

BY - LAWS  
GROWERS DIVISION  
WISCONSIN POTATO & VEGETABLE GROWERS ASSOCIATION, INC.  
As Amended February 2007

ARTICLE I

NAME, PURPOSE, OFFICE, TERRITORY AND SEAL

1. Name: The name of this Corporation is: Wisconsin Potato & Vegetable Growers Association, Inc.
2. Purpose:
  - (a) The Corporation shall be a non-stock, non-profit Corporation existing pursuant to Chapter 181, Wisconsin Statutes. The purposes of this Corporation are set forth in Article II of the Articles of Incorporation.
  - (b) No part of the net earnings of the Corporation shall inure to the benefit of any member, directors, officer, incorporator of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of the Corporation. The Corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  - (c) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(5) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
  - (d) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article VII of the Articles of Incorporation.
3. Office: The office of the Corporation is to be located in Antigo, Wisconsin. The Corporation may also have other offices in such places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.
4. Territory: The territory in which the operations of the Corporation are principally conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.
5. Seal: The Board of Directors may authorize the Corporation have a seal. If the Corporation does have a seal, the seal shall be circular in form and shall bear the name of Corporation. The Board of Directors may change the form of the seal or inscription thereof at their pleasure. If the Corporation does not have a Corporate seal, a statement to that effect shall be made on those documents requiring a seal.

ARTICLE II  
MEMBERSHIP

The membership shall consist of the following:

1. Only commercial growers of potatoes and/or vegetables and their employee representatives, in the State of Wisconsin, are eligible for membership in the Growers Division. Commercial growers outside the state of Wisconsin may be eligible for membership in the Growers Division upon approval by the WPVGA Board of Directors, and will be non-voting members.

2. Associate memberships are open to all manufacturers, corporations, distributors, dealers, and persons desiring to help improve the Wisconsin potato and vegetable industry.

3. Auxiliary memberships: Any person whose family is in the business of growing potatoes and/or vegetables and is willing to uphold its basic principles, and subscribe to the By-Laws may become a member upon payment of dues.

4. Associate auxiliary memberships: A person whose spouse or family is an Associate member of the WPVGA may become an Associate Auxiliary member upon payment of dues. They are non-voting members.

5. Honorary memberships are open to all current and retired state agency personnel, retired former grower members, and such other persons as the Board of Directors may decide.

6. The Vegetable Division is open to all process or fresh vegetable growers in the State of Wisconsin. The Vegetable Division shall be governed by a separate set of By-Laws subject to approval of the Wisconsin Potato & Vegetable Growers Association, Inc. The Vegetable Grower At-Large Director of the Wisconsin Potato & Vegetable Growers Association, Inc. shall have a seat on the Vegetable Division's Board of Directors.

ARTICLE III  
ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS

1. For the purpose of representation on the Board of Directors, the state is divided into four (4) separate districts as follows (Directors must be members of the Growers Division or Honorary Members from Wisconsin):

(a) District 1: Ashland, Barron, Bayfield, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Florence, Forest, Iron, Lincoln, Marinette, Oneida, Pepin, Pierce, Polk, Price, Rusk, St. Croix, Sawyer, Taylor, Vilas, Washburn.

(b) District 2: Brown, Door, Kewaunee, Langlade, Menominee, Oconto.

(c) District 3: Marathon, Outagamie, Portage, Shawano, Waupaca.

(d) District 4: Adams, Buffalo, Calumet, Columbia, Crawford, Dane, Dodge, Fond du Lac, Grant, Green, Green Lake, Iowa, Jackson, Jefferson, Juneau, Kenosha, La Crosse, La Fayette, Manitowoc, Marquette, Milwaukee, Monroe, Ozaukee, Racine, Richland, Rock, Sauk, Sheboygan, Trempealeau, Vernon, Walworth, Washington, Waukesha, Waushara, Winnebago, Wood.

2. There will be one director elected from District 1, two from District 2, three from District 3, three from District 4 and one Vegetable Grower representative for the whole state. Potato production shall be a major source of income of the nine directors from the four districts listed above, and vegetables shall be a major source of income of the Vegetable Grower representative.

3. A 2/3's majority vote is required for any action to be taken by the WPVGA Board of Directors.

4. Voting for directors will take place at the Annual meeting.

5. Growers will vote only for directors to represent their respective districts. A grower's respective district is determined by his or her farm location (not his or her residence). In the case a grower farming in multiple districts, the grower will designate his or her district. After making the initial district designation, any change must be approved by the WPVGA Board of Directors.

6. No director shall serve more than two consecutive three-year terms.

7. Vacancy: Each member of the Board shall serve until the successor has been either elected or appointed. In the event any office becomes vacant before the member organization has had an opportunity to fill it, the President of the Corporation may make an interim appointment from the respective district and the appointee shall serve until the member organization has either elected or appointed someone to so serve.

#### ARTICLE IV

#### BOARD OF DIRECTORS

1. Powers: All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of Wisconsin, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

2. Duties: The Board of Directors, pursuant to Chapter 181 of the Non-Stock Corporation Law shall present at the Annual Meeting of members, a report verified by the President and Treasurer or by a majority of directors, showing in appropriate detail the following:

(a) the assets and liabilities, including the funds of the Corporation as of the end of the fiscal year immediately preceding the Annual meeting, which shall be not more than four months prior to such meeting; (b) the

principal changes in assets and liabilities, including funds during the year immediately preceding the date of the report; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Corporation for both general and restricted purposes, during the year immediately preceding the date of the report; (e) the number of members of the Corporation as of the date of the report, together with a statement of increases or decreases in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The Annual Report of Directors shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual meeting of members.

3. Executive Director, Agents and Representatives: The Board of Directors may appoint or hire an Executive Secretary/Director and such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws to the extent authorized or permitted by law.

4. Contracts: The Board of Directors, except as these By-Laws otherwise provide, may authorize any officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

5. Voting Upon Shares of Other Corporations: Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meetings may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

6. Election of Officers: The Board of Directors, at their first regular meeting, following the Annual Meeting, shall elect for their officers, a President, Vice President, Secretary and Treasurer. In the event of a vacancy, the Board of Directors shall elect a successor at a regular or special meeting.

7. Vacancy: A vacancy on the Board of Directors can occur in the event a Board member misses three consecutive monthly Board meetings; if a Board member should die while in office; or if a Board member should resign, in writing, his or her position on the Board.

ARTICLE V  
DUTIES OF OFFICERS

1. President: Except when necessarily absent, the President shall preside at all meetings of the Corporation and shall be the chairperson of the Board of Directors and preside at all sessions of the Board of Directors. He/she shall be ex officio a member of all committees. He/she shall perform such other duties as shall be requested from time to time by vote of the Board of Directors.

2. Vice President: The Board of Directors shall elect a Vice President and he/she shall perform the duties as designated.

3. Secretary: The Secretary will attend all meetings of the Corporation and, by himself/herself or the secretary pro tem, keep a record of the proceedings and acts done at such meetings. He/she shall have and keep books and records and other papers, documents and files belonging to the Corporation or the Board of Directors. He/she shall keep a correct list of all members of the Corporation with dates of admission. He/she shall send written notices of the Annual Meeting at least 10 days in advance thereof of the time and place of holding such meeting. He/she shall perform all other duties incident of the office of Secretary pursuant to these By-Laws and as the Corporation or Board of Directors may direct.

4. Treasurer: The Treasurer shall receive and disburse all dues and money of the Corporation and keep an accurate account thereof. He/she shall audit and pay all bills of the Corporation when found correct. He/she shall deposit such funds in a proper depository in the name and to the credit of an institution designated by the Board. He/she shall make a complete and detailed report of all funds received and disbursed by him/her at each Annual Meeting and at such other time or times as may be directed by the Board of Directors, together with a statement of any special or trust funds in his/her possession, and of all assets and liabilities of the Corporation within his/her knowledge. He/she shall receive such compensation as the Board of Directors shall prescribe, together with the necessary expenses of his/her office.

ARTICLE VI  
DUES AND ASSESSMENTS

Annual dues or the rate of any assessment shall be decided by the majority of the membership present and voting at any Annual or special meeting.

## ARTICLE VII

### COMMITTEES: DUTIES OF VICE PRESIDENT

There shall be an executive committee which shall consist of the President, Vice President, Secretary and Treasurer. A Vice President shall be the chairman of a respective committee which shall advise him/her in the performance of his/her duties. Each Vice President shall appoint members of his/her committee in numbers as he/she deems necessary. A committee member does not have to be a member of the Board of Directors. All appointments to the committees shall be approved by the Board of Directors at their first meeting. Any vacancy shall be filled by an appointment by the respective Vice President with approval of the Board.

## ARTICLE VIII

### MEETINGS

1. Place: The Annual Meeting of the membership shall be held at such time and place as may be designated by the Board of Directors provided written notice of the time and place are sent to each member at least 10 days prior to the time of the meeting.

2. Special Meetings: Special Meetings may be called at any time by the Board of Directors and like notice shall be given thereof as in the case of a regular or Annual meeting, which notice shall also specify the purpose for which the meeting is called.

3. Proxy: Each member may vote by proxy at any Annual or special meeting; and, each member is entitled to one vote. Proxies must be filed with the Secretary of the meeting before the same is called to order.

4. Board of Directors Meetings: Board of Directors meetings may be called by the President or Board of Directors of their own motion. Notice shall be sent or telephoned by the Secretary to each member of the Board specifying the time and place of such meeting at least three (3) days before the meeting.

5. Quorum: At all meetings of the Board, a majority of the voting members shall constitute a quorum for the transaction of business. (See also Article III, Number 3.)

## ARTICLE IX

### ORDER OF BUSINESS

1. Order: To facilitate the transaction of the business of the Corporation, the following order of business shall be observed as closely as possible at each meeting:

- (a) Roll call of officers and members

- (b) Reading of minutes of previous meeting
- (c) Report by President of the purpose of the meeting
- (d) Consideration of business by the Board
- (e) Adjournment.

2. Change in Order: The presiding officer shall have the power, by unanimous consent of the members present, to consider other matters whenever it shall appear to him/her that it was in the best interests of the Corporation to do so.

## ARTICLE X CONTRACTS AND SERVICES

The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals or as Directors of trusts or as agents for other persons or corporations or may be interested in the same matters as shareholders, directors or otherwise; provided, however, that any contract transaction, or act on behalf of the Corporation is a matter in which the directors or officers are personally interested as shareholders, directors or otherwise shall be at arm's length and not violative of the prescriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

## ARTICLE XI COMPENSATION

Officers, Directors, or committee chairman shall not receive any stated salary for their services as such, but, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meetings of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such service.

ARTICLE XII  
FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE XIII  
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer of, employee of, or members of, a committee of, or person connected with the Corporation, or any other private individual shall receive at any time, any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors may determine to the Wisconsin Potato & Vegetable Growers Association, Inc. or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to promotion of food production and processing which would then qualify under the provisions of Section 501(c)(5) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV  
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-Laws, no member, director, officer, employee, representative, agent, attorney, or any other person acting on behalf or for the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(5) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV  
AMENDMENTS

These By-Laws may be amended, altered or repealed by a majority vote of those present and voting at any Annual or special meeting, provided notice of such amendment, alteration or repeal with the text thereof, has been filed with the Secretary not less than 45 days before the date of the meeting at which the said proposed amendment, alteration, or repeal is to be considered, and notice duly given and a copy thereof mailed to all members of the pendency of such proposed amendment, alteration or repeal not less than 30 days preceding the date of such meeting, and such amendment, alteration or repeal shall take effect immediately after its adoption by majority vote of those present and voting thereon.