

BYLAWS OF THE ORGANIC FARMERS' AGENCY FOR RELATIONSHIP MARKETING, INC. (OFARM)

As adopted January 17, 2005

PREAMBLE

We, the organizers and members of the Organic Farmers' Agency for Relationship Marketing ("OFARM Association"), believe that organic agriculture must be disciplined in inventory, management, and marketing. We further believe that the general management practices commonly in use by Certified Organic Producers provide a viable and healthy alternative within our American food and fiber production system while simultaneously enhancing environmental considerations sustainable through generations of annual production cycles.

We recognize that, in order to maintain this sustainable management system of production, the raw food product produced must move into the food marketing system at a value and volume that is commensurate with the producer investments required to establish and maintain a viable production unit. Market price levels must include a reasonable return for labor, management and financial investment. We further recognize that this value must reflect the costs inherent in maintaining the social and environmental infrastructures of our total food production system for succeeding generations. Therefore, we resolve to unite and stand together for economic justice in the market place. To this end, we pledge to each other cooperation in our efforts to inventory, manage and market the fruits of our labors by defining and maintaining our just share of the wealth in our American food production system.

It is our intent to set forth in these Bylaws and other organizational documents of this OFARM Association the mission, aims and objectives, with respect to a leadership structure and a system to provide the services to accomplish our goals and further our fundamental

MISSION STATEMENT:

To coordinate efforts of producer marketing groups to benefit and sustain organic producers.

To advance the aforesaid, OFARM Association conducting its business as a marketing agency in common shall act for the benefit of its members including organic farmers, producer organizations, associations, corporations, or other producer membership groups, in the United States as well as other nations, that meet the qualifications of agricultural producers and producer groups under the provisions of the Capper Volstead Act of 1922 and such other qualifications of membership as are set forth in these Bylaws and under the laws of the State of Minnesota, consistent with the following aims and objectives:

(a) To strengthen the marketing programs of OFARM Association's Members;

(b) To inventory production and manage organic marketing in a responsible manner;

(c) To exchange pricing and marketing information among OFARM Association's Members;

(d) To develop and support communications among organic producers;

(e) To research, support, and enhance market development for organic products;

(f) To assist producers and consumers in broadening the knowledge of marketing concepts for organic agricultural products;

(g) To promote public policy, research, and education in support of sustainable agriculture; and

(h) Such other objectives within the goals and mission of OFARM Association as determined by the Members and the Board of Directors.

ARTICLE I. MEMBERSHIP

Section 1. Qualifications.

Any producer organization, firm, partnership, corporation or association, including both landlord and tenant in share tenancies, that is a producer of agricultural products or an association of such producers pursuant to the Capper-Volstead Act and meets the following criteria shall be qualified to become a member of OFARM Association (an "OFARM Association Member"):

(a) Shall be organized in accordance with the standards and criteria of the Capper-Volstead Act and provide such full and complete documentation thereof with application for membership and as OFARM Association may request;

(b) As an OFARM Association Member, shall have a minimum of 10 (ten) individual Certified Organic Producer Members with current membership status as of the beginning of the current fiscal year of OFARM Association, beginning January 1. Upon first application for membership in OFARM Association, the membership of a prospective OFARM Association Member may be established at a time other than OFARM Association's Annual Meeting.

(c) Shall have paid Five Hundred US Dollars (\$500 US) as a basic membership fee plus Ten US Dollars (\$10 US) per each of its Certified Organic Producer Members. The annual membership fee to OFARM Association shall be due and payable by January 1st of each year. A partial payment of annual dues by a new OFARM Association Member may be accepted by the Board of Directors based on the part of OFARM Association's fiscal year that has passed by quarters.

(d) Shall have provided the Secretary of OFARM Association with the name and current address and contact

information, including e-mail, phone and fax number of its primary contact person and office for official notices of annual or special meetings of OFARM Association and such other issues that require notification to OFARM Association Members.

(e) Shall, for the purpose of establishing the number of qualified Certified Organic Producer Members, provide a current list of the individual Certified Organic Producer Members of OFARM Association Member. OFARM Association shall further have the obligation to hold this membership list in strict confidence and shall not release such information regarding any OFARM Association Member without its written consent.

(f) Shall have elected prior to OFARM Association Annual Meeting or special meeting the authorized representatives and alternates to serve on the Board of Directors of OFARM Association.

(g) Shall have established and be maintaining a marketing program for the Certified Organic Producer Members of OFARM Association Member either as an organization or by a marketing agreement with another OFARM Association Member. A current copy of any such marketing agreement shall be forwarded to the Secretary of OFARM Association.

(h) Shall not market, handle, process, store, or deal in the products of nonmembers; and otherwise engage in business with nonmembers to an amount greater in value than with OFARM Association or OFARM Association Members.

(i) Shall have established and shall maintain a method for reporting to OFARM Association an inventory of the production and a periodic summary of sales of Certified Organic Products by the Certified Organic Producer Members of such OFARM Association Member. OFARM Association shall have the obligation to hold this information in confidence and shall release this information only within the guidelines as established by OFARM Association's Membership Agreement and Bylaws.

Section 2. Suspension or Termination of an OFARM Association Member.

In the event an OFARM Association Member fails to maintain a current active status by remitting its membership dues and fees by January 31st, its membership shall be suspended during the time of such failure and terminated if such OFARM Association Member does not take steps to regain current active status by March 31st unless special provisions of renewal are proposed by OFARM Association Member and the terms accepted by majority vote of the Board of Directors. In the event that any OFARM Association Member commits a material breach of any agreement of confidentiality it may have with OFARM Association, such breach shall be just cause for termination of membership by a two-thirds vote of the Board of Directors. Any OFARM Association Member may have its membership terminated for cause in the event that it or any of its Certified Organic Producer Members fails to comply with the terms of the Membership Agreement or Bylaws, fails to advance the mission of OFARM Association, or conducts itself in any manner that conflicts with the aims and objectives of OFARM

ARTICLE II. MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of OFARM Association Members shall be held on a date selected by the Board of Directors between January 1 and March 30 of each year (the "Annual Meeting"), at such time and in such place as the Board of Directors shall designate. Each OFARM Association Member shall designate from among its members who are Certified Organic Producers one voting member

delegate (a "Member Delegate") for each ten (10) Certified Organic Producer Members of OFARM Association Member. However, at no time shall any one Member Organization be allowed a number of delegates, which would become more than twenty-five percent (25%) of the General Membership Delegates allowed. If such situation exists it shall be the obligation of the Member Organization to reapportion its delegate representation to be less than twenty-five percent (25%) of the total delegates allowed. Any duly qualified Certified Organic Producer member of an OFARM Association Member may attend Annual Meetings and may participate in the discussion of any issue before such meeting but only duly registered Member Delegates or their designated alternates may vote.

Section 2. Special Meetings.

Special meetings of OFARM Association Members, represented by Member Delegates, may be called at any time by order of the Board of Directors and shall be called upon written request of a majority of OFARM Association Members.

Section 3. Notice of Meetings.

Written notice of every regular and special meeting of Member Delegates shall be prepared and mailed to the last known post office address of each OFARM Association Member not less than thirty (30) days before such meeting. Such notice shall state the nature of the business expected to be conducted, in addition to the required items of business enumerated below, and the time and place of the meeting. No business shall be transacted at any special meeting other than that referred to in the notice. In addition to such other business placed on the agenda for an Annual Meeting by the Board of Directors, the following items of business shall be addressed at every Annual Meeting:

(a) A review of policies, if any, established by the Board of Directors or the Executive Committee between Annual Meetings;

(b) A review of the Financial Summary, including the Auditors' Report and budget reports of OFARM Association, to be presented in a closed session of the Associated Members;

(c) A review of the Bylaws and Membership Agreement form and consideration of any proposed changes thereto;

(d) Thorough discussion, with the coordination of the Marketing Management Committees, of the product pricing goals and objectives in order to give clear guidance to administrators and marketing coordinators of OFARM Association and OFARM Association Members regarding marketing strategies and methods for all the products produced and marketed by OFARM Association Members or OFARM Association.

Section 4. Voting.

Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or required by applicable law, all questions presented at Annual Meetings and special meetings shall be decided by a vote of a majority of OFARM Association Members voting thereon through their Member Delegates, provided that any merger of OFARM Association with another association or any sale of substantially all of OFARM Association's assets shall require approval by a two thirds (2/3) majority of OFARM Association Member Delegates to the special meeting called for such purpose. Voting by proxy at the Annual Meeting or Special Meetings of OFARM Association Members shall not be permitted,

but a duly registered alternate Member Delegate may vote instead of a designated Member Delegate. Each OFARM Association Member shall designate in writing to the Board of Directors its Member Delegate. Designation of any Member Delegate shall remain in effect until written notice of a properly authorized change by an OFARM Association Member or its Member Delegate(s) shall be received by OFARM Association.

Section 5. Quorum.

At least one Member Delegate from a majority of the total number of OFARM Association Members shall constitute a quorum at any properly called annual or special meeting of OFARM Association Members.

ARTICLE III. DIRECTORS AND OFFICERS

Section 1. Qualification of Directors.

Each Director elected shall be in good standing with OFARM Association and OFARM Association Member to which such Director belongs and shall meet the following additional qualifications:

(a) Each Director must be a Certified Organic Producer, in accordance with USDA standards, or such other standards as OFARM Association may establish; a producer member of an OFARM Association Member; and derive income from the sale or use of Certified Organic Products.

(b) Each Director must participate in the marketing programs of OFARM Association Member of which such Director is a member.

(c) Each Director must be current as to membership dues and fees of such Director's OFARM Association Member and have current Organic Producer Certification status. No person shall be eligible to be a Director if that person is in competition with, or is affiliated with any enterprise that is in competition with OFARM Association. If a majority of the Board of Directors determines at any time following a hearing that any Director is so engaged or affiliated, that person shall thereupon cease to be a Director upon a vote of termination of a majority of the Directors.

Section 2.

Election and representation to the Board of Directors.

The Board of Directors of OFARM Association shall consist of representatives from, and elected by, each OFARM Association Member (who shall have reached a minimum membership of 10 qualified Certified Organic Producer members to be OFARM Association Members). Each OFARM Association Member may be represented by a second representative to the Board of Directors when its membership has reached fifty (50). An OFARM Association Member which has Certified Organic Producer members over a large geographic territory may establish Regional Marketing Areas and have additional representation on the Board of Directors so long as the regional territory is clearly identified as to its boundaries, the OFARM Association Member can clearly identify and determine the number of its Certified Organic Producer members which lie within that region, and the minimum number of Certified Organic Producer members within the regional marketing area(s) meet the requirement for representation. This option may be exercised only after an OFARM Association Member's total membership is more than 60 members. However,

at no time shall any one OFARM Association Member be allowed a number of representatives to the Board of Directors that would be in excess of twenty-five percent (25%) of the total number of representatives allowed to the Board of Directors. If such situation exists it shall be the obligation of OFARM Association Member to reapportion its representation to the Board of Directors in such manner that its representation does not exceed twenty-five percent (25%) of the total representatives on the Board of Directors. When an OFARM Association Member or a regional area of an OFARM Association Member qualifies for more than one representative to the Board of Directors, it shall provide for staggered terms of office so as to avoid electing all the representatives in any one year. All representatives to the Board of Directors elected by OFARM Association Members shall assume the duties of their office immediately following the Annual Meeting after their election, unless a partial term is being served due the filling of a vacancy.

Section 3. Election of Officers.

The Board of Directors shall meet within seven (7) days after the first Annual Meeting, and within seven (7) days after each Annual Meeting of OFARM Association Member delegates, and shall at each such meeting elect by ballot a President, Vice President, Secretary, and Treasurer, each of whom shall hold office until the election and qualification of a successor, unless earlier removed by death, resignation, or for cause. The President and Vice President shall be limited to serving no more than four one year terms. The President and Vice President shall be OFARM Association Members of the Board of Directors. The Secretary and Treasurer may be chosen from OFARM Association Members.

Section 4. Vacancies.

Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, OFARM Association Member shall elect and certify to the Board of Directors a successor for the vacancy.

Section 5. Regular Board Meetings.

In addition to the meetings mentioned above, regular meetings of the Board of Directors shall be held at least twice each year between Annual Meetings.

Section 6. Special Board Meetings.

A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Only the business specified in the written notice shall be transacted at a special meeting. Each call for a special meeting shall be in writing, shall be signed by the person or persons calling the meeting, shall be addressed and delivered to the Secretary, and shall state the time and place of such meeting.

Section 7. Notice of Board Meetings.

Oral or written notice of each meeting of the Board of Directors shall be given each Director by, or under the supervision of, the Secretary of OFARM Association not less than thirty (30) days prior to the time of a regular meeting and not less than seventy-two (72) hours prior to the time of a special meeting. But such notice may be waived by all the Directors, and their appearance at a meeting shall constitute a waiver of notice.

Section 8. Quorum.

At a duly called meeting of the Board of Directors, a quorum shall consist of a majority of the total number of Directors comprising the Board.

Section 9. Reimbursement and Compensation. The cost of attendance at the regular business meetings of the Board of Directors shall be borne by the OFARM Association Member each Director represents; except that in the discretion of the Board, provision may be made for partial reimbursement of expenses incurred in travel to a duly called meeting of the Board if it results in actual cost well above the average cost of attendance and would become an unfair burden to the Member Organization represented. The Board may establish reasonable per diem for individual representatives of the Board when called upon to carry out specific responsibilities other than attendance at duly called meetings.

Section 10. Telephonic and Other Electronic Meetings of Directors.

The Directors, and any committees of the Board established pursuant to these Bylaws, may meet by telephone conference call, internet or satellite connection, with or without video, or other electronic means so long as, at all times during the meeting, each Director participating can hear all statements of the other Directors and is able to participate fully in the meeting, and all other requirements of these Bylaws for noticing and convening a Board meeting are met including the establishment of a quorum. A Director's participation in Board Meetings by such means shall be deemed to constitute presence in person.

Section 11. Action by Unanimous Written Consent.

An action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the Directors.

Section 12. Removal of Officers and Directors.

Whenever any Director or Officer shall fail to meet the qualifications as described in these Bylaws, or in the case of a Director, fails to attend three (3) consecutive Board meetings, either regular or special, without just cause and provided that notice of such meetings has been given in accordance with these Bylaws, then it shall be the duty of the Board to remove said Director and to see that the vacancy is filled in accordance with Section 4 of this Article (providing for OFARM Association Members to elect Directors.) An OFARM Association Member may lodge a complaint requesting removal of a Director or Officer by written filing with the Secretary. Such Director or Officer shall be notified in writing of the charges and given an opportunity to be heard at a meeting of the Board of Directors held within sixty (60) days of receipt of such written charges. The Director or Officer against whom the complaint has been brought shall be informed in writing by the Secretary of the charges not less than thirty (30) days prior to the meeting at which the Board of Directors will consider the charges and shall have the opportunity to appear at such meeting and be

heard in person or through counsel as may OFARM Association Member who filed the complaint. Removal of a Director or Officer shall require a vote of two thirds (2/3) of the Directors attending such meeting provided there is a quorum. Any vacancy in the office of President, Vice President, Secretary or Treasurer resulting from such action shall be filled by nomination and vote of the Directors attending such meeting. Vacancies among the representatives to the Board of Directors resulting from such action will be filled by election from OFARM Association Member.

ARTICLE IV. DUTIES OF DIRECTORS

Section 1. Management of Business.

The Board of Directors shall have general supervision and control of the business and the affairs of OFARM Association and shall make all rules and regulations not inconsistent with law, the Articles of Incorporation, or Bylaws for the management of the business and the guidance of OFARM Association Members, officers, employees, and agents of OFARM Association.

The Board of Directors shall propose the rate for a Market Development Fee for the financial support OFARM Association activities which shall be subject to the approval of OFARM Association Member delegates at an annual or special meeting.

Section 2. Bonds and Insurance.

The Board of Directors may require all officers, agents, and employees charged by OFARM Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by OFARM Association. The Board of Directors shall provide for the adequate insurance of the property of OFARM Association, or property which may be in the possession of OFARM 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 3. Accounting System and Audits.

The Board of Directors shall have installed an accounting system which shall be adequate to meet the requirements of the business and shall require proper records to be kept of all business transactions. The Board shall annually appoint an auditing committee of three qualified producer members who shall audit or cause to be audited the financial records of OFARM Association and report the findings of the audit to the Annual Meeting of OFARM Association Member Delegates. This report shall include at least a balance sheet showing the true assets and liabilities of OFARM Association, and an operating statement for the fiscal period under review.

Section 4. Depository.

The Board of Directors shall select one or more banks to act as depositories of the funds of OFARM Association and determine the manner of receiving, depositing, and disbursing the funds of OFARM Association and the form of checks and the person or persons by whom they shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

Section 5. Executive Committee.

The Board shall elect from its own membership an Executive Committee of five (5) members, two of which shall be the President and the Vice-President, and determine their tenure of office and their powers and duties, providing that the Executive Committee shall have the following enumerated duties:

(a) Provide for the general supervision of the business and affairs of OFARM Association between duly called meetings of the Board of Directors and have the power to act on any pertinent issue and set forth policy for the operation of OFARM Association subject to review in the next meeting of the Board of Directors;

(b) Appoint and employ, with the approval of the Board of Directors, an Executive Director of OFARM Association who shall manage the ongoing business and affairs of OFARM Association within the provisions of these Bylaws and such other policies and provisions as may be enacted by the subordinate bodies within OFARM Association and approved by the Board of Directors, and applicable law;

(c) Provide to the Executive Director a description of the authority, specific duties and obligations in providing for the general supervision over the affairs of OFARM Association;

(d) The Board of Directors may delegate to the Executive Committee all or any stated portion of the functions and powers of the Board, subject to the general direction, approval, and control of the Board. Copies of the minutes of any meeting of the Executive Committee shall be mailed to all Directors within seven (7) days following such meeting.

Section 6. Marketing Management Committees. The Board of Directors shall appoint Marketing Management Committees as provided in these Bylaws which shall operate under the following provisions:

(a) Any OFARM Association Member may elect or appoint additional members to the Marketing Management Committees established by the Board of Directors not to exceed OFARM Association Member's representation allowed for the Board of Directors. Appointments to Marketing Management Committees shall be limited to those commodities actually produced by individual Certified Organic Producer Members of OFARM Association Members.

(b) Qualifications for members of the Marketing Management Committees shall be the same as those established for Officers and Directors.

(c) Marketing Management Committees may be appointed for additional sub-divisions of the various commodities produced by OFARM Association Members, i.e. field crops may be divided into, but not limited to, food grains, feed grains, and oil seeds etc. Other categories of products may be added as the Board of Directors sees the need arise.

(d) Each of these Marketing Management Committees may recommend to the Board of Directors, names of qualified producer OFARM Association Members who may be appointed to a Primary Marketing Management Committee of three or more qualified producer OFARM Association Members. They shall be a

first line of communication within OFARM Association and OFARM Association Member marketers regarding product pricing guidelines and marketing policy recommendations and other issues related to marketing and pricing guidelines, inventory of product, and supply management strategies. The Primary Marketing Management Committee shall also provide the communication and coordination link between the various commodities represented by OFARM Association. Each Marketing Management Committee shall elect its own chairman who shall preside over the meetings and conferences of the committee and shall appoint a Secretary who shall record the minutes of the meeting and forward a copy of such minutes to the Secretary of OFARM Association. The Board of Directors shall review all policy recommendations by the committees. It shall be the responsibility of the chairmen of the various Marketing Management Committees to assist in communicating the consensus of the committee to the Board of Directors and other committees who may benefit from a summary of the discussions by the committee.

(e) The Marketing Management Committees shall have the obligation of maintaining a line of communication with OFARM Association Members that produce the Certified Organic Product represented by such Marketing Management Committee to insure that the opinions and concerns of the producers will be heard and considered when the Marketing Management Committee recommends strategy and policy. To this end a similar structure of Marketing Management committees shall be encouraged within each of OFARM Association Members for certified organic products their members produce.

(f) It shall be the obligation of the Marketing Management Committees to assist in establishing a system of reliable inventory of Organic Products within OFARM Association and in establishing a composite summary of sales by the Certified Organic Producer Members of each OFARM Association Member.

(g) There shall be included in the Annual Meeting Agenda a period of time for input from OFARM Association Member Delegates regarding strategy and policy for each of the Marketing Management Committees. There shall be a strategy and policy planning session when the primary purpose shall be to reach consensus regarding marketing and pricing policy and strategy for the various Certified Organic Products produced and marketed. Opportunities for market development and supply management strategies and policies shall also be determined which may be adopted by OFARM Association.

Section 7. Other Committees of the Board.

The Board of Directors may, at its discretion, appoint such other committees and positions as it deems appropriate.

ARTICLE V. DUTIES OF OFFICERS

Section 1. Duties of President.

The President shall be elected by and from the Board of Directors as provided in these Bylaws and shall assume the following duties:

(a) Shall preside over the Annual Meeting of the Member Delegates and may appoint a parliamentarian who shall ensure the proper conduct of business during sessions of the Member Delegates according to Roberts Rules of Order. The President shall further appoint a balloting committee which shall be responsible for providing ballots to Member Delegates and for counting the results of any election or other matter that may require a ballot vote by the Member Delegates.

(b) Shall attend the meetings of the Board of Directors and the Executive Committee and shall have full rights and privileges of a duly elected representative to the Board of Directors and the Executive Committee;

(c) Shall communicate or cause to be communicated to the Executive Director of OFARM Association and to OFARM Association Members the policies and provisions enacted by the Board of Directors, the Executive Committee, and the Member Delegates;

(d) Shall communicate or cause to be communicated the general concerns of the Executive Director, OFARM Association Members, and other various committees of OFARM Association those issues which may require action by the Board of Directors, the Executive Committee, the Member Delegates, or other officers and committees of OFARM Association. The President shall make every effort to promote an open line of communication among the various functions within OFARM Association;

(e) Shall, along with the Secretary, sign Membership Agreements and other legal documents;

(f) Shall be entitled to a reasonable per diem as established by the Board of Directors plus reimbursement for expenses including travel, lodging, and communication, while serving in the capacity of the office of President;

(g) May continue to attend, in ex-officio capacity, meetings of the Board of Directors and the Executive Committee and shall continue to be entitled to compensation set forth for the office of President for such period of time as deemed appropriate by the Executive Committee to provide for a smooth transition of leadership.

Section 2. Duties of Vice President.

In the absence or disability of the President, the Vice President shall perform the duties of the President, provided, however, that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect any eligible OFARM Association Member representative to the Board of Directors to the office of President. The duties of the Vice President are:

(a) To serve as the presiding officer of the Board of Directors and the Executive Committee, in

session, and preside over the meetings;

(b) If called upon by the President and with the approval of the Board of Directors or the Executive Committee, to assist in carrying out the duties of the President and to be entitled to compensation as provided for the President while serving in such capacity;

Section 3. Duties of Secretary.

The Secretary shall be designated in accordance with these Bylaws and shall assume the following duties:

(a) Shall be the custodian of the corporate seal and shall attest with his signature, along with the President when required, and shall impress with the corporate seal all Membership Agreements and other official documents of OFARM Association; and shall sign any and all papers pertaining to OFARM Association as authorized or directed by the Board of Directors;

(b) Together with the assistant secretary, when appointed, shall prepare and issue notices of all meetings of the Member Delegates, the Board of Directors, the Executive Committee, and such other meetings as may be needed;

(c) Shall attend to the preparation of all minutes of OFARM Association meetings and shall otherwise keep a complete record of all meetings of OFARM Association and of the Board of Directors, the Executive Committee, and such other meetings as may be needed; and shall have charge and custody of all corporate books, records, and papers;

(d) With assistance as approved by the Board of Directors shall prepare and file all reports required by law such as The Articles of Incorporation, Membership Agreement, and these Bylaws;

(e) Shall provide for each OFARM Association Member a copy of these Bylaws and any amendments thereto along with any OFARM Association Policy Manual that shall list all matters of Policy enacted by the Member Delegates, Board of Directors, or the Executive Committee that have not been made a part of these Bylaws;

(f) Shall provide for a Credentials Committee for the annual or special meetings of the Member Delegates who shall manage and oversee the registration of Member Delegates and alternates to the meeting to assure that all eligible Member Delegates may vote and that any OFARM Association Member shall cast no more votes than allowed.

Section 4. Duties of the Treasurer.

The Treasurer shall be designated in accordance with these Bylaws and shall have the following duties:

(a) Shall keep or cause to be kept, records of all receipts and disbursements, keeping accurate books of accounts of all transactions of OFARM Association; and shall submit reports as may be requested by the Board of Directors or the Executive Committee;

(b) Shall, with assistance as approved by the Board of Directors, cause to be prepared for the Annual Meeting of the Member Delegates a full financial report of funds of OFARM Association;

(c) Shall maintain a record of payment of dues and fees assessed to OFARM Association Members;

(d) Shall perform such additional duties with respect to the finances of OFARM Association as may be prescribed by the Board of Directors; and at the expiration of his term of office, the Treasurer shall promptly turn over to his successor all monies, property, books, records, and documents pertaining to his office or belonging to OFARM Association.

Articles VI-XIV deal with cooperative operations and could be available upon request.

ARTICLE XV. AMENDMENTS

Any three (3) qualified Producer Members of an OFARM Association Member or a majority of the Board of Directors of any qualified OFARM Association, by signed petition, may present a proposal to amend these By-laws by submitting a proposal in writing to the Secretary of the MAC not less than sixty 60 days prior to the Annual Meeting or any special meeting of OFARM Association Member Delegates. The Board of Directors or the Executive Board may also, by simple majority vote,

present a proposal to amend the Bylaws by submitting a proposal in writing to the Secretary of the MAC not less than sixty (60) days prior to the Annual Meeting or any special meeting of the General Membership Delegates. If notice of the character of the amendment proposed has been given in the notice of meeting, these Bylaws may be altered or amended at any regular or special meeting of OFARM Association Members by the affirmative vote of two thirds (2/3) of the Member Delegates present.

ADOPTED THIS 17th day of January 2005.

**OREN HOLLE
PRESIDENT**

**DAVID CAMPBELL
SECRETARY**