

**RESTATED BYLAWS
OF
AMERICAN AGRICULTURAL LAW ASSOCIATION**

**Article I
Members**

Section 1. Qualifications. Membership in the Corporation will only be issued to individuals after they pay the dues for a particular membership year. The membership year will commence on June 1 and end on May 31 of each calendar year (the “Membership Year”). The dues will be set by the board of directors.

Section 2. Classes. The Corporation will be comprised of two classes of members, professional members and student members.

Section 3. Annual Business Informational Meeting. The annual meeting of the members will be solely information and shall be held in conjunction with the Corporation’s annual educational symposium at a time and place as determined by the board of directors.

Section 4. Member Meetings. A meeting of the members may be called for at any time by the board of directors or a signed petition of twenty percent (20%) of the members. The call for such meeting will include the purpose, state the place and/or means, day and hour of the meeting.

Section 5. Notice of Meeting. Notice of a meeting of the members shall be given once electronically transmitted to each member to their email address on their account of record. The notice shall state the purpose, place and/or means, day and hour of the meeting. Said notice shall be given not less than thirty (30) days prior to such meeting.

Section 6. Quorum. A quorum at a meeting of the members shall be fifty (50) members.

Section 7. Votes. A majority vote of a quorum of members present shall decide all questions, unless the act of a greater number is required to take any particular action under the Act.

**Article II
Board of Directors**

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

Section 2. Number and Composition. The board of directors shall be no greater than nine (9) and shall consist of six (6) directors elected by the membership, the president-elect, the president and the past president.

Section 3. Meetings. The board of directors shall meet regularly at such times and places as determined by the board of directors, but no less than at least quarterly.

Section 4. Notice of Meeting. Notice of a meeting of the board of directors shall be given once electronically transmitted to each director. The notice shall state the place and/or means, day and hour of the meeting. Said notice shall be given not less than forty-eight (48) hours prior to such meeting.

Section 5. Quorum. A quorum at a meeting of the board of directors shall be a majority of the directors. The chair of any meeting of the board of directors shall have the power to adjourn a meeting of the board of directors for lack of a quorum.

Section 6. Votes. A majority vote of a quorum of the board of directors present shall decide all questions except as set forth herein and under the Corporation's Articles of Incorporation, and unless the act of a greater number is required to take any particular action under the Act. The following actions require a two-thirds vote of a quorum of the board of directors present: (i) terminate the federal income tax exemption of the Corporation; (ii) merge, consolidate, liquidate or dissolve the Corporation; or (iii) sell all or substantially all of the assets of the Corporation.

Section 7. Presumption of Assent. A director of the Corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting.

Section 8. Unanimous Written Action by Directors. Any action required by the Act to be taken at a meeting of directors of the Corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or approved via electronic communication by all of the directors.

Section 9. Committees. The board of directors may determine and appoint committees, which shall have powers and duties as determined and set forth by the board of directors.

Section 10. Executive Director. The board of directors shall select an executive director who is not a director. The executive director shall have general charge and management of the ordinary business and affairs of the Corporation and perform such additional duties as set forth by the board of directors.

Section 11. Governance. The board of directors shall have the power and authority to adopt and enact policies, rules, and procedures governing any and all of the business or affairs of the Corporation that are not inconsistent with the Act, the Corporation's Articles of Incorporation or these Bylaws.

Article III Directors

Section 1. Directors. The directors of the Corporation shall consist of six (6) individuals.

Section 2. Qualifications. A professional member may only serve as a director if they are a member at the time of nomination, election or appointment and at all times during their term.

Section 3. Term. The term of a director elected by the membership shall be three (3) years and shall commence upon the adjournment of the annual meeting of the members and expire upon the adjournment of the annual meeting of the members. The terms of the directors elected by the membership shall be staggered with the election of two directors each year. Each director shall serve until (i) a qualified successor shall have been duly elected or appointed, (ii) their death or resignation, or (iii) their removal in the manner provided for in Section 7 of this Article.

Section 4. Nominations. Within thirty days of the start of the Membership Year, a committee comprised of the past president and two most recent past presidents will recommend to the board of directors for its consideration at least one nominee for each termed director position. Within sixty days of the start of the Membership Year, the board of directors will place into nomination at least one nominee for each termed director position.

Section 5. Elections and Votes. No later than thirty (30) days prior to the annual informational meeting of the members and for a period of at least thirty (30) days, the members will vote via electronic means for each termed director position. A majority of a vote of the members shall elect the nominee.

Section 6. Vacancies. A director vacancy may be filled by way of appointment by the board of directors.

Section 7. Removal. A director may be removed by the affirmative vote of two-thirds of the board of directors.

Article IV Officers

Section 1. Officers. The officers of the Cooperative shall consist of the president-elect, the president, the past president, and the secretary/treasurer. The secretary/treasurer may be appointed and does not have to be a member of the Corporation. All other officers must be a professional member at the time of nomination, election or appointment and at all times during their term.

Section 2. Term. The term of each officer shall be for one (1) year and shall commence upon the adjournment of the annual business informational meeting of the members and expire upon the adjournment of the annual business informational meeting of the members. Each officer will serve until (i) a qualified successor shall have been duly elected or appointed, (ii) their death or resignation, or (iii) their removal in the manner provided for in Section 4 of this Article.

Section 3. Vacancies. An officer vacancy may be filled by way of appointment by the board of directors.

Section 4. Removal. An officer may be removed by the affirmative vote of two-thirds of the board of directors.

Section 5. President-Elect. Candidates for president-elect will be nominated and elected in accordance with Sections 5 and 6 of Article II. In the absence of the president, the president-elect shall preside at all meetings of the board of directors and members. The president-elect shall perform all the duties incident to the office of president-elect and such other duties as may be assigned to them by the president or by the board of directors.

Section 3. President. The president-elect will become the president upon the expiration of their term as president-elect. The president shall be the principal officer of the board of directors and supervise and control the business and affairs of the Corporation within the framework and bounds of the orders, resolutions and policies from time to time enacted and established by the board of directors. The president of the board of directors shall from time to time report to the board of directors all matters affecting the interests of the Corporation which, in their judgment, should be brought to the attention of the board of directors. The president shall perform such other duties as may be prescribed by the board of directors.

Section 4. Past President. The president will become the past president upon the expiration of their term as president. In the absence of the president-elect, the past president shall perform the duties of the president-elect. The president-elect shall perform such other duties as may be assigned to them by the president or by the board of directors.

Section 5. Secretary/Treasurer. The secretary/treasurer will be appointed by the board of directors. The secretary/treasurer shall keep the minutes of the board of directors and member meetings; see that all notices are duly given in accordance with the provisions of the Corporation's Articles of Incorporation and these Bylaws or as required by law; be custodian of the corporate records; attest to execution of corporate documents by the officer authorized to execute the same on behalf of the Corporation; supervise the safekeeping of all assets, property, and complete books and records of all financial transactions of the Corporation; and, in general, perform all duties incident to the office of secretary/treasurer and such other duties as from time to time may be assigned to them by the president or by the board of directors.

Article VIII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of directors may by resolution authorize 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 evidence 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, Etc. All checks, drafts or other 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.

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 or other depositories as the board of directors may select.

Article XII Amendments

These Amended and Restated Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the board of directors.

Effective date of these Amended and Restated Bylaws, the fifth day of April 2021.

Scott Heidner

Scott Heidner, Secretary