

OCIA Research and Education, Inc.

BYLAWS

Effective as of



OCIA RESEARCH & EDUCATION

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Introduction: The bylaws govern the operations of OCIA Research and Education, Inc. and its members.

Article 1: PURPOSES

- 1.1** To provide organic crop improvement through professional development of farmers, processors and consumers, including technical assistance, education information, publications, and research.
- 1.2** To clarify and promote the image of organic products.
- 1.3** To develop such programs and projects (including but not limited to consulting services) and to provide such benefits to members and others as the membership desires and to identify needs of organic farmers and producers.
- 1.4** To do such lawful acts and things necessary and proper to promote the general welfare and cooperation of organic farmers, organic consumers, organic agriculture, and the organic foods industry.
- 1.5** To support crop improvement and marketing with farmers, consumers and growers in such a manner that their self-sufficiency is not destroyed in order to fulfill the needs of the global organic market.
- 1.6** To make and receive contributions and donations for charitable purposes; these funds to be used in support of the goals of the Corporation.
- 1.7** To solicit and apply for grants and other benevolent or incentive funds as may be made available.
- 1.8** To promote research into health, environmental, and socio-economic benefits that pertain to the organization or industry and organic agriculture in general.
- 1.9** To educate those interested in the organic industry and others including producers, consumers, and decision-makers in the benefits of organic systems.
- 1.10** To create links or strategic alliances with research institutions, universities, and others to achieve common goals.
- 1.11** To increase the effectiveness and integrity of the organic system.
- 1.12** To develop and maintain a mechanism for identifying and facilitating the exchange of producer-based information and information needs.

Article 2: POWERS

- 2.1** To enforce procedural and organizational norms: to review, oversee and harmonize the activities of all members.
- 2.2** To do such lawful acts and things necessary to accomplish the purposes of the Corporation.

- 2.3 To exercise the powers normally granted to corporations under the corporation laws of the various jurisdictions in which incorporations are held.
- 2.4 To establish offices, coexisting with OCIA International Inc. offices or it's chapters.
- 2.5 Subject to any limitations set forth in the articles of incorporation of any member, in these Bylaws, or by vote of OCIA Research and Education, Inc., or its Board of Directors, these members shall have the powers granted corporations under the general corporation laws of the jurisdictions where incorporations are held.

Article 3: LOCATION, FISCAL YEAR, AND LANGUAGE

3.1 LOCATION: OCIA Research and Education, Inc. shall have offices at such places, either within or without the jurisdictions of incorporation of any corporations, and as the Board of Directors may from time to time authorize.

3.1.1 Offices: The Board of Directors may authorize offices to provide services to members in a set geographic area. The management of an office shall be in conformity with the policies and procedures of OCIA Research and Education, Inc.

3.2 FISCAL YEAR: The fiscal year shall be the calendar year.

3.3 LANGUAGE:

- 3.3.1. Considering its international nature, the English language shall be used to conduct its business at the Annual General Membership Meeting however OCIA Research and Education, Inc. shall strive to offer its services to its membership in the member's language.
- 3.3.2. Documentation and communications shall be conducted in English and/or other languages as authorized by the Board of Directors.
- 3.3.3. Notwithstanding the above, the Bylaws shall be available in members' languages when possible.

Article 4. MEMBERSHIP PRIVELIGES AND RESPONSIBILITIES

4.1 Access to Membership: The only requirement for member status is the filing of an application and payment of dues. Membership will not be approved nor denied on the basis of race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

4.1.1 The Executive Director shall be responsible for the mailing and receipt of membership applications for OCIA R&E

4.2 Application for Membership: Applications for membership shall be made to the Executive Director of the corporation or their designate.

4.3 Members

4.3.1 The members of this corporation shall consist of the following categories:

- a. **Members of OCIA International, Inc:** Who submit a membership application and pay membership dues form are entitled to the same voting rights for this corporation as held in their capacity as members of OCIA International, Inc.
- b. **Members who are not members of OCIA International, Inc.:** Upon payment of the membership fee, are entitled to one vote each.

4.3.2: OCIA International Chapters that pay membership dues in full shall have voting rights at the annual membership meeting

4.4 Code of Ethics

4.4.1 All members shall cooperate in the development of an organic food system which enhances life and health, is ecologically and economically sustainable, and gives a fair return and dignity to its merchants, its laborers, and the stewards of its living soil.

4.4.2 A member in his/her personal conduct and in his/her contacts with the public in general should not behave in a manner, which brings discredit on OCIA Research and Education, the organic industry or himself/herself.

4.4.3. All Members have a responsibility to submit written reports of observed violations of the Code of Ethics to OCIA Research and Education, Inc.

4.5 Suspension and Expulsion

4.5.1 Any member may be removed from the membership for any reason; including, but not limited to; violation of these Bylaws, breach of the Code of Ethics, or failure to fulfill its obligations to OCIA Research and Education, Inc. by a majority vote of the Board of Directors. A statement of the charges shall be sent by registered mail to the last recorded address of the member not less than thirty, nor more than fifty days before the action is to be taken. The member in question shall be given the opportunity to present a defense to the Board of Directors at the time and place mentioned in the notice.

4.5.2 Appeals of suspension or expulsion may be made to the Board of Directors. The appellant will bear all expenses of the appeal. Decisions of appeal require a two-thirds majority vote and it shall be final and shall not be reviewable by any court.

4.6 Withdrawal: Any Member may withdraw after fulfilling all obligations to OCIA Research and Education, Inc. by giving notice to the Secretary of the Board of Directors of the Corporation.

4.6.1 Members: In default of dues and/or fees more than 60 days may be classified as former members, and without notice lose all rights afforded under the bylaws and have no rights to appeal.

4.7 Membership Dues

4.7.1 The Board of Directors shall propose, and the membership approve at its annual meeting, the amount of dues payable annually.

4.7.2 Annual dues shall be payable in US currency or equivalent to OCIA Research and Education, Inc. before the thirty-first day following invoice. These dues shall be invoiced annually.

- a. For new members, invoices will be a part of the application and will be payable at the time of application

- b. For renewing members, invoices shall be sent during the 1st Quarter of the calendar year.

Article 5. GRANTS AND DONATIONS

- 5.1.1. All monies received by OCIA Research and Education; Inc. shall be expended in the following manner:
 - a. To support the administration of OCIA Research and Education, Inc., promotion, research, education, technical assistance regarding organic crop improvement and any other program, which the Board of Directors may approve.
 - b. To support specific research or education programs/projects as established by the OCIA Research and Education Board of Directors.

Article 6. GENERAL MEMBERSHIP MEETINGS

6.1 ANNUAL GENERAL MEMBERSHIP MEETING (AGMM): Annual meetings of the general membership shall be held during the first quarter of each fiscal year coincident with the Annual General Membership Meeting of OCIA International, Inc. Such meetings shall be for the election of the Board of Directors, the approval of an annual budget, the receiving of annual reports, amendments to the Bylaws, and for the transaction of other business. Notice of annual meetings, signed by the Secretary or the Chair, shall be mailed to the last recorded address of each member (or designee), at least forty-five, and not more than sixty days before the appointed time for the meeting.

6.2 Special Meetings: Special meetings of the members may be called by the Board of Directors at their discretion, or by call of 20 percent of the eligible voting membership by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting. Notice of special meetings of the members shall be given in the same manner as for the annual meeting. No business other than that specified in the notice shall be transacted at any special meeting of the members.

6.3 Waiver: Notwithstanding the provisions of Sections 6.2, a meeting of the general membership of OCIA Research and Education, Inc. may be held at any time and at any place, and any action may be taken there, if notice is waived in writing by a majority of the general membership according to Section 6.4 of this Article.

6.4 MEETING PROCEDURES: Voting meetings will be conducted according to commonly accepted parliamentary procedure. It is desirable that a consensus be reached before calling for a vote. Farmer control such as that of OCIA shall be maintained. Whenever necessary, voting rights will be amended to insure that farmers or farmer-controlled groups have a minimum of two-thirds of total membership voting rights. While members may send as many delegates as they wish to general meetings, voting rights are distributed as follows:

- 6.4.1.1 Members of OCIA International, Inc. or OCIA chapters who submit a membership application form to the Secretary or designee of this corporation, are entitled to the same voting rights for this corporation as held in their capacity as members of OCIA International, Inc.
- 6.4.1.2 Members who are not members of OCIA International, Inc., are entitled to one vote each if they pay dues as established by the Board of Directors.

- a. Members of Chapters that count towards votes allocated in 6.4.1 do not qualify for a vote under this section.

6.5 PROXIES: Every entity holding voting rights shall be entitled to vote at any meeting of OCIA Research and Education, Inc. by proxy. This proxy must be assigned to a specific member or his/her delegate. No member is allowed to hold a total of more than two (2) proxies. All proxies shall be in writing and signed and dated. Proxies are validated by the Election Committee for one meeting only.

6.5.1 Proxy Assignment: To establish quorum, proxy forms shall be mailed to the membership 45 days prior to the AGMM. Members are encouraged to delegate proxies with specific voting instructions. Proxies may be:

- a. Assigned directly to another member to be voted on the floor or assigned to the Secretary to be held by the elections committee solely for the purpose of establishing quorum.

6.6 QUORUM: The presence in-person or by proxy of 30 percent of the membership votes shall constitute a quorum for the transaction of business. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not been reached, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine. Those who attend the second of such adjourned meeting, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such matter. Notice and documentation shall be given to each member of record entitled to vote at such an adjourned meeting at least 10 days prior to the day named for the second meeting.

Article 7: BOARD MEMBERSHIP NOMINATIONS AND ELECTIONS

7.1 NOMINATING COMMITTEE: The Nominations Committee of OCIA International, Inc. shall assume these duties. The duties of the Nominating Committee shall be to nominate candidates for election as Directors. The Nominating Committee shall only nominate qualified candidates. The Nominating Committee will endeavor to assure diversity of representation to the Board of Directors.

7.2 NOMINATING PROCESS: The Nominating Committee may receive names from any member.

7.3 NOMINATIONS OF ELECTED POSITIONS: The Board of Directors shall be elected by the Association at the Annual General Membership Meeting.

7.3.1 Qualifications: Only members of OCIA Research and Education, Inc. may be nominated. Nominees must forward to the Chair of the Nominating Committee a written petition signed by at least 7 members prior to the closing of the nominating period.

7.3.2 Any member may be nominated for an elected position. A member may be nominated by:

- a. The Nominating Committee;
- b. Any member;
- c. Any member may nominate by petition himself/herself.

7.4 ELECTION COMMITTEE: The Elections Committee of OCIA International, Inc. shall assume these duties.

7.5 ELECTION COMMITTEE RESPONSIBILITIES: The Election Committee shall be responsible to:

- a. Assure a timely election process for all member-elected positions at the Annual General Membership Meeting.
- b. Assure that the nomination process is carried out in accordance with Article 7.3.
- c. Resolve any election disputes according to Article 7.4.d of the OCIA International Inc. Bylaws.
- d. Validate voting and proxy credentials and validate the establishment of a quorum at the Annual General Membership Meeting.
- e. Establish voting procedures, count and record all votes at the Annual General Membership Meeting including Elections, Bylaws, Policies, Budget, etc.
- f. Conduct elections of all member-elected positions at the Annual General Membership Meeting.

7.6 VOTING PROCEDURES: Voting for the OCIA Research and Education Board of Directors shall be on written ballots. The chair of the OCIA Election Committee shall announce the voting results at the Annual General Membership Meeting.

7.7 DISPOSAL OF WRITTEN BALLOTS: Used written ballots shall be kept in sealed envelopes (immediately after the counting of ballots) at the OCIA Research and Education, Inc. Office under the Election Committee's supervision and shall be destroyed 30 days after the elections unless the Election Committee receives a written appeal of the election results.

Article 8: BOARD OF DIRECTORS

8.1 NUMBER OF MEMBERS: Four members shall be elected by the OCIA Research and Education, Inc. general membership during the Annual General Membership Meeting. One seat shall automatically be filled by the Vice President of the OCIA International Board of Directors. The non-voting chair position shall be automatically held by the OCIA International Executive Director. There shall be at least one seat reserved for a non-OCIA International member. The Board majority will always be comprised of OCIA International members. The OCIA R&E Board shall consist of six members in total.

8.2 POWERS AND DUTIES

8.2.1 The Board of Directors shall ensure and maintain the governance of the Corporation by:

- a. Establishing basic objectives and broad policies.
- b. Maintaining and enforcing corporate papers.
- c. Approving important financial matters, recommending a budget to the general membership for approval, making amendments to the budget and appointing an auditor to perform a review of OCIA Research and Educational, Inc. bookkeeping every fifth year or when deemed necessary.
- d. Safeguarding and approving changes in assets.
- e. Perpetuating a sound board.
- f. Providing for sound planning including, but not limited to, an annual review of the strategic plans and operational goals of the organization.
- g. Coordinating short-term decisions with long-range objectives.
- h. Communicating with the membership, governments and the organic community in general.

- i. Publishing an annual report for the public record. This annual report shall be presented at the Annual General Membership Meeting and recorded in the minutes. The contents shall include the assets and liabilities, the revenues or receipts, and the expenses or disbursements. This report shall also detail attendance records for Board meetings, projects assigned and the status of those projects.
- j. Making the minutes of the Board available by request through the office to the membership within 10 days of approval which shall take place no later than 45 days after the close of the meeting.
- k. Approving expenditures exceeding 120% of any individual expense category (line item) of the Annual Budget, as approved at the Annual General Membership Meeting, on a quarterly basis.

8.3 TERM OF OFFICE: Members of the Board of Directors elected by the membership shall be elected in such a staggered way that only one half of the Board positions come up for election at every annual meeting and hold office for a term of 2 years.

8.4 LIMITATION OF SERVICE

8.4.1 In no event shall a Director serve more than 5 years consecutively. Election by the membership shall be limited to two consecutive terms.

8.4.2 Notwithstanding the above section (8.4.1) the Board may appoint a member whose eligibility has expired to act as an advisor to the Board.

8.5 ABSENCE, INCAPACITY, VACANCY, REINSTATEMENT, APPOINTMENTS

8.5.1 A Director shall not accept office unless that person intends to attend all Board meetings except for illness or serious personal and/or professional difficulties. In the event of anticipated absence, the Director shall request to be officially excused by the Chair of the Board at any time prior to the Call to Order of a meeting requiring their attendance. Within reason, such request shall be in writing. Failure to obtain the Chair's excuse two times during a year shall at the discretion of the Board create a vacancy in the Director's board seat. The position may be declared vacant by the Chair at the next Board of Directors meeting. Prior to filling the vacant Board seat, the Board must follow the procedure as outlined in 8.6.1.

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8.5.4 The unexpired term of a vacant position on the Board of Directors shall be filled by a qualified member as defined in Article 7.3.1 chosen by a majority vote of the Board of Directors until the next AGMM. The election process under Article 8.5.4 shall be followed to fill the vacancy.

8.5.5 If a Director is incapable of serving and will remain incapable of serving for a substantial period of his/her term, such person shall be deemed to have created a vacancy. The determination of said vacancy shall be made by a three-fourths vote of the members of the

Board of Directors present at a scheduled meeting. Upon such a determination, the vacancy so created shall be filled subject to the provisions of Article 8.5.4.

- 8.5.6** Appointments: Directors can nominate any qualified member as defined in Article 7.3.1. Should there be more than one candidate per vacant seat, a majority vote of the Board of Directors will confirm the appointment.

8.6 CONTESTED VACANCY PROCEDURE: In the event that a seat on the Board of Directors has been declared vacant, the following procedures shall govern in the event that the affected Board Member contests the declaration of vacancy.

- 8.6.1** The Secretary shall notify the person by certified mail of the vacancy on the Board of Directors. A written petition for reinstatement and request to be heard must be submitted to the Office within 30 days from the date the notice was mailed.

- 8.6.2** Copies of the written petition shall be transmitted to the entire Board of Directors. The petitioner will have the burden of proof to show either good cause why the petitioner is entitled to reinstatement or good and just cause for the petitioner's absence and failure to obtain Chair's excuse(s).

- 8.6.3** The Board of Directors shall vote to reinstate or to uphold the vacancy. A three-fourths vote of the Board of Directors shall be final.

8.7 REMOVAL

- 8.7.1** Except as allowed under 8.5.1., a Director may only be removed by the manner in which he was elected as per Nebraska Law 21-1975 (a).

8.8 RESIGNATION: A Director may resign at any time by providing written notice to the Secretary. If a resignation of a Director is made effective at a later date, the Board may fill the pending vacancy in accordance with the procedures set forth in 8.5.2 and 8.5.4 before the effective date if the Board provides that the successor does not take office until the effective date.

8.9 MEETINGS: An in person or virtual Board of Directors meeting shall take place at the time of the Annual General Membership Meeting. All other meetings may be by telecommunication, as long as all Directors can hear each other, either directly or through a translator.

- a. Notice of such meetings shall be given to Directors at least seven (7) days before the time appointed for the meeting.
- b. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business.
- c. A meeting of the Board of Directors can be called by the President or by two members of the Board of Directors.

8.10 COVENANT OF CONFIDENTIALITY: Members of the Board of Directors shall be covered by a covenant of confidentiality for a period of two years following termination of their mandate.

8.11 ACTION BY CONSENT: Action by consent will not be allowed in the case of the Board of Directors.

8.12 COMPENSATION: Directors may receive such compensation as the Board of Directors of OCIA Research and Education, Inc. determines.**8.13 BOARD OF DIRECTORS LIABILITY:** No member of the Board of Directors shall be personally liable for monetary damages as such for any action taken by said member, or any failure on the part of said member to take any action, unless:

- a. Said member has breached or failed to perform the duties of this office as set forth by Nebraska law, 21-1986; and
- b. The breach or failure to perform constitutes a self-dealing, willful misconduct or recklessness, except as otherwise provided by Nebraska law, 21-1986. If Nebraska law is hereafter amended to authorize the further elimination or limitation of the liability of a member, then the liability of a member shall hereby be eliminated or limited to the fullest extent permitted by the amended Nebraska law.

Article 9. OFFICERS

9.1 COMPOSITION: The officers OCIA R&E shall consist of four officers, elected by the Board of Directors: Chair (non-voting), President, Secretary and Treasurer.

9.2 OFFICERS AND THEIR DUTIES

9.2.1 The Non-Voting Chair shall:

- a. The Chair shall be the Executive Director of OCIA International and shall serve as a nonvoting member of the OCIA R&E Board of Directors.
- b. Preside at meetings of the Board or general membership.
- c. In consultation with the president and others provide an agenda for the Board's consideration prior to each Board meeting.
- d. Shall be solely responsible for the employment and performance of the Executive Director. All concerns, directives, and mandates of the Executive Director shall be conveyed through the OCIA R&E Chair.
- e. Communicate with the OCIA International Inc. Board
- f. Serve as the main signer on checks written from the US account

9.2.2 The President shall:

- a. Preside at meetings of the general membership
- b. Communicating to the general membership such matters as are believed to promote the prosperity and welfare of the Corporation and its members.
- c. Provide communication between the Board of Directors and the Office necessary for the Board to perform its duties as outlined in the Bylaws
- d. Perform other such duties as are necessarily incident to the office.
- e. May carry out the duties and exercise the authority of any officer of the Corporation in the event of the failure or inability of said officer to do so.

9.2.3 The Secretary shall:

- a. Give all notices.
- b.
- c. Keep or cause to be kept a record of all meetings.
- d. Conduct all correspondence as required by statutes or laws and the Bylaws of the Corporation.

- e. Ensure the execution of all orders and resolutions not otherwise committed.
- f. Keep or cause to be kept an up-to-date list of all members and interested parties.
- g. To perform other such duties as are necessarily incident to the office.

9.2.4 The Treasurer shall:

- a. Ensure the preparation of the budget for amendment and approval at the Annual General Membership Meeting
- b. Oversee the administration of the budget through periodic review of records and consultation with staff.

9.2.5 The Executive Director shall:

- a. The Executive Director shall sit as an advisor on the Board of Directors and be responsible for day to day administration of the OCIA R&E programs mandated by the Board of Directors.
- b. The Executive Director reports directly to the Chair of OCIA R&E.
- c. Ensure the income and expenditures are reported on a quarterly basis to the Board.
- d. Ensure that the financial policies are carried out.
- e. Shall perform the duties outlined in the Policy Governance Manual.

9.3 VACANCIES: Vacancies shall be filled without undue delay by appointment by the Board of Directors from among the Board membership until the next Annual General Membership Meeting.

9.4 EXECUTION OF DOCUMENTS: The Chair, Secretary, or Registered Agent of the Corporation may sign deeds, bonds, mortgages, leases, contracts, notes, releases, discharges, and other papers on behalf of the Association when directed by the Board of Directors of OCIA Research and Education, Inc., except when the laws of relevant jurisdictions require the signature of some other officer or agent.

9.5 TERMS OF OFFICE: Officers are elected by the Board of Directors for renewable one-year terms. An officer may be re-elected without limitation on the number of terms the officer may serve.

Article 10. COMMITTEES

10.1 COMMITTEES: The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may be advisory committees only and may not exercise any function of the Board of Directors.

10.2 QUORUM AND ACTION: A majority of committee members shall constitute a quorum for the transaction of business. If a quorum is present, action taken by the majority vote of the Committee shall be binding.

10.3 PROCEDURES: All committees shall operate as mandated by the Board of Directors.

10.4 TERMS: Appointments to committee membership shall be for a term of 2 years. Terms will be staggered and Committee members may not serve more than two consecutive terms. Any committee member who is unable or chooses not to fulfill duties of their office can be dismissed by the Board of Directors before the end of his/her term. Appeals for dismissal shall be handled according to 4.5.2.

Article 11: INDEMNIFICATION

11.1 The corporation shall indemnify any member of the Board of Directors or any officer of the corporation against any and all losses, injuries, claims, liabilities, expenses (including, but not limited to), legal fees, judgments, fines and amounts paid in settlement, actually incurred by them, to the fullest extent now or hereafter permitted by law, arising out of or in connection with their performance as a member of the Board of Directors or an officer of the corporation or in any other capacity on behalf of the corporation. The Board of Directors, by resolution adopted in each specific instance, may similarly indemnify any person other than a member of the Board of Directors or officer of the corporation of liabilities incurred by them in connection with services rendered by them for or at the request of the corporation. The provisions of this section shall continue as to a person who has ceased to be a member of the Board of Directors or officer, or who has ceased to render services for or at the request of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

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11.2 The corporation may pay the expenses incurred by any person entitled to be indemnified by the corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, in such form and with such security as the Board of Directors may determine, by or on behalf of such person, to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the corporation as authorized in this Article 11 or by law.

11.3 The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any Bylaw, agreement, vote of the members of the Board of Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.

11.4 The corporation may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors or an officer, employee or agent of the corporation or who is or was serving in any capacity in any other corporation or organization at the request of the corporation or organization against any liability against him/her or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provision of this Article 11 or by law.

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Article 12: BYLAW AMENDMENTS

- 12.1** On the basis of written submissions, these Bylaws may be amended, repealed, or altered in whole or in part by majority vote at any duly organized meeting of the membership.
- 12.2** Proposed changes, except for minor alterations in grammar or word order for clarity, shall be mailed to the last recorded address of each member at least forty-five, and not more than sixty days, before the time of the meeting which will consider such changes.
- 12.3** Notwithstanding Section 12.2 of this article, minor amendments which do not fundamentally alter the nature of the Corporation may be proposed in writing and voted upon at a duly organized meeting of the general membership which was already considering amendments proposed under

Article 13: DISCLOSURE

- 13.1** A copy of all general business records and correspondence shall be kept at the principal office of the Corporation, and be made available to all members at all reasonable times.

Article 14: DISSOLUTION OF ASSETS

- 14.1** Upon dissolution, the assets of the corporation shall be distributed to one or more nonprofit organizations that are organized and operated for agricultural charitable, scientific, literary, or educational purposes in the fields' of organic agriculture and qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States of America (or its corresponding future provisions). This distribution shall be determined by a majority vote of the Board of Directors of OCIA Research and Education, Inc.