6.10 - Removal of Directors. A Director may be removed for cause by a vote of no less than two-thirds of the Members present at any special or regular meeting of Members, provided notice of such proposed action shall have been given in the notice of such meeting and provided that the Director has been informed in writing of the charges preferred against him at least ten (10) days before such meeting and given an opportunity to be heard at such meeting.

Section 6.11 - Resignation. Any Director of the Corporation may resign at any time by given written notice to the Board or to the secretary/treasurer of the Corporation. Such resignation shall take effect at the time specified therein and unless other specified in such written notice, no acceptance of such resignation shall be necessary to make it effective.

Section 6.12 - Executive and Other Committees. An executive committee consisting of not less than three Directors shall be appointed by and from the Board of Directors and shall have and exercise all of the powers of the Board of Directors which may be lawfully delegated when the Board is not in session. Other committees not having and exercising the authority of the Board may be designated and appointed by a resolution adopted by the majority of Directors present at any special or regular meeting of the Board of Directors.

Section 6.13 - Action in Writing. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by all the Directors. A transmission by Authorized Communications Equipment that contains an affirmative vote or approval of a Director is a signed writing for purposes of giving consent without a meeting. The date on which that transmission is sent is the date on which the writing is signed.

ARTICLE VII Officers

Section 7.01 - Officers of the Corporation. The officers of the Corporation shall be a president, vice-president, secretary/treasurer, and immediate past president. The Board may also have, at its discretion, an assistant secretary/treasurer. One person may hold two or more offices; but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the Articles of Incorporation or the Regulations to be executed, acknowledged or verified by two or more officers. The president, vice-president, and secretary/treasurer shall be elected from among members of the Board of Directors.

Section 7.02 - Election of Officers; Vacancy. The officers of the Corporation shall be elected annually following the annual meeting of Members. Each officer shall hold

such office for a term of one year and until his resignation, removal, disqualification or death or until his successor shall be elected and qualified. A vacancy in any office because of death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 7.03 - Removal. Any officer may be removed by the Board of Directors whenever it its judgment the best interest of the Corporation would be served thereby.

Section 7.04 - Resignation. An officer may resign at any time by giving written notice to the Board of Directors, the president or the secretary. Such resignation shall take effect at the time specified therein and unless other specified in such written notice, no acceptance of such resignation shall be necessary to make it effective.

Section 7.05 - Duties of the President. The president shall preside at all meetings of Members and the Board of Directors, shall be an ex-officio member of all committees and perform such other and further duties as may be required of him by the Directors.

Section 7.06 - Duties of the Vice-President. In the absence or disability of the president, the vice-president shall perform all the duties of the president and shall perform such other duties and tasks as may be assigned from time to time by the president or the Board of Directors and be an ex-officio member of all committees.

Section 7.07 – Duties of the Secretary/Treasurer. The secretary/treasurer shall perform such other duties incident to the office as may be requested or assigned by the Board of Directors and keep or direct to be kept:

- minutes of the meetings of Members and of the Board of Directors,
- current list of Members of the Corporation,
- custody of all funds and securities belongings to the Corporation,
- an accurate record of the finances and business of the Corporation,
- financial reports of the Corporation as required

Section 7.08 – Duties of the Assistant Secretary/Treasurer. In the absence, disability, or at the direction of the secretary/treasurer, the assistant secretary/treasurer shall perform all the duties of the secretary/treasurer.

Section 7.09 – Immediate Past President. The Immediate Past President shall exercise such duties as are assigned by the President and/or board of directors and be considered an ex-officio member of all committees.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

Section 8.01 - Indemnification. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he is or was a Director, officer, employee or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, director, officer, employee, agent or volunteer of another non-profit Corporation or Corporation for profit, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, no indemnification shall be made in respect of (a) any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper, and (b) any action or suit in which indemnification is prohibited by applicable law.

Section 8.02 - Determination Required. Any indemnification under the Article (unless ordered by a court) shall be made by the Corporation only upon a determination that indemnification of the Director, officer, employee, agent or a volunteer of the Corporation is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not and are not parties to, or threatened with, such action, suit or proceeding or (b) if such a quorum is not obtainable or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel, or (c) by the Members.

Section 8.03 - Article VII Not Exclusive. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8.04 - Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent or

a volunteer if the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee, agent of or a volunteer of another non-profit Corporation or Corporation for profit, or a partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation shall have the power to indemnify him against such liability under the provisions of this Article VII.

ARTICLE IX NON-PROFIT STATUS AND DISSOLUTION

Section 9.01 – Non-Profit Status. This Corporation is organized under the Non-Profit Corporation Law and shall be operated in furtherance of its purposes as an organization exempt from taxation under Section 501(c)(5) of the Internal Revenue Code. No earnings or income of the Corporation shall inure to the benefit of any individual Member.

Section 9.01 – Dissolution. In the event of dissolution of the Corporation, the net assets of the corporation, after the payment of debts, shall be distributed at the discretion of the Board of Directors to a non-profit organization engaged in the production and/or marketing of agricultural products in the State of Ohio.

ARTICLE X Amendments

Section 10.01. This Code of Regulations may be amended by a majority vote of the Members in-person, by mail, or other authorized communications equipment.

Approved: January 16, 2008