

BYLAWS
OF THE
U.S. GRAINS COUNCIL

ARTICLE I

CORPORATE NAME

The name of this corporation shall be "U.S. Grains Council."

ARTICLE II

PURPOSES

The purpose of the corporation shall be:

To create, develop, foster and promote markets for, and utilization of, feed grains and related, including value-added, products including but not limited to ethanol and/or co-products produced in the United States; to coordinate and direct the efforts of feed grains producers and agricultural business interests into a unified market development program for feed grains; to cooperate with organizations, now existing or hereafter established in the United States or in foreign countries, having similar objectives and which directly or indirectly represent or are associated with those engaged in the production, use or distribution of feed grains or related interests; to cooperate with departments or agencies of local, state, federal and foreign governments charged with responsibilities relating to feed grains or having a direct or indirect interest therein; and, in general, to engage in all activities permitted by law to accomplish the purposes and attain the objectives described above. The corporation shall not engage in grain merchandising, and shall not engage in legislative lobbying.

ARTICLE III

OFFICES

The principal office of the corporation shall be in Washington, D.C. It shall have and continuously maintain a registered office and a registered agent in the state of Illinois whose address shall be identical. It may have such other offices at such other places as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERS

Section 1. Classes of Members

There shall be the following classes of members:

- (a) Agricultural business, including but not limited to: exporters of feed grains; organizations representing hybrid corn, grain sorghum and barley seed production; organizations representing cooperative and private grain elevators; organizations representing transportation; organizations representing agricultural financing and servicing; organizations representing ethanol production and value added products, merchandising, trading, co-products, equipment manufacturing and producer organizations, manufacturers of feed, feed supplements, feed additives, chemicals and fertilizers; manufacturers of related, including value-added, products; and manufacturers of agricultural machinery and equipment. Class (a) memberships shall be further classified as follows:
 - (1) Regular agricultural business membership. This category shall apply to any class (a) member other than a class (a) member that qualifies for and chooses to come within category (2) or (3) below.
 - (2) Small agricultural business membership. This category shall be available to any class (a) member engaged in grain merchandising that has less than \$100 million in gross sales from all products and services, and any other class (a) member that has less than \$20 million in gross sales, during its fiscal year immediately preceding its membership year.
 - (3) Agricultural business introductory membership. This category shall be available for the first year of membership to any class (a) member that was not a member of the corporation during any of the preceding ten membership years.
- (b) Corn producer entities. Class (b) memberships shall be further classified as follows:
 - (1) Corn producer checkoff entities.
 - (2) Corn producer organizations other than producer checkoff entities. Producer organizations (incorporated or unincorporated) eligible for membership in class (b)(2) shall represent actual producers of corn and shall not maintain warehousing or elevator facilities or transact actual buying and selling operations of corn.

- (c) Sorghum producer entities. Class (c) memberships shall be further classified as follows:
 - (1) Sorghum producer checkoff entities.
 - (2) Sorghum producer organizations other than producer checkoff entities. Producer organizations (incorporated or unincorporated) eligible for membership in class (c)(2) shall represent actual producers of grain sorghum and shall not maintain warehousing or elevator facilities or transact actual buying and selling operations of grain sorghum.
- (d) Barley producer entities. Class (d) memberships shall be further classified as follows:
 - (1) Barley producer checkoff entities.
 - (2) Barley producer organizations other than producer checkoff entities. Producer organizations (incorporated or unincorporated) eligible for membership in class (d)(2) shall represent actual producers of barley and shall not maintain warehousing or elevator facilities or transact actual buying and selling operations of barley.
- (e) General Farm Organizations shall be defined as follows: including but not limited to state departments of agriculture, state departments of economic development, and state grain and feed associations and Farm Bureaus.

Section 2. Eligibility

Any applicant interested in promoting and supporting the purposes and objectives of this corporation and who will contribute thereto, financially, in such amounts and under such terms and conditions as the Board of Directors may from time to time determine, shall be eligible for membership in the corporation. The Board of Directors may, from time to time, fix other rules and designate other requirements in determining eligibility for membership.

Section 3. Rights of Members to Appoint Delegates

Members shall be entitled to appoint Delegates to the Board of Delegates as follows:

Each class (a)(1) member shall be entitled to appoint one Delegate for each \$8,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year.

Each class (a)(2) member shall be entitled to appoint one Delegate for each \$4,000.00 of funding to the Corporation and each class (a)(3) member shall be entitled to appoint one Delegate for each \$5,000.00 of funding to the Corporation.

Each class (b)(1), (c)(1), and (d)(1) member shall be entitled to appoint one Delegate for the first \$6,000 and one additional Delegate for each additional \$50,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year.

Each class (b)(2), (c)(2), (d)(2), and (e) member shall be entitled to appoint one Delegate for each \$3,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year.

The foregoing notwithstanding, each class (a)(1), (b)(1), (b)(2), (c)(1), (c)(2), (d)(1), (d)(2) and (e) member who was not a member during the most recently completed fiscal year shall be entitled to appoint one Delegate.

Section 4. Admission

Application for membership in the corporation may be made in such manner as the Board of Directors may from time to time determine, by any applicant that meets the eligibility requirements. All applications for membership shall be presented to the Board of Directors for acceptance or rejection. The affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors shall be required for the election of an applicant to membership.

Section 5. Transfer

Membership in the corporation is not transferable or assignable without the approval and consent of the Board of Directors.

Section 6. Resignation

Any member may resign from membership at any time. No resignation shall relieve the resigning member of the obligation to pay any dues for the year for which a commitment was made prior to the date of such resignation. All membership dues shall be nonrefundable and no member shall be entitled to the return of any portion of its dues upon resignation or termination of membership.

Section 7. Termination

Membership may be terminated by the Board of Directors in the event of any action on the part of a member adverse to the best interest of the corporation or not in accordance with its purposes or objectives. Before such termination, the Board of Directors shall give the member an opportunity to be heard at a meeting of the Board of Directors. Membership may also be terminated by the Board of Directors in the event of nonpayment of dues by any member, which event of nonpayment continues for more than 60 days following notice and demand for such payment by the corporation.

Section 8. Dues

The annual dues for membership in the corporation shall be:

Class (a)(1) membership, \$8,000.	Class (c)(1) membership, \$6,000.
Class (a)(2) membership, \$4,000.	Class (c)(2) membership, \$3,000.
Class (a)(3) membership, \$5,000.	Class (d)(1) membership, \$6,000.
Class (b)(1) membership, \$6,000.	Class (d)(2) membership, \$3,000.
Class (b)(2) membership, \$3,000.	Class (e) membership, \$3,000.

NOTE: All lines with dollar numbers, insert "00" after each dollar amount stated.

Dues shall be payable by a member upon the commencement of membership and thereafter annually on the Council's October 1 fiscal year at the rate applicable to the member's class of membership on such date. Agricultural business introductory membership Class (a)(3) member as of the date of the 2013 Bylaw change is grandfathered under the existing dues structure for one year.

Section 9. Powers of the Board of Delegates

The Board of Delegates, in the manner specified in these Bylaws, shall (a) elect the Directors, (b) elect the Officers, (c) approve the annual budget, (d) approve the adoption or amendment of the public policies of the corporation, (e) approve the alteration, amendment or repeal of the articles of incorporation or the adoption of new articles of incorporation and (f) approve the alteration, amendment or repeal of these Bylaws or the adoption of new Bylaws. The Board of Directors may present to the Board of Delegates for their approval or ratification such other matters as the Board of Directors may determine.

Section 10. Meetings of the Board of Delegates

The annual meeting of the Board of Delegates shall be held prior to the close of the corporation's fiscal year on a date and at such place as may be designated by the Board of Directors by written notice to the members in accordance with Section 11 of this Article. Special meetings of the Board of Delegates may be called by or at the request of the Chairman, by a majority of the Directors, or by a majority of the members. The Board of Directors shall fix any place either within or without the State of Illinois as a place for holding any special meeting of the Board of Delegates.

Section 11. Notice of Meetings

Written notice of all meetings of the Board of Delegates stating the place, date, hour and purpose thereof shall be delivered by electronic means of email, facsimile or other appropriate electronic programs, personally or by mail to each member by the President of the corporation using his discretion. Said notice shall be sent to each member at the address shown in the records of the corporation not less than fifteen days before the date of the meeting.

Any member may waive notice of any meeting. The attendance of one or more of a member's Delegates at a meeting of the Board of Delegates shall constitute a waiver of notice except where

a member's Delegate attends a meeting of the Board of Delegates for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum

The presence in person of Delegates of members entitled to cast no less than one-half of the total votes of the membership shall constitute a quorum for the transaction of business at a meeting of the Board of Delegates.

Section 13. Voting

- (a) Except as otherwise provided in this paragraph or in paragraph (b) of this section, each member of the corporation shall have one vote per \$1,000 of funding provided by such member to the total budget of the corporation during the most recently completed fiscal year on any matter properly brought before the Board of Delegates or the members for a vote. Each member of the corporation who was not a member during the most recently completed fiscal year shall have one vote on any matter properly brought before the Board of Delegates or the members for a vote. The Secretary-Treasurer shall advise the members in writing of the number of votes accorded to each member pursuant to this paragraph prior to the annual meeting of the Board of Delegates and prior to any other vote of the Board of Delegates or of the members. The votes that a member is entitled to cast at such meeting under this paragraph shall be allocated equally among its Delegates present at the meeting, unless the member has advised the Secretary-Treasurer of the corporation in writing that the votes shall be allocated otherwise among its Delegates.
- (b) Each member of the corporation shall have one vote on any proposal to alter, amend or repeal the corporation's articles of incorporation or these Bylaws or to adopt new articles of incorporation or Bylaws, and each member of the corporation entitled to vote for a class (i), (ii), (iii), (iv), or (v) Director shall have one vote in the election of such Director. If more than one Delegate is present at a meeting at which a member has one vote, the member shall designate the Delegate that is entitled to cast its vote.
- (c) A member may cast its vote or votes at a meeting of the Board of Delegates only through the member's Delegate or Delegates present at the meeting and not by proxy. Except as otherwise provided by law or by these Bylaws, matters to be decided by vote at a meeting of the Board of Delegates shall be decided by majority of the votes cast at the meeting.

Section 14. Compensation

Delegates as such shall not receive any stated salary for their services, provided that nothing herein contained shall be construed to preclude any Delegate from serving the corporation in any other capacity and receiving compensation therefor.

Section 15. Written Consent

Any action required or permitted to be taken at any meeting of the Board of Delegates may be taken without a meeting by written consent of the members carried out in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors, which shall be responsible for all activities of the corporation. The Board of Directors shall be responsible for establishing all staff positions of the corporation and for determining the remuneration of the President. Prior to the close of each fiscal year the Board of Directors shall prepare and adopt a budget for the ensuing fiscal year and shall submit it for approval at the annual meeting of the Board of Delegates. In addition, the Board of Directors shall propose the adoption of public policies of the corporation or any amendment to public policies of the corporation and shall submit the adoption or amendment of such policies for approval at the annual meeting of the Board of Delegates.

Section 2. Number of Directors and Qualification

The Board of Directors shall be composed of fourteen Directors, ten of which shall be elected and four of which shall be ex officio. The ten elected Directors shall be elected as provided in Article V, Section 3, below. The four ex officio Directors shall be the Chairman, the Vice Chairman, the Secretary-Treasurer, and the Immediate Past Chairman of the corporation. All Directors shall be voting members of the Board of Directors. Each Director, other than a class (v) Director, must be a Delegate of a class (a)(1), (b), (c), (d) or (e) member. A class (v) Director must be the principal staff officer of a class (b)(1), (c)(1), or (d)(1) member.

Section 3. Classification, Election and Tenure

The Directors shall be classified into eight classes, as follows:

- (i) one Director who shall be elected by the class (a) members not including ethanol related members, and one Director who shall be elected by class (a) members of the ethanol and/or co-products members,
- (ii) one Director who shall be elected by the class (b) members,
- (iii) one Director who shall be elected by the class (c) members,
- (iv) one Director who shall be elected by the class (d) members,
- (v) one Director who shall be elected by the class (b)(1), (c)(1), and (d)(1) members,
- (vi) two at-large Directors who shall be elected by all members,
- (vii) two at-large Directors who shall be elected by all members, and
- (viii) four ex officio Directors.

Except as provided below, Class (i) through (vii) Directors shall serve two year terms. Directors in class (viii) shall not be separately elected but shall serve as Directors by virtue of their election to the specified offices. Each Director in each class shall hold office until his successor is elected and qualified. At each annual Board of Delegates meeting, the successors of the Directors whose terms expire at the meeting (other than the ex officio Directors) shall be elected to hold office for a term expiring at the annual Board of Delegates Meeting held in the second year following the year of their election, or until such Director's successor is elected and qualified.

In order to achieve staggered terms, elections will be held in odd-numbered years for class (i) – non-ethanol, (ii), (iv) and (vi) directors and in even-numbered years for class (i) – ethanol, (iii), (v) and (vii) directors.

Section 4. Meetings of the Board

Regular meetings of the Board of Directors shall be held at such times and at such places as shall from time to time be determined by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Directors by written notice to the Directors in accordance with Section 5 of this Article. The person or persons authorized to call a special meeting may fix any place either within or without the State of Illinois as a place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice of Meetings

Written notice of all meetings of the Board of Directors stating the place, date, hour and purpose thereof shall be delivered by electronic means of email, facsimile or other appropriate electronic program, personally or by mail to each Director by the President of the corporation using his discretion. Said notice shall be sent to each Director, respectively, at the address shown in the records of the corporation not less than fifteen days before the date of the meeting.

Any Director may waive notice of any meeting. The attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum

No less than one-half of the members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 7. Voting

The act of Directors casting a majority of votes present at a meeting for which proper notice or waiver was given shall be the act of the Board of Directors, except as otherwise provided by law

or by these Bylaws.

Section 8. Vacancies

Any vacancy occurring among the members of the Board of Directors shall be filled by the Board of Directors. If the Director to be replaced is designated as representative of a particular class or classes of members, the Director elected to fill the vacancy shall be selected from the Delegates of that same class or classes of members. If the Director to be replaced was an ex officio member, the person elected to fill the Office held by such Director shall also fill such vacancy on the Board of Directors. A Director elected to fill a vacancy shall be elected to the predecessor's unexpired term.

Section 9. Compensation

Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Board of Directors

A majority of the board of directors at a meeting may appoint such committee or committees of the Board of Directors as it shall deem advisable and as shall be in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended. Subject to such Act, such committee or committees shall have such limited authority as the Board of Directors shall from time to time determine.

Committees of the Board of Directors shall fix their own rules of procedure and shall meet at such times and at such place or places as may be provided by their rules. A majority of the members of a committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of a committee. The committees shall keep minutes of their meetings and deliver copies of such minutes to the Board of Directors.

Section 2. Other Committees

The Board of Directors may establish and appoint persons to an advisory committee or other such body, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the Board of Directors or to the Officers.

ARTICLE VII

OFFICERS

Section 1. Designation of Officers

The Officers of the corporation shall be divided into elected Officers, who shall be elected by the members, and appointed Officers, who shall be appointed by the Board of Directors. The elected Officers shall be a Chairman, Vice Chairman, Secretary-Treasurer, and Immediate Past Chairman, and the appointed Officers shall be the President and such additional Officers as the Board of Directors may deem it necessary or appropriate to appoint. All elected Officers of the corporation shall be Delegates of class (a)(1), class (b), class (c) or class (d) members. Elected Officers as such shall not receive any stated salary for their services, provided that nothing herein contained shall be construed to preclude any Officer from serving the corporation in any other capacity and receiving compensation therefore.

Section 2. Election and Term of Office

All Officers other than the Immediate Past Chairman shall be elected annually by the members at the annual meeting of the Board of Delegates. The Immediate Past Chairman is an Officer ex officio. Each Officer shall serve for a term of one year and, with the exception of the President, shall not be eligible for election to a consecutive term in the same office. The President may be elected to consecutive terms and may be employed for a term of more than one year.

Section 3. Removal

Any Officer of the corporation may resign at any time or may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies

If for any reason an elected office is vacated, the elected Officer next in rank shall move up in rank and shall assume the duty and title of the vacated office for the unexpired term. Any unfilled elected office remaining after filling vacancies in the above manner with existing elected Officers will be filled for the unexpired term by the Board of Directors at its next special meeting, if any. Any elected Officer filling an unexpired term under this section shall be eligible for election for a full term in the same office at the next annual meeting of the Board of Delegates. If for any reason an appointed office is vacated, the Board of Directors may fill such vacancy.

ARTICLE VIII

DUTIES OF OFFICERS

Section 1. Chairman

The Chairman shall be responsible for development by the Board of Directors of the policies of the corporation and shall preside at meetings of the Board of Delegates and the Board of Directors. The Chairman shall appoint and serve as an ex officio non-voting member of all committees of the Board, shall communicate policy decisions of the Board of Delegates and the Board of Directors to the President, shall be responsible to the Board of Directors for the execution of those policies by the President, and shall be responsible for membership development.

Section 2. Vice Chairman

The Vice Chairman shall assume such duties as may be assigned by the Chairman. In addition, the Vice Chairman shall preside at meetings of the Board of Delegates and at meetings of the Board of Directors, in the absence of the Chairman.

Section 3. Secretary-Treasurer

The Secretary Treasurer shall be the chief financial officer of the corporation and shall keep or cause to be kept the corporation's books of accounts. The Secretary-Treasurer shall attend all meetings of the Board of Delegates and all meetings of the Board of Directors, shall record the proceedings and keep the minutes thereof, and shall have custody and control of the corporation's minute book and seal. The Secretary-Treasurer is required to produce and provide a quarterly and annual report of the corporation's book of accounts. On an annual basis auditors will be required to certify as to the correctness of the corporation's books of accounts. The records maintained by the Secretary-Treasurer shall be open and available to inspection by any delegate at reasonable times and location. The Secretary-Treasurer shall keep a record or roll of attendance at all meetings of the board of delegates and board of directors. The Secretary Treasurer shall be responsible, unless specially assigned to others, for determining credentials for delegates to the annual meeting. The Secretary-Treasurer shall be responsible for sending out all proper notices of all called meetings and other meetings when necessary.

Section 4. President

The President shall be the chief executive officer of the Corporation and shall be responsible to the Board of Directors for implementing its policies. The President shall employ and discharge staff employees of the Corporation and supervise and direct their activities, both in the United States and abroad. The President shall be responsible for and direct the Secretary-Treasurer as to the collecting, budgeting, safekeeping, accounting and expenditure of funds of the corporation; for execution and performance of all contracts to which the corporation may become a party; for

all communications of the corporation, including liaison with the government, the Congress, and other public and private institutions, the press and the public-at-large; for the development and administration of market development activities of the corporation; and for the supervision of independent contractors employed by the corporation. The President shall serve as an ex officio non-voting member of all committees of the corporation. The President shall make a full report of the affairs and activities of the corporation at the annual meeting of the Board of Delegates and such interim reports as may be requested by the Board of Directors.

Section 5. Immediate Past Chairman

The Immediate Past Chairman shall be ex officio a member of the Board of Directors and may undertake such duties as may be requested by the Chairman.

Section 6. General Responsibilities

The Officers of the corporation shall be responsible for identifying policy needs, for developing policy recommendations for presentation to the Board of Delegates and/or the Board of Directors, and for implementing policies approved by the Board of Delegates and/or the Board of Directors.

ARTICLE IX

NOMINATIONS

Section 1. Nominating Committee

Prior to the annual meeting of the Board of Delegates, the Board of Directors shall appoint a Nominating Committee consisting of a both class (i) delegates, and delegates from class (ii), class (iii), and class (iv) and the Immediate Past Chairman, who shall chair the Nominating Committee. In the event that the Immediate Past Chairman is not available to serve on the Nominating Committee, the Board of Directors shall appoint another person to serve on and to chair the Nominating Committee.

Section 2. Nominations

Slates of nominees for elected Officer positions and for at-large Director positions to be filled at each annual meeting of the Board of Delegates shall be selected by the Nominating Committee in accordance with paragraphs (a) and (b), below. The Nominating Committee shall determine that each nominee it selects satisfies the qualifications for, and is willing to serve in, the position for which nominated.

- (a) *Elected Officer Positions.* The Nominating Committee shall select a slate of candidates for elected officer positions subject to election at the meeting consisting of one or more nominees for the position of Secretary-Treasurer and one nominee each for the positions of Vice Chairman and Chairman. If the person currently in office continues to qualify

and is willing to serve, Secretary-Treasurer shall be nominated for Vice Chairman and the Vice Chairman shall be nominated for Chairman. If any of these persons is unavailable for nomination to such office, the elected officer next in rank shall be nominated for such office, in which case the Nominating Committee shall nominate one or more nominees for any elected office for which a current elected officer is not nominated. The nominees for each elected office (i) shall be members or past members of the Board of Directors (or the previously denominated Executive Committee), (ii) shall have served as an A-Team Leader for a period of two years or more, or (iii) shall have served as a Delegate for a period of two years or more and shall have attended at least three of the last four meetings of the Board of Delegates.

- (b) *At-Large Director Positions.* The Nominating Committee shall select a slate of candidates for at-large Director positions subject to election at the meeting consisting of one or two nominees for each class (vi) or (vii) Director position to be filled, provided however, that the nominees so selected shall not be designated for particular at-large Director positions, but shall constitute a pool of nominees for the at-large Director positions to be filled.

Section 3. Presentation of Slates of Nominees

The Nominating Committee shall present the slate of nominees for elected Officer positions and the slate of nominees for at-large Director positions to the members and to the Board of Directors prior to the annual election of elected Officers and Directors.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize, within limits and intent of the Articles of Incorporation and these Bylaws, any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Orders

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of the corporation shall be signed by such Officer or Officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may establish a committee composed of the Chairman, Vice Chairman, Secretary-Treasurer to exercise the authority of the Board of Directors to authorize an Officer or Officers, agent or agents of the corporation, other than a member of said committee, to sign checks, drafts and other orders for payment of money in the name of the corporation, subject to such conditions as may be determined by the Board of Directors.

Section 4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall commence October 1 and shall end on September 30 of each year.

ARTICLE XII

INDEMNIFICATION

Each Officer and Director of the corporation and such person's heirs, executors, administrators, and personal representatives, shall be indemnified by the corporation against all expenses reasonably incurred by them (including, but not limited to, counsel fees, cost of preparation for trial or hearing, and settlement out of court) in connection with any action, suit or proceeding pending or about to be constituted to which such person may be made a party by reason of being or having been an Officer or Director of the corporation (regardless of the fact that such person's term may have expired or services otherwise ended at the time of the incurring of such expenses), except in connection with any such action, suit or proceeding in which such person may be adjudged guilty of willful misconduct or shall be found to have been derelict in the performance of such person's duty as Officer or Director; and except also that in case of any suit, action or proceeding authorized by the Directors or a majority of them against any Officer or Director, such Officer or Director shall not be so indemnified; and except also in the case of settlements out of court, whether made before or after the institution of any such action, suit or proceeding, there shall be no indemnity unless the settlement, the amount to be paid, and any other thing to be done in accordance with the terms thereof shall have been first approved by the Directors after having received the opinion of counsel for the corporation, and also of independent counsel, to the effect that there is no reasonable ground for liability on the part of the Officer or Director involved and that the proposed settlement is justified as being more than the estimated cost of litigation. The foregoing right of indemnification

shall not be exclusive of any other right of which such Officer or Director may be entitled as a matter of law.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of any statute governing the affairs of the corporation or under the provisions of its Articles of Incorporation or Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds vote of all the members represented at a meeting of the Board of Delegates voting as provided in Article IV, Section 13, paragraph (b) of these Bylaws, provided that at least 10 days' prior written notice is given to members of a proposal to alter, amend or repeal, or to adopt new Bylaws at such meeting.

ARTICLE XV

DEVELOPMENT RECOGNITION

Section 1. Grain Sorghum Producers Association

The pioneering work of the Grain Sorghum Producers Association in developing foreign markets for feed grains as the initial cooperator with Foreign Agricultural Service of United States Department of Agriculture is hereby recognized.

Section 2. Agricultural Business

The importance of the agricultural business contributions to the Council for their leadership and funding of the Council, the development of the overseas office network and the increases in exports for the first 20 years of the Council's charter; the encouragement, efforts and financial support to establish state commodity checkoff programs to further the producer leadership and funding of the Council; and the importance of the continued agricultural business participation in the Council is hereby recognized.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern U.S. Grains Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order U.S. Grains Council may adopt.

ARTICLE XVII

TRANSITION

These revised Bylaws, adopted on July 27, 2016, shall become effective immediately.

Established – June 28, 1960

1st Revision – April 16, 1961

2nd Revision – September 5, 1969

3rd Revision – September 6, 1973

Approved July 27, 2016

~ 16 ~

4th Revision – February 14, 1974
5th Revision – March 9, 1977
6th Revision – February 15, 1978
7th Revision – August 20, 1979
8th Revision – August 18, 1982
9th Revision – March 7, 1984
10th Revision – August 13, 1985
11th Revision – March 4, 1986
12th Revision – August 17, 1988
13th Revision – August 17, 1988
14th Revision – July 24, 1990
15th Revision – February 11, 1991
16th Revision – February 10, 1992
17th Revision – July 1, 1998
18th Revision – February 15, 2000
19th Revision – February 18, 2003
20th Revision – July 22, 2003
21st Revision – February 10, 2004
22nd Revision – February 8, 2005
23rd Revision – July 25, 2006
24th Revision – July 22, 2008
25th Revision – July 29, 2009
26th Revision – July 27, 2011
27th Revision – July 31, 2013
28th Revision – July 27, 2016

