

ARTICLES OF INCORPORATION AND BYLAWS
of
THE GARDEN CITY CO-OP, INC.
Garden City, Kansas
As Amended and Restated December 7, 2016

ARTICLES OF INCORPORATION

The Garden City Co-op, Inc. originally incorporated in 1919, amended and restated its Articles of Incorporation December 7, 2016, upon approval of two-thirds (2/3rds) of directors, and then ratified by the affirmative vote of two-thirds (2/3rds) of the voting stockholders present and voting at an Annual Meeting duly called for such purpose in accordance with K.S.A. 17-1608 and K.S.A. 17-6605.

ARTICLE I

The name of this association is The Garden City Co-op, Inc.

ARTICLE II

The location of the registered office of the association is 106 North 6th Street, Garden City, Finney County, Kansas 67846.

ARTICLE III

The name and address of the resident agent of this association in this state is The Garden City Co-op, Inc., 106 North 6th Street, Garden City, Finney County, Kansas 67846.

ARTICLE IV

The purposes for which this association is formed are: (1) to engage in any activity in connection with the marketing or selling of agricultural products of its Members, or with the harvesting, threshing, milling, preserving, drying, processing, canning, packing, storing, handling, shipping, or utilization thereof, or with the manufacturing or marketing of the byproducts thereof; (2) to manufacture, sell or supply to its Members and other patrons with products, machinery, equipment or supplies, appliances and services and to engage in any activity in connection therewith; (3) to do a public warehousing business and engage in interstate commerce; (4) to engage in the financing of the above stated activities; (5) to deal in the products of nonmembers; manufacture, sell or supply to nonmembers services, products, machinery, equipment or supplies, whether or not supplied to Members; and otherwise engage in business with nonmembers; and (6) to engage in any lawful business activity which may be undertaken by farmers' cooperatives, provided however, that this association shall not engage in the banking business.

ARTICLE V

The term of this association shall be perpetual.

ARTICLE VI

SECTION 1. The number of directors of this association shall be not less than five (5) nor more than eleven (11), as shall be provided in the Bylaws of this association, and directors shall serve terms of three (3) years, PROVIDED HOWEVER, that the terms of the directors for the purpose of changing the number of directors may be less than three (3) years, as conclusively established by the Bylaws of this association and any amendments thereto, PROVIDED FURTHER, HOWEVER that the Bylaws may grant authority to the Board of Directors to amend the Bylaws to increase the number of directors to as many as eleven (11) directors effective until the next annual meeting or special meeting of Members called for such purpose.

SECTION 2. From and after the effective date of this Article no Member or stockholder of this association may threaten, make, or assert any claim for monetary damages for breach of fiduciary duty against any present or past director of this association for any act or omission occurring after such effective date, provided however, that the foregoing limitation of director liability shall not eliminate or limit the liability of any such director (a) for any breach of the director's duty of loyalty to the corporation or its

Members or stockholders, (b) for any action or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (c) for any unlawful payment of dividends or other violations of the provisions of K.S.A. 17-6424 and amendments thereto, or (d) for any transaction from which such director derived an improper personal benefit.

ARTICLE VII

SECTION 1. The capital stock of this association shall be \$250,000,000 and shall be divided into 100,000,000 shares of common stock, 100,000,000 shares of preferred stock; and 50,000,000 shares of participating stock, all with a par value of \$1 per share.

SECTION 2. The common stock of this association may be purchased, owned or held only by producers of agricultural products and cooperative associations organized under the Kansas Cooperative Marketing Act, who shall patronize the association in accordance with uniform terms and conditions prescribed thereby, and only such persons shall be regarded as eligible Members of the association. In the event the Board of Directors shall find, following a hearing, that any of the common stock of this association is held by or has come into the hands of any person who is not an eligible member, such persons shall have no rights or privileges on account of such stock or vote or voice in the management or affairs of the association (other than to participate in accordance with law in the case of dissolution), and the association shall have the right to cancel any such stock on the books and records of the association and issue in lieu thereof participating stock with a par value equal to the par value of any stock so canceled. Dividends at a rate not exceeding the limitations provided in the Bylaws may, at the discretion of the Board of Directors, be paid on outstanding common stock. The common stock of this association may be transferred only with the consent of the Board of Directors and on the books of the association, and then only to persons eligible to hold the same, and no purported assignment or transfer shall pass to any person not eligible to hold the same rights or privileges on account of such stock or vote or voice in the management or affairs of the association. Except upon dissolution or distribution of the assets of the association, common stock may be redeemed or retired in whole or in part at book or par value, whichever is less, only as conclusively determined by the Board of Directors and only at the discretion of the Board of Directors in accordance with the Bylaws of this association, provided that said Common stock is redeemed, retired, or repurchased only in the same order as originally issued by year, or for the purpose of settlement of an estate in case of death. Each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders, regardless of the number of shares of stock owned. This association shall have a lien on all its issued common stock for all indebtedness of the holders thereof to the association, which lien may be exercised only at the discretion and direction of the Board of Directors. Each certificate of common stock shall have the foregoing provisions of this section printed thereon.

SECTION 3. The participating stock of this association shall be nonvoting and may be purchased, owned or held by any person, trust, firm, partnership, limited liability company, corporation, or association who has been approved to participate in the savings of this association in accordance with the Bylaws of this association. Participating stock may be transferred only upon the books of the association and may be redeemed or retired in whole or in part at book or par value, whichever is less, only as conclusively determined by the Board of Directors, and only at the discretion of the Board of Directors in accordance with the Bylaws of this association, provided that said participating stock is redeemed, retired, or repurchased only in the same order as originally issued by year, or for the purpose of settlement of an estate in case of death. This association shall have a lien on all its participating stock for all indebtedness of the holders thereof to the association, which lien may be exercised only at the discretion and direction of the Board of Directors. Upon the dissolution or distribution of the assets of this association, the holders thereof shall be entitled to distribution on the same basis as common stock. Each certificate of participating stock shall have the foregoing provisions of this section printed thereon.

SECTION 4. The preferred stock of this association shall be nonvoting and may be purchased, owned, or held by any person, trust, firm, partnership, limited liability company, corporation, or association who has been approved by the Board of Directors. Dividends at a rate not exceeding the limitations of the Bylaws may, at the discretion of the Board of Directors, be paid on outstanding preferred stock. Preferred stock may be transferred only upon the books of the association and may be redeemed or retired in whole or in part at book or par value, whichever is less, only as conclusively determined by the Board of Directors and only at the discretion of the Board of Directors in accordance with the Bylaws of this association. This association shall have a lien on all its preferred stock for all indebtedness of the holders thereof to the association, which lien may be exercised only at the discretion and direction of the Board of Directors. Upon the dissolution or distribution of the assets of this association, preferred stock shall be entitled to priority over common stock, participating stock and any distribution on account of any non stock capital accounts or credits, including but not limited to stock credits, ledger credits, revolving fund credits, per unit retains, non qualified allocation credits and other book credits for which provision is made in the Bylaws. PROVIDED HOWEVER, that upon such dissolution or distribution, the holders of preferred stock shall be entitled to receive the par or book value thereof, whichever is less. Notwithstanding any other provision in these Articles of Incorporation or the Bylaws of this association, the Board of Directors shall have authority, at the Board's sole and absolute discretion to retire, redeem, or repurchase the preferred stock of this association at any time, PROVIDED HOWEVER, that any such retirement, redemption, or repurchase shall be on a pro-rata basis to the holders of all issued and outstanding shares of preferred stock.

SECTION 5. The Bylaws of this association may provide for and establish such non-stock capital accounts or credits as shall be necessary or proper for the purpose of furthering the cooperative character of this association and for the purpose of providing such additional capital as may be required for the continued effective operation of this association. Such non-stock capital accounts may include, but shall not be limited to, stock credits, revolving fund credits, ledger credits, per-unit retains, nonqualified allocation credits, and such other book credits for which provision is made in the Bylaws; and such credits may be redeemed, retired, or repurchased only in accordance with the said Bylaws of this association. This association shall have a lien upon all such non-stock capital accounts or credits, which lien may be exercised only at the discretion and direction of the Board of Directors.

BYLAWS

ARTICLE I MEMBERSHIP

SECTION 1. **QUALIFICATIONS AND MEMBERSHIP.** Any person, trust, firm, partnership, limited liability company, corporation or association, including both landlords and tenants in share tenancies, who is a bona fide producer of agricultural products in the territory in which this company is engaged in business, and who agrees to be a patron of this association and to abide by the Bylaws of this association, may become a Member by acquiring fifty (50) shares of common stock and meeting such conditions as may be prescribed by the Board of Directors. This cooperative shall admit to membership every applicant who (1) applies for admission for the purpose of participating in the activities of the cooperative, and (2) meets all the requirements for application and membership under these Bylaws, the statutes of the State of Kansas and policies established by the Board of Directors, EXCEPT, that the cooperative may refuse admission to an applicant if the Board of Directors finds that the applicant's admission would prejudice the interests, hinder or otherwise obstruct or conflict with any purpose or operation of this cooperative.

SECTION 2. **QUALIFICATIONS AND PARTICIPATION.** Any person, trust firm, partnership, limited liability company, corporation, or association who is not qualified for membership in this association, pursuant to Section 1 above, who agrees to be a patron of this association and to abide by the Bylaws of this association, may become a participating patron of this association by executing such individual consent form stating his/her social security number or identification number and consenting to the provisions of Article II, Section 4, hereof, and by acquiring fifty (50) shares of participating stock and meeting such

conditions as may be imposed by the Board of Directors. This provision shall not prohibit the association from transacting business with persons who do not meet the qualifications of this or the foregoing section.

SECTION 3. **APPLICATION FOR MEMBERSHIP AND PARTICIPATION.** Any person eligible and desiring to become a Member, and any person ineligible to become a Member but desiring to participate in the savings of the association shall execute and sign an application for membership or participation in such form as may be prescribed by the Board of Directors. No person shall become a Member or be entitled to participate in the savings of the association until the Board of Directors has approved his/her application.

SECTION 4. **TRANSFER OF STOCK.** Common stock of the association shall not be transferred to anyone not engaged in the production of the agricultural products handled by the association or the user of farm supplies handled by the association, and any such purported transfer shall be void and of no effect; and PROVIDED FURTHER, that no transfer of common, participating or preferred stock, or of any nonstock capital credits will be effective without the consent of the association's Board of Directors, and any such transfer shall only be effective when made on the association's books and records.

SECTION 5. **ANNUAL MEETING.** The annual meeting of the Members of the association shall be held within six months after the close of the fiscal year at such hour and date, within the association's operating area, State of Kansas, as may be determined by the Board of Directors.

SECTION 6. **SPECIAL MEETINGS.** Special meetings of the Members of the association may be called and held at any time and place within the association's operating area, State of Kansas, by order of the Board of Directors, and the Board shall call a special meeting of the Members of the association upon written request of not less than ten percent (10%) of the Members of the association entitled to vote, stating the time, place and purpose of the meeting.

SECTION 7. **NOTICE OF MEETING.** Notice of all meetings of the Members of the association shall be mailed to each Member of the association at his/her last known address, together with a statement of the purpose thereof, at least ten (10) days prior to the date of the meeting.

SECTION 8. **MEMBER VOTING.** Voting by proxy or by power of attorney shall not be permitted but a corporation or other not natural person may vote by and through its duly authorized representative. Absentee members may vote at any annual or special membership meeting by return of mail ballot furnished to them, or by email or other electronic means as permitted by the board of directors and described in the Notice of Meeting provided that the voting process meets the following conditions: (1) the Notice of Meeting, ballot and balloting procedure must be mailed to the last known address of every voting member in the association; (2) such Notice of Meeting must state the return address of the association and the method for voting by return mail or email or other electronic means; (3) such Notice of Meeting must state the full proposal being considered, and state the method for the member to indicate whether member favors or opposes the proposal, and a method for the member to sign the mail ballot or otherwise verify the member's vote, and return the ballot or vote to the association prior to the subject meeting; (4) the member's ballot, as described above, shall be considered whenever the final vote is taken at such meeting or continuation thereof unless the member participates at the meeting and requests the surrender to member of the member's mail or electronic ballot.

SECTION 9. **QUORUM.** Five (5%) percent of the voting membership or fifty (50) of the Members of the association entitled to vote, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the association; but in the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained. No notice of adjourned meetings shall be required.

SECTION 10. **VOTING POWER OF MEMBERS.** At all meetings of the stockholders, each holder of common stock shall be entitled to cast one, and only one, vote irrespective of the number of shares of common stock owned. If common stock is held in a joint or common tenancy, the joint or common tenants shall be considered to be a single holder of the shares of

common stock and may cast one, and only one, vote which may be cast by any one of the joint or common tenants.

SECTION 11. ORDER OF BUSINESS. The order of business at the annual meetings, and so far as possible at all other meetings, shall be:

1. Proof of quorum
2. Proof of due notice of meeting
3. Reading and/or disposal of minutes
4. Reports of management, officers, and committees
5. Election of directors
6. Old business
7. New business
8. Adjournment

ARTICLE II

Allocation and Distribution of Net Savings

SECTION 1. DETERMINATION AND ALLOCATION. The association operates as an agricultural cooperative under Subchapter T of the Internal Revenue Code, and as such, makes payments or allocations to members as described in Section 1382(b). Cash payments to members may be in the form of a per-unit retain paid in money for product delivered by the member for sale by the association, patronage dividend on the net savings, or payment on qualified or non-qualified written notices of allocation as further described below. Non-cash allocations to members may be in the form of qualified or non-qualified per-unit retain certificates or patronage dividend certificates, known collectively as written notices of allocation. Per-unit retains paid in money and per-unit retain certificates shall be deducted as part of the association's costs in arriving at net savings. Net savings (loss) shall be determined in accordance with the applicable rules and regulations for computing federal income taxes in order to determine the overall net savings (loss) of the association available for patronage allocations. The Board of Directors of this association shall have the authority prior to the beginning of each fiscal year to review the adjustments required for computing the net savings (loss) on the federal income tax basis to determine that those adjustments represent a fair and equitable adjustment to the members for that fiscal year. Any such adjustments should be consistently applied. The association shall then allocate and distribute said net savings as follows:

(a) All savings from non patronage sources, and all savings accruing from customers who are not voting Members, participating patrons or approved applicants shall be credited to the general reserve.

(b) The Board of Directors of this association shall have the authority, at its discretion, to establish and maintain a reasonable reserve for any necessary purpose including but not limited to provision for the erection and construction of buildings and facilities required in the business of the association, or for the purchase and installation of machinery and equipment, or to retire indebtedness incurred for such purposes, or for allowance for doubtful accounts receivable or other indebtedness due the association.

(c) The remaining net savings shall be allocated among all voting Members, participating patrons and approved applicants upon an equitable patronage basis, according to the proportion of each of the aforementioned Member's or patron's business to the entire amount of such business transacted by the association and set up as a patronage allocation.

(d) Provided that the association is operated on the principle of one - Member one-vote, the Board of Directors may at its discretion declare and pay non cumulative dividend(s) on outstanding common stock, and/or preferred stock without reducing amounts available for patronage allocation.

SECTION 2. WRITTEN NOTICE OF ALLOCATION. Within eight and one-half (8 1/2) months after the close of the association's fiscal year, the Board of Directors shall make allocation of each Member's and participating patron's share of the net savings, and within that period the association shall notify each such patron, in writing, in accordance with 26 U.S.C. 1388, of the amount of the allocation to each such patron.

SECTION 3. DISTRIBUTION OF ALLOCATION. (a) The patronage

allocation, described at Sections 1 and 2 above, may be distributed to Members in cash, common stock, or stock credits, or nonqualified notices of allocation, PROVIDED HOWEVER, that said distribution shall be in the form of cash and/or nonqualified notices of allocations, unless not less than the minimum amount of cash is paid to such persons to qualify such allocation for a taxable deduction from the income of the association in accordance with the federal income tax laws, 26 USC 1381 through 1388, inclusive.

(a) The patronage allocation, described at Sections 1 and 2 above, may be distributed to Participating Patrons in cash, participating Stock, or credits, or nonqualified notices of allocation, PROVIDED HOWEVER, that said distribution shall be in the form of cash and/or nonqualified notices of allocations, unless not less than the minimum amount of cash is paid to such persons to qualify such allocation for a taxable deduction from the income of the association in accordance with the federal income tax laws, 26 USC 1381 through 1388, inclusive.

(b) Qualified Allocations. Patronage allocations which are to be qualified, as described above, shall be paid partly in cash within the eight and one-half (8 1/2) month notification period described above. After the payment of the minimum cash payment required to qualify said allocation for tax purposes under federal income tax laws, the balance of the allocation shall be applied toward the purchase of shares of common stock. After the payment of the minimum in cash, as required by Federal Internal Revenue laws to qualify such allocation for tax purposes, the balance of the allocation due approved participating Patrons ineligible to become voting members, shall be applied toward the purchase of shares of participating Stock.

(c) Nonqualified Allocations. Patronage allocations which are not qualified, pursuant to subsection (a) above, need not be paid in cash in whole or in part. Each patron shall, within the notification period described above, receive notice of the allocation and notice that the allocation is not qualified for tax purposes. The association's books and records shall be maintained in such a manner that the capital contributed by each patron, in the form of nonqualified allocations, will be reflected by nonqualified allocation credits to his/her capital account. No interest will be paid on nonqualified allocations. Nonqualified allocation credits shall be transferable only upon the books of the association. In the event of any such transfer, the transferee shall obtain no greater right or interest therein than was possessed by the transferor. All of the debts of the association, both secured and unsecured, shall be entitled to priority over outstanding nonqualified allocation credits. Upon the dissolution, liquidation, or winding up of the association in any manner, said nonqualified allocation credits shall be retired in whole or in part only on a pro rata basis. Said retirement of nonqualified allocations, upon the dissolution, liquidation, or winding up of this association, shall be made only after the retirement of stock; PROVIDED HOWEVER, that nonqualified allocation credits shall not be retired at a value in excess of the stated book value thereof. At any time other than the dissolution, liquidation, or winding up of this association, said nonqualified allocation credits may be retired or redeemed in whole or in part at the discretion and at the direction of the Board of Directors, by payment in cash or in kind to the patron, or for the benefit of the patron to whom such nonqualified allocation or allocations were credited.

SECTION 4. CONSENT. Each person who hereafter applies for and is accepted to membership in this association, and each Member of this association on April 1, 1963, who continues as a Member after such date shall, by such act alone, consent that the amount of any distribution, with respect to such person's patronage accruing after said date, which is made in a qualified written notice of allocation (as defined in 26 USC 1388, and as described at subsection (a) above) and which is received by the patron from the association, will be taken into account by the patron at their stated dollar amount in the manner provided in 26 USC 1385(a) in the year in which such written notice of qualified allocation are received by such patron.

SECTION 5. REVOLVING CAPITAL STOCK. Common stock and participating Stock may be revolved on dissimilar bases.

(a) In order to further the cooperative character of the association and provide a means whereby its current patrons will furnish its capital requirements, the association may at its discretion redeem the

outstanding common stock based upon the year earned and issued. A proper record shall be established and maintained to conclusively establish the Member's name and the year(s) that deferred patron allocations were issued or contributed to capital in accordance with Section 3(a), (b) and (c) above. The crediting of such savings to capital shall, for all purposes, be deemed equivalent to the payment thereof in cash to the patron to whom they are credited and his/her contribution capital required for the continued operation of the association. When, in the opinion of the Board of Directors, the amount of such capital exceeds the amount required for such purposes, the outstanding common stock may be repurchased or redeemed in the same order as originally issued by years.

(b) In order to further the cooperative character of the association and provide a means whereby its current patrons will furnish its capital requirements, the association may at its discretion redeem the outstanding participating Stock based upon the year earned and issued. A proper record shall be established and maintained to conclusively establish the Patron's name and the year(s) that deferred patron allocations were issued or contributed to capital in accordance with Section 3(a), (b) and (c) above. The crediting of such savings to capital shall, for all purposes, be deemed equivalent to the payment thereof in cash to the patron to whom they are credited and his/her contribution capital required for the continued operation of the association. When, in the opinion of the Board of Directors, the amount of such capital exceeds the amount required for such purposes, the outstanding participating Stock may be repurchased or redeemed in the same order as originally issued by years.

SECTION 6. SETTLEMENTS OF ESTATES AND OTHER EQUITY RETIREMENTS. Notwithstanding any other provisions of these Bylaws, the Board of Directors at its discretion and direction shall have the power at any time to pay off, or retire, or secure a release or satisfaction of any common stock, preferred stock, participating Stock, revolving fund credits, patronage ledger credits, or stock and nonqualified allocation credits and other book credits, for the purpose of facilitating the settlement of an estate in case of death.

SECTION 7. LOSSES. If, in any fiscal year, the association shall incur a net operating loss which is recognizable for tax purposes, the Board of Directors shall have full authority to charge off such loss either against the net savings of future years or against past reserves or other funds or credits, or in such other manner as will afford the association the maximum benefit for tax purposes. The balance of said net savings which remain after the foregoing deductions, shall be deemed to be "Net Savings for Allocation and Distribution," pursuant to Article II, Section 1.

In the event that the Board of Directors determines the loss to be extraordinary, the Board of Directors shall have the authority to apportion such loss or any portion thereof among the Members, participating patrons and approved applicants who did business with the association during the period to which the loss relates on an equitable basis and to recoup the amount due from each such Member or patron by offsetting it, in whole or part, against any amounts which the Member or patron has invested in the capital of the association (including, but not limited to, common stock, preferred stock, participating stock, stock credits, and non-stock book or capital accounts or credits (qualified or nonqualified) however described) or against patronage dividends due such Member or patron in future years. In the event that the Board of Directors shall determine that the extraordinary loss does not relate to an identifiable period, the Board of Directors shall have the authority to apportion such loss or any portion thereof among the Members, participating patrons and approved applicants pro rata based upon the amounts which such Members and patrons have invested in the capital of the association and to recoup the amount due from each Member or patron by offsetting it, in whole or part against any amounts which the Member or patron has invested in the capital of the association. Provided, however, that nothing herein shall be construed to make a Member, participating patron or approved applicant personally liable or otherwise responsible for all or any portion of the loss otherwise than by offset against the Member or patron's investment in the capital of the association or against future patronage dividends.

SECTION 8. SETOFF. The association, at its option, shall be entitled to set off, against any claims which it may have against any Member or

participating patron, any amounts which the association may owe the patron. The association may exercise its lien upon the Member's/Patron's capital investments in the association, as provided in the Articles of Incorporation, and it may set off against any claims which it may have against any Member or participating nonmember any amounts which the patron has invested in the capital of the association including, but not limited to, common stock, preferred stock, participating Stock, **revolving fund credits**, ledger credits, per unit retains, and nonqualified allocation credits.

ARTICLE III Dissolution

Section 1. DEBTS. Upon the dissolution or final distribution of the assets of the association following the payment of the costs of liquidation and dissolution all debts of the association shall first be paid in order of priority at law.

Section 2. STOCK AND EQUITY. Any assets remaining after the discharge of debts and liabilities of the association above shall be distributed to the shareholders and patrons in the following priorities:

(a) Preferred Stock. Holders of shares of preferred stock shall first be paid on a pro rata basis and shall be limited to the par value of preferred shares, plus any declared but unpaid dividends, then

(b) Book Credits. Holders of revolving fund and/or ledger credits, per unit retains, and all other non-stock book credits including nonqualified allocation credits shall be paid pro rata as a single class, then

(c) Common stock and common stock credits, participating stock and participating stock credits will be paid on a pro rata basis as a single class.

Section 3. EXCESS. After the application of Sections 1 and 2 above, any remaining or excess assets will be distributed to members and patrons on a pro rata basis of their total outstanding allocated members equity that was unpaid immediately prior to the application of Section 2 (b) and (c) above.

ARTICLE IV Pooling and Per-Unit Retains

SECTION 1. DEFINITION. The term "per-unit retain certificate" means any capital stock, **revolving fund credits**, ledger credit, retain certificate, certificate of indebtedness, letter of advice, or other written notice:

(1) Which is issued to a patron with respect to products marketed for such patron;

(2) Which discloses to the patron the stated dollar amount allocated to him/her on the books of the cooperative association; and

(3) The stated dollar amount of which is fixed without reference to net earnings.

SECTION 2. AUTHORIZATION FOR POOLING. The association may, at the discretion of its Board of Directors, make and execute marketing contracts. Such contracts may, when voluntarily executed by a Member, require such Member to sell for any period of time, not over ten (10) years, all or any specified part of their agricultural or specified commodities exclusively to or through the association or any facilities created by the association, including any central agency of which the association or any other similar associations are or may become Members and providing for the marketing of such products upon a pool or pooling basis. The association, within the discretion of its Board of Directors, is authorized from time to time to establish daily, weekly, monthly or seasonal pools of wheat or other commodities to be marketed by it on a pooling basis under contracts with Members or approved applicants for membership; such pools to be of the same variety, grade and quality of products, and as to which all producers having wheat or other commodities in a particular pool shall share ratably in the net proceeds thereof.

SECTION 3. POOL PAYMENTS - DISTRIBUTION OF POOL PROCEEDS - PER-UNIT RETAINS. The association may make advances to pool participants for commodities delivered to the association

on a pooling basis and may make progress payments for commodities delivered before final settlement therefor.

Net proceeds arising from pooling activities shall be allocated to each pool participant. Settlement of closed pools shall be made not later than sixty (60) days after the close of the association's fiscal year in which such pool or pools are closed. Final settlement shall be made after deduction of all advances, expenses and per-unit retains from the gross proceeds of each pool.

In order to provide permanent and operating capital for the association's corporate and capital purposes, the Board of Directors may, at their discretion, provide for such capital through per-unit retains from Members participating in the pooled marketing of commodities. Per-unit retain contributions shall be in proportion to the participant's respective use of the facilities and services furnished by the association. The proportionate share of such amounts to be contributed by each pool participant shall be based upon:

- (1) The capital requirements for the particular products or commodities marketed by the individual pool participant;
- (2) The established volume and/or value of such products marketed by said pool participant through the association, all as determined by the association's Board of Directors.

Any person desiring to participate in a commodity pool must be a Member or an approved applicant for membership, and such pool participant shall first apply all per-unit retains toward the permanent capital requirements of Article II of these Bylaws. After such capital requirements are met, such per-unit retains shall be applied and subject to the conditions of Article II, Sections 3, 5 and 6 of the Bylaws.

SECTION 4. NOTIFICATION. As soon after the conclusion of each fiscal year as may be conveniently done, but within eight and one-half (8 1/2) months after the close of the fiscal year of the association, the Board of Directors shall cause to be mailed or otherwise delivered to each pool participant a per-unit retain certificate, as defined in Section 1 of this Article, which shall show the dollar amount of such participant's capital contribution derived from per-unit retain retention.

SECTION 5. PER-UNIT RETAIN FUND. Funds arising from per-unit retains, as defined in Section 1 of this Article, shall be used for the purpose of building such an amount of capital as may be determined necessary by the Board of Directors from time to time and for acquiring such capital within the limits prescribed by Article II hereof. When so credited, such per-unit retain credits shall be regarded, for all purposes, as contributions to the capital of the association.

SECTION 6. CONSENT TO PER-UNIT RETAIN CREDITS. Each person who hereafter applies for and is accepted for membership of this cooperative on the effective date of this Bylaw who continues as a Member after such date shall, by such act alone, consent and agrees to treat the stated dollar amount of all qualified per-unit retain credit received by such patron, in connection with products marketed through the cooperative on and after August 31, 1975 as representing cash distribution, which such patron has constructively received then reinvested in the capital of the cooperative.

ARTICLE V Directors

SECTION 1. QUALIFICATION. The general supervision, management and control of the association shall be vested in a Board of Directors, each of whom shall be an active Member of the association. No person shall be eligible for the office of director if he/she is in competition with or is affiliated with any enterprise (other than a cooperative) that is in competition with the association; and if a majority of the Board finds, at any time following a hearing, that any director is so engaged or affiliated, he/she shall thereupon cease to be a director.

SECTION 2. ELECTIONS AND TERM OF OFFICE

- (a) There shall be seven (7) Directors of this association, provided

however, that in connection with the merger or acquisition on another cooperative or other business entity, the Board of Directors shall have the power and authority to increase the number of Directors to eight, nine, ten, or eleven effective after not less than twenty (20) days following notice mailed to each Member of the association at his/her last known address, provided however, that any such increase in the number of Directors is subject to ratification at the association's next Annual Meeting, or special meeting called for such purpose.

- (b) Directors shall serve for terms of three (3) years and until their successors are duly elected and qualified, except that any Director appointed to fill a vacancy created by an amendment to subsection (a) above may serve an initial term of less than three (3) years. The terms of Directors shall be staggered so that the terms of not more than three (3) Directors shall expire in any one year.

- (c) Directors shall be elected by the active Members of the association at the Annual Meeting. Nominations for Directors may be made by a nominating committee, petition of Members or balloting, provided that nominations shall be requested of the membership from the floor in session at the Annual Meeting. All elections shall be by secret ballot, except where there is only one nominee for an expiring term or vacancy, and the nominee receiving the greatest number of votes shall be elected.

- (d) **Term Limitations.** No director shall be eligible to serve on the Board of Directors for more than four (4) consecutive three (3) year terms; provided, however, when a Director is appointed to fill an unexpired term such unexpired term shall not be counted in determining the term limitations applicable to such Director. After the lapse of one year, such Member shall again be eligible for election to the Board of Directors.

- (e) **Executive Committee.** The Board of Directors may appoint each year from their own number an Executive Committee of three (3) Members. This Executive Committee shall have such powers and duties as may, from time to time, be prescribed by the Board of Directors.

SECTION 3. VACANCY. Whenever a vacancy occurs in the Board of Directors, other than by the expiration of a term of office, the remaining directors shall appoint a Member to fill the vacancy until the next annual meeting of the Members of the association, whereupon a successor shall be elected to fill the unexpired term.

SECTION 4. ORGANIZATION MEETING AND ELECTION OF OFFICERS. The organization meeting of the Board of Directors shall be held as soon as practicable following the annual meeting of the Members of the association, at which time the Board of Directors shall elect, by secret ballot (except when there is only one nominee for an officer position), a chairperson, vice-chairperson, secretary, treasurer, or a secretary-treasurer, and such other officers as the Board of Directors may consider necessary, each of whom shall hold office for one year or until the election and qualification of a successor. Only the chairperson and vice-chairperson need be directors. Nominations for officers of the corporation may be made from the floor by any director serving on the Board of Directors as of the date of such organizational meeting.

SECTION 5. MEETINGS. Regular meetings of the Board of Directors shall be held monthly or at such other times and such places as the Board may determine. Special meetings shall be held whenever called by the chairperson or by a majority of the directors. Notice of all meetings of the directors shall be mailed to each director at least three (3) days prior to the day of the meeting, or given in person or by telephone at least twenty-four (24) hours prior to the time of the meeting, PROVIDED that notice of all meetings may be waived in writing by all the directors. A majority of the directors shall constitute a quorum at any meeting of the Board.

SECTION 6. COMPENSATION. The directors shall receive such compensation for attendance at each regular or special meeting of the Board, or for such other service as may be performed in the conduct of the business of the corporation, as the Board of Directors shall from time to time determine. The directors shall also be reimbursed for any personal expense incurred in connection with the business of the corporation.

SECTION 7. REMOVAL OF DIRECTOR OR OFFICER. Any Member of the association may bring charges against an officer or director by filing

them, in writing, with the secretary of the association, together with a petition signed by at least ten percent (10%) of the Members, requesting the removal of the officer or director in question. Within sixty (60) days after the receipt of such petition, at the annual meeting or at a special meeting of Members called for such purpose, and by a vote of the majority of all members, the association may remove the officer or director and fill the vacancy. The director or officer against whom charges have been brought shall be informed, in writing, of the charges prior to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses, and the person or persons bringing the charges shall have the same opportunity.

SECTION 8. BONDS AND INSURANCE. The Board of Directors shall require the manager and all officers, agents and employees, charged by the association with the responsibility for the custody of any of its funds or negotiable instruments, to give adequate bonds. Such bonds shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by the association. The Board of Directors shall provide for the adequate insurance of the property of the association or property which may be in the possession of the association or stored by it, and not otherwise adequately insured; and, in addition, adequate insurance covering liability for accidents to all employees and the public.

SECTION 9. AUDITS. At the close of each fiscal year, the Board of Directors shall secure the services of a competent and disinterested public accountant, who shall make a careful audit of the books and accounts of the association and render a report in writing thereon to the Board of Directors of the association. This report shall include at least (1) a balance sheet showing the true assets and liabilities of the association, (2) an operating statement for the fiscal period under review, and (3) an itemized statement of all expenses for the period under review. A summary financial statement based on the above described audit shall be made available to Members annually.

SECTION 10. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES. Directors, officers, employees and agents of the association may be entitled to indemnification as provided in K.S.A. 17-6305.

SECTION 11. REFERENDUM. Upon demand of not less than one third (1/3) of the Members of the entire Board of Directors, any matter that has been approved or passed by the Board of Directors shall be referred to the membership for decision at the next special or regular meeting of the membership.

ARTICLE VI Duties of Officers

SECTION 1. DUTIES OF CHAIRPERSON. The chairperson shall (1) preside over all meetings of the association and of the Board of Directors; (2) call special meetings of the Board of Directors, and (3) perform all acts and duties usually performed by an executive and presiding officer and such other duties as may be prescribed by the Board of Directors.

SECTION 2. DUTIES OF VICE-CHAIRPERSON. In the absence or disability of the chairperson, the vice-chairperson shall perform the duties of the chairperson; PROVIDED HOWEVER, that in case of the death, resignation or disability of the chairperson, the Board of Directors may declare the office vacant and elect a successor.

SECTION 3. DUTIES OF SECRETARY - TREASURER. The secretary-treasurer shall have general supervision of all books, records, and the seal of the association; shall issue notice of all stockholders' meetings, and shall attend and keep the minutes of the same. He shall sign all stock certificates with the president, shall keep complete stock certificate records, and perform such duties with respect to the finances of the association, as may be prescribed by the Board of Directors, and he shall perform other duties as are incident to his office.

SECTION 4. DUTIES OF ASSISTANT SECRETARY - TREASURER. The assistant secretary-treasurer shall render assistance to the secretary-treasurer whenever called upon to do so. In the absence or disability of the secretary-treasurer, he shall perform the duties of the secretary-treasurer. He shall also perform other duties that may be prescribed by

the Board of Directors.

ARTICLE VII Management

SECTION 1. POWER AND DUTIES. The Board of Directors shall provide for the management of the association and for the compensation of such management which shall have charge of the business of the association under the general control, supervision and direction of the Board of Directors. The chief executive officer of the association may be given the title of "General Manager" and/or "President" and/or "Chief Executive Officer," as determined by the Board of Directors, who shall employ, supervise and dismiss all agents and employees of the association and fix their compensation and so far as practicable, conduct the business on a cooperative basis in accordance with the Kansas Cooperative Marketing Act, the Articles of Incorporation and these bylaws; deposit in the name of the association, in a bank or banks selected by the Board, all money belonging to the association which comes into his/her possession, and if authorized to do so by the Board, make disbursements therefrom by check for the ordinary and necessary expenses of the association; maintain records and accounts in such a manner that the true and correct condition of the business may be ascertained therefrom at any time; furnish the Board a current statement of the business and affairs of the association at each monthly meeting of the Board and at the end of each fiscal year and at such other times and in such form as the Board may direct; carefully preserve and turn over to his/her successor all books, records, documents and correspondence pertaining to the business of the association which may come into his/her possession; and perform such other duties as may be prescribed by the Board. No Director shall serve as General Manager/President/Chief Executive Officer.

ARTICLE VIII Miscellaneous

SECTION 1. FISCAL YEAR. The fiscal year of the association shall end on August 31st.

SECTION 2. SEAL. The corporate seal of this corporation shall consist of two (2) concentric lines between which shall be the name of the association and the words "Incorporated 1919, Kansas".

SECTION 3. PRINTING. After adoption, these Bylaws shall be prepared in printed form, and a copy thereof shall be made available to each Member.

SECTION 4. RELATIONSHIP OF MEMBERS. The relationship of the holders of common stock, preferred stock, and participating stock to this association shall be that of a stockholder and shall not constitute the creation of a joint venture, partnership, or joint enterprise.

SECTION 5. AMENDMENT. These Bylaws may be altered, amended or repealed by a majority vote of the Members present and voting in person at any regular or special meeting of the Members of the association; PROVIDED HOWEVER, that notice of such meeting contains a statement of the purpose thereof.