

RESTATED BY-LAWS
OF
MINNESOTA AGRICULTURAL INTERPRETIVE CENTER, INC.

PREAMBLE

The By-Laws will serve as the operational procedures in conjunction with the Articles of Incorporation of the Minnesota Agricultural Interpretive Center. The By-Laws are as follows:

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in Waseca County, Minnesota. The Corporation may have other offices, either within or without the County of Waseca, as the Board of Directors may determine.

The Corporation shall have and continuously maintain in Waseca County, Minnesota a registered office. The registered office may be, but need not be, identical with the principal office in the County of Waseca, and shall be as set forth in the Articles of Incorporation.

ARTICLE II

MEMBERSHIP

Section 1. Classes of Membership. The Board of Directors may establish classes of membership. Persons eligible for membership shall be 18 years of age and older who have pledged in writing to support and uphold the mission and vision of the Minnesota Agricultural Interpretive Center and who have paid all the dues and fees established by the Board of Directors during the term of their membership.

Section 2. Each membership shall be entitled to one vote for the election of the Board of Directors. Proxy voting shall not be permitted.

Section 3. The membership year shall be January 1 to December 31.

Section 4. All members who have paid their dues and were in good standing at the end of the calendar year preceding the annual meeting, who have paid their dues for the current year at least 60 days prior to the annual meeting shall be eligible to vote at the annual meeting of the Corporation.

Section 5. The Annual Meeting of the Corporation shall be held not later than the 4th month following the close of the calendar year at a place and time determined by the Board of Directors.

Section 6. A quorum for the Annual Meeting shall consist of ten (10) percent of the eligible, voting members of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The directors of the Corporation shall be a Board of Directors of not less than Nine (9) and not more than fifteen (15) persons. The property, affairs, concerns, direction and business of the Corporation shall be vested in and managed by the Board of Directors.

The Board of Directors shall pursue such policies and principles as shall be in accordance with the provisions in the Articles of Incorporation, these By-Laws and the Statutes of the State of Minnesota.

Power to Remove Officers, Directors and Agents. An officer, a member of the Board of Directors or agents may be removed from office or the Board by an affirmative vote of a majority of the Board of Directors whenever in the judgment of the Board the business interests of the corporation will best be served.

Each director shall be a member of the Corporation and shall hold office for a term of three (3) years. The terms shall start and end at an annual meeting of the Corporation and shall be staggered so that as close to an equal number of Directors as possible is elected each year. Board members may serve a maximum of three (3) consecutive, three (3) year terms, and may be reelected after a one year absence as a Board member. The provisions of this paragraph shall commence and apply prospectively for all Directors elected in the year following adoption of this amendment irregardless of the number of years of prior service as a member of the Board.

Section 2. Vacancies on the Board of Directors shall be filled by action of the Board of Directors upon a majority vote of the Board. A person elected to the Board to fulfill such a vacancy shall serve for the unexpired term.

Section 3. Power to Elect Officers. The Board of Directors at the annual meeting shall elect the Officers of the Board of Directors which shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. Each such office shall be held by a separate individual. The Board of Directors shall have authority to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Corporation.

Section 4. Appointments. The Chairperson shall have authority to appoint all committees, subject to confirmation by the Board of Directors, as necessary from time to time to conduct the business of the Corporation, and the Chairperson and Executive Director shall be ex-officio non-voting members of all committees.

Section 5. Nominations and Elections. An election to fill the positions of directors whose terms are expiring shall be conducted at the annual meeting of the corporation. There shall be a Nominating Committee appointed by the Chairperson of the Board, comprised of four directors plus one person who is not a director or an employee of the Corporation. The term of each member shall be for the shorter of one year or the period ending on the date of the annual meeting immediately following his or her appointment. The members of said Nominating Committee shall, by majority vote, nominate persons for vacated offices and directorships, and offices and directorships which will be vacated at the annual meeting next following their appointment, and shall carry on such other duties as specified by the Board of Directors. Said nominations shall be presented by the Nominating Committee to the membership 30 days before the election to fill such office or directorship.

- a. The Nominating Committee, appointed by the Chairperson of the Board of Directors, shall review, investigate, and verify the qualifications of candidates recommended by members of the Minnesota Agricultural Interpretive Center, the Board of Directors, farm, agriculture/agri-business organizations and others, and prepare a slate of nominees of not more than 2 qualified candidates for each Director position to be filled.
- b. Nominations from the floor may be made if the nominee has been investigated and deemed qualified by the nominating committee and receives a two-thirds (2/3) majority vote of the members attending the Annual Meeting.

Section 6. Executive Committee. An Executive Committee consisting of the officers may be designated by a majority vote of the Boards. During the intervals of the meeting of the Board, the Executive Committee shall assist and advise the Board in all matters concerning its interest and the management of the corporation and generally performing such duties

to the extent provided by the Board. The Chairperson of the Board shall be the Chairperson of the Executive Committee.

Section 7. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 8. Power to Require Bonds. The Board of Directors shall require any officer or agent to file with the Corporation a satisfactory bond conditioned upon faithful performance of his duties.

Section 9. Compensation. Members of the Board of Directors shall receive no compensation, but shall be entitled to reimbursement of actual expenditures incurred in the performance of their duties.

Section 10. Executive Director. The Board of Directors shall have the authority to appoint an Executive Director and such staff persons as the directors determine to be in the best interests of the Corporation. Said Executive Director and staff persons shall have the duties and term of office specified by the Board of Directors.

Section 11. Meetings. Regular meetings of the Board of Directors shall be held a minimum of four times per year by such notice, and at such time and place as the Board of Directors shall order or direct. The Board shall also meet at such additional times and places as may be directed by the Chairperson or by any three (3) members of the Board. The Annual Meeting of the Board of Directors shall be held not later than the fourth month following the close of the calendar year at a time and place determined by the Board.

Section 12. Notice. Notice for the annual meeting and any special meeting of the Board of Directors shall be in writing stating the time, place and purpose thereof, and shall be delivered personally, by mail or electronic communication to each director not less than seven (7) days before the meeting, exclusive of the day of the meeting unless such requirement of notice is waived by a majority vote of the Board.

Section 13. Quorum. A majority of the members of the Board of Directors constitute a quorum for meetings of the Board.

Section 14. Power to Borrow Money. The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board to exercise of said power is required in the general interests of this Corporation, and in such case the Board of Directors may authorize the proper officers of this Corporation to make, execute and delivery in the name and behalf of this Corporation such notes, bonds and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this Corporation, or any part thereof, as security for such indebtedness, and no action on the part of the membership of this Corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

Section 15. Membership. The Board of Directors may, at their discretion, establish a class or classes of membership in the Corporation. A member of such class or classes shall have such rights, obligations, and term of membership as determined by the Board of Directors subject to any limitations contained herein. An initial membership fee, dues, assessments or other fees may be imposed upon such membership in an amount determined by the Board of Directors.

Section 16. Ex-officio Members. The Board of Directors shall have the authority to elect or appoint additional ex-officio non-voting members of the Board of Directors. Ex-officio non-voting members of the Board of Directors shall have no vote in matters of the Board of Directors and only those rights, privileges, duties, liabilities, and authority designated, granted, or conferred upon them by the Board of Directors or these By-Laws.

ARTICLE IV

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Number. The officers of the Board of Directors shall be a Chairperson, a Vice Chairperson, a Secretary, Treasurer, and an Executive Director, and/or such other officers as the Board of Directors may deem necessary. The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected from the membership of the Board of Directors. The Executive Director shall be appointed by the Board of Directors and be an ex-officio member of the Board of Directors and any and all standing or ad hoc committees established by the Board of Directors or these By-Laws.

Section 2. Election and Term of Office. The officers of the Board shall be elected for a term as specified by the Board of Directors. The election of the officers shall be held at the annual meeting of the Board of Directors by vote on a slate of nominations provided by the Nominating Committee. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The removal of any individual from office shall not prejudice his or her status as a member of the Board of Directors.

Section 4. Vacancies. Whenever any vacancies shall occur in the office of the Chairperson, Vice Chairperson, Secretary, Treasurer, Executive Director or in any other office of the Board, by death, resignation, or otherwise, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties.

- (a) The Chairperson shall be the chief executive officer of the Board of Directors and the Corporation, shall preside at all meetings of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Unless otherwise directed by the Board of Directors, the Chairperson shall sign or countersign all certificates, contracts or other instruments of the Corporation. The Chairperson shall perform such other duties as are incident to his or her office or properly required of him or her by the Board of Directors.
- (b) The Vice Chairperson shall exercise the functions of the Chairperson during the absence or disability of the Chairperson. The Vice Chairperson shall have such other duties as are assigned to him or her from time to time by the Chairperson or Board of Directors.
- (c) The Secretary shall be responsible for the minutes of the Board of Directors and the Executive Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation records; keep a register of the Post Office address and telephone number of each director; and in general perform all duties incident to the office of Secretary and such other duties as are from time to time assigned by the Chairperson or Board of Directors.
- (d) The Treasurer shall be subject to such regulations as may from time to time be promulgated by the Board of Directors, and shall have the care and custody of the general funds, securities, properties and assets of the Corporation. The Treasurer shall deposit the funds and securities in his or her care in such bank or banks, trust companies, or depositories as the Board of Directors shall designate, and shall, subject to the direction of the Board of Directors, disburse and dispose of the same, taking proper voucher for such disbursements. He or she shall keep accurate books of account, recording therein the amount of all monies, funds, securities, properties and assets in his or her custody, showing at all times the amount of all the property belonging to the Corporation, wherever located, and showing the amount of disbursement made and the disposition of properties. He or she shall exhibit said books and records when required by the Board of Directors, the Executive Committee, or the Chairperson. The Treasurer shall render to the Board of Directors, the Executive Committee or the Chairperson, upon request, an account of all his or her

transactions as Treasurer and of the financial condition of the Corporation. He or she shall be responsible for filing reports as required by law. All the above mentioned duties may be delegated by the Board of Directors.

- (e) The Executive Director shall serve as the chief operating officer of the Board of Directors and the Corporation and shall be responsible for carrying out the directions of the Board of Directors, and in general, shall have active management of the day to day business affairs of the Corporation. The Executive Director shall be responsible for the administration of the Corporation and its activities, in the areas and subject to the policies established by the Board of Directors. The Executive Director shall render to the Board of Directors upon request, progress reports on the condition and activities of the Corporation and shall make informal progress reports at meetings of the Board of Directors and shall call to the attention of the directors any matter requiring their action or notice. The Executive Director shall report to the entire Board of Directors and shall not be directly responsible to the Chairperson of such Board and shall not have voting privileges at Board Meetings.

ARTICLE V

PARLIAMENTARY AUTHORITY

The business meetings of this Corporation shall be conducted according to the latest edition of Roberts Rules of Order, Newly Revised, unless otherwise specified by action of a majority of the Board of Directors.

ARTICLE VI

ACCOUNTING PERIOD

The business of the Corporation shall be conducted on a calendar year basis.

ARTICLE VII

AUDIT

The financial books of the Corporation shall be audited as deemed necessary by an auditor who shall not be a director of this Corporation.

ARTICLE VIII

INDEMNIFICATION

Each director, officer, advisor, agent or employee, whether or not then in office, shall be indemnified by the Corporation in accordance with the provisions of Minnesota Laws 1969, Chap. 983 and any amendments thereto, against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any threatened or real action, suit or proceeding whether civil, criminal, administrative or investigative, in which he or she may be involved by reason of his or her being or having been a director, officer, advisor, agent or employee of the Corporation, such expenses to include the cost of reasonable settlement (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any director, officer, advisor, agent or employee with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his or her duty as such director, officer, advisor, agent or employee nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director, officer, advisor, agent or employee in conducting such litigation to a final conclusion. The Corporation shall not pay indemnification hereunder without prior court approval in the event the same is required by the laws of the State of Minnesota. The

foregoing right of indemnification shall not be exclusive of other rights to which any director, officer, advisor, agent or employee may have been entitled as a matter of law or under any By-Law, agreement, vote of the shareholders or otherwise and shall not be deemed a limitation upon the powers granted to Corporation generally by said laws of the State of Minnesota. With respect to the person who is or was serving as a director, officer, advisor, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the indemnification provided for herein shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Board of Directors and the Corporation, other than the officers so authorized by these By-Laws, to enter into any contract or execute and delivery any instrument in the name of and in behalf of the Corporation.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued 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.

ARTICLE X

GIFTS, BOOKS, AND RECORDS

Section 1. Gifts. The Board of Directors may accept or reject on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 2. Books and Records. The Board of Directors shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors, any committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses and telephone numbers of the directors.

ARTICLE XI

TRANSFER OF ASSETS, DISSOLUTION AND LIQUIDATION

Section 1. Transfer of Property. The Corporation may sell, lease, exchange, mortgage, encumber, or dispose of all, or substantially all, of its property and assets, including its goodwill, when authorized, at a meeting of the Board of Directors duly called for that purpose, by an affirmative vote of two-thirds (2/3) of all the directors. Said sale, lease, exchange, mortgage, encumbrance, or other disposition shall be upon such terms and conditions and for the consideration so authorized by the directors.

Section 2. Merger. This Corporation may merge or consolidate with another nonprofit corporation upon the vote of two-thirds (2/3) of all directors and subject to the terms of these By-Laws, the Articles of Incorporation of this Corporation, and the provisions of the Minnesota Nonprofit Corporation Act.

Section 3. Liquidation. Upon liquidation or cessation of the activities of the Corporation, the Board of Directors shall determine by a majority vote of the membership of the Board of Directors, the manner in which the property and assets of the Corporation are to be distributed in accordance with Article XI of the Articles of Incorporation of this Corporation.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time of the event to which such notice would have pertained shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENT(S) TO BY-LAWS

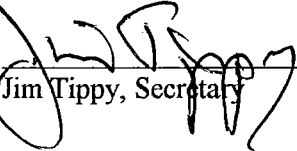
Amendment Procedure. These By-Laws, except those affecting members voting privileges, may be amended by an affirmative vote of a majority vote of the Board of Directors at any annual or special meeting, provided that written notice of the proposed amendment, alteration, change, addition, or repeal shall have been given to all directors, members by personal delivery, mail or electronic communication not less than fourteen (14) days prior to such meeting. For any matters affecting member voting privileges, these By-Laws may be amended by an affirmative vote of a majority of the members at any annual meeting of the Corporation or special meeting thereof, provided that written notice thereof has been given to all members in the same manner and time provided herein for notice to directors.

The re-stated By-laws are approved by the Board of Directors this 28 Day of June, 2004.



Edward C. Frederick, Chairperson

ATTEST:



Jim Tippy, Secretary