

OKLAHOMA GENETICS, INC.

BY-LAWS

ARTICLE I Name and Mission

Section 1. Name. The name of this organization shall be Oklahoma Genetics, Inc. (Hereinafter referred to as OGI).

Section 2. Mission. To assemble in an organized manner as a group of interested and capable seed enterprises to promote stewardship, publicize and market the use of improved genetics, traits, benefits of high quality certified seed and vegetatively propagated materials, and to promote educational programs and scientific research for the benefit of crop producers, seed producers/marketers, and plant breeding programs.

Section 3. Device. To establish within the R3, R2, and C3 Oklahoma Foundation Seed Stock (OFSS) growers framework a Board of Directors responsible for the administration of variety promotional services, including selection of varieties, development of appropriate license agreements, creation and selection of promotional projects to be funded, and other tasks as directed.

ARTICLE II Definition of Terms

Section 1. OGI. Refers to Oklahoma Genetics, Inc.

Section 2. OGI Chairman. Refers to the elected principal, non-salaried officer of the Board of Directors.

Section 3. Subcommittee. Refers to a properly formed subcommittee of the OGI.

Section 4. Board of Directors. Refers to the legal governing body which has the ultimate authority for the management of OGI and which serves as trustee for all properties and funds.

Section 5. Staff. Refers to all salaried employees.

Section 6. Annual Meetings. An annual meeting of all Affiliates of OGI shall be held for the purpose of electing the Board of Directors. This meeting will be in conjunction with the annual meeting for the Oklahoma Crop Improvement Association (OCIA).

Section 7. Affiliate. Affiliate shall be the designation given to an individual, a partnership, a corporation, or a limited liability company which has been qualified as a member of OGI.

Section 8. R3. A grower of the 'Registered' class of seed that completed certification in three (3) of the previous three (3) years.

Section 9. R2. A grower of the 'Registered' class of seed that completed certification in two (2) of the previous three (3) years.

Section 10. C3. A grower of the ‘Certified’ class of seed that has completed certification in three (3) of the previous three (3) years of a variety that has no ‘Registered’ class.

ARTICLE III **Membership**

Section 1. General Membership. There will be one (1) class of general membership.

- A. Each Affiliate must be a R3 or C3 grower (R2 growers may qualify with Board approval) that will have the right and privilege of electing the Board; and
 - 1. Has produced and completed certification of registered seed at least two (2) out of the previous three (3) years or is an approved seed conditioner who has a continuous record of conditioning certified seed for the past ten (10) years; and
 - 2. Has executed an Affiliate agreement and such other membership matters as may be required by the OGI.
 - 3. Other applications for Affiliate shall be considered on a case-by-case basis by the Board of Directors and either approved or denied.

ARTICLE IV **Management**

Section 1. Responsibilities. The Board of Directors is charged with the responsibility of implementing, recommending, monitoring and evaluating the programs, activities, and needs of the OGI. The Specific duties and responsibilities of the Board shall include, but are not limited to:

- A. Provide opportunity to all eligible certified seed growers to become an OGI Affiliate and participate in its activities. Any member of the OCIA who meets and agrees to the General Membership conditions stated in Article III, Section 1 of these By-laws is eligible to become an Affiliate of OGI.
- B. Request permission of Oklahoma Agricultural Experiment Station (OAES) to commercialize select publicly developed lines and/or negotiate with the OAES and/or other proprietary genetic sources regarding varieties that would be exclusively licensed to OGI. Each “Agreement” should have a defined time limit with options for renewal if both parties want to continue. A five (5) year initial agreement is favored.
- C. Introduce and market a product line-up of select crop varieties, as appropriate. These varieties would be licensed for the exclusive use of OGI Affiliates and marketed under the Oklahoma Genetics, Inc. brand name.
- D. Assess each OGI Affiliate a participation fee, a license fee per variety, and a research technology fee per unit (60 lb.) of seed sold and /or a license/promotional fee based on the units of Foundation seed allocated for promotion, research and administration. Promotional monies received are to be used for promotion/positioning purposes only.

- E. Produce and market all varieties of Oklahoma Genetics, Inc. as a class of certified seed.
- F. Provide sales and marketing expertise to create awareness about contributions to agriculture sustainability and profitability by OAES breeding programs.
- G. Provide on an annual basis, a two (2) year marketing plan for all OGI licensed varieties to insure adequate supplies of Breeder and Foundation seed.
- H. Contract Foundation Seed production for OGI licensed varieties with OFSS.
- I. Contract OCIA or other entities for services such as database management, accounting, inventory and other needs as deemed necessary.
- J. Establish an equitable and fair Foundation seed distribution policy to all participating states and OGI Affiliates. Foundation and Registered seed may be planted on the OGI Affiliate's own holdings or contracted acres, but may not be sold or traded for seed production purposes.
- K. Be responsible, as licensee, for investigating and prosecuting violations of the U.S. Plant Variety Protection Act for varieties under the Oklahoma Genetics, Inc. system.
- L. Provide the opportunity for variety testing in all areas of adaptation.
- M. Communicate and work with like organizations in other states in order to promote understanding and common goals.

Section 2. Board of Director Composition and Term of Office.

- A. The Board of Directors shall consist of seven members from Oklahoma, one from Kansas, one from Texas plus six non-voting ex-officio representatives from Oklahoma Ag. Experiment Station (OAES), Oklahoma Department of Agriculture , Food, and Forestry (ODAFF), Oklahoma Foundation Seed Stocks (OFSS), Oklahoma Crop Improvement Association (OCIA), Oklahoma Wheat Growers Association (OWGA), and Oklahoma Wheat Commission (OWC).
- B. Board members shall be elected for a term of three (3) years unless a nominee is named to fill a vacancy, in which instance the term of membership shall be for the unexpired term of the member replaced. The Board shall be divided into classes of two (2), two (2), and three (3), with one (1) class elected annually on a three (3)-year rotation. Board members may be elected to succeed themselves.
- C. A vacancy shall be declared if an OGI Board member does not pay the required membership dues or is otherwise in violation of their Affiliate agreement with the OGI.
- D. Any vacancy, for whatever reason, shall be filled by appointment by the Chairman of OGI, with the approval of the Board of Directors. The appointee shall complete the term of the Board member being replaced.

Section 3. Qualification. Those persons shall be eligible for membership on the Board who:

- A. The individual, or the seed enterprise he/she represents is an OGI Affiliate in good standing (based on current accounts and reports) and of good reputation.
- B. Has a demonstrated interest in and/or is an active participant in OGI meetings, committees and related activities.
- C. Has an interest in serving as a member of the Board of Directors and is willing to make the necessary commitment to make this position purposeful and effective.

ARTICLE V
Nominations and Elections

Section 1. The Chairman of the OGI Board of Directors shall appoint three (3) members to serve as a Nominating Committee to identify members to serve on the Board. Names and telephone numbers identified by the Nominating Committee will be sent by mail to the general membership 60 days in advance of the election seeking other recommendations for members to serve on the Board.

Section 2. The slate of nominees shall be submitted to the membership prior to the election. Nominations shall also be accepted from the floor at the OGI annual meeting. Elections of Board members shall be by majority vote.

Section 3. Those elected to the Board shall take office at the first meeting following their election.

Section 4. Officers.

- A. Definition: Officers of the Board of Directors shall be: a Chairman, Vice Chairman, and a Secretary/Treasurer.
- B. The Chairman, vice chairman, and secretary/treasurer shall be elected at a special Board meeting immediately following the annual election.
- C. Term: Officers shall take office at their first meeting of the following year and shall hold office for a period of one (1) year, unless re-elected or until their successors are elected.
- D. Duties:
 - 1. The Chairman shall:
 - a. Preside at all meetings of the Board.
 - b. Be a member ex-officio of all subcommittees of OGI.
 - c. Appoint the Chairman and members of subcommittees.

- d. Carry out all other duties and responsibilities so assigned by these By-Laws or by the Board of Directors.
2. The Vice Chairman shall:
 - a. In absence of the Chairman, have all the authority and perform all of the duties of the Chairman.
 - b. Carry out additional duties as assigned by the Board Chairman.
 3. The Secretary/Treasurer shall:
 - a. Keep (or cause to be kept) careful records and minutes of meetings of the Board and attendance at these meetings.
 - b. Serve as Chairman of any subcommittee relating to budget and finance.
 - c. Keep the Board informed of the financial position of the OGI at its regular meetings.
 - d. Carry out additional duties assigned by the Chairman.
- E. Office Vacancy: In the event of a vacancy in one of the elected offices, the Chair shall appoint a member to the vacant position for the balance of the term involved. Such appointment shall be subject to ratification by the Board at the next regular meeting.

Section 5. Meetings of the Committee.

- A. Regular meetings: Meetings shall be held at least two (2) times a year at such time and place as may be determined, one (1) of which must be in conjunction with the annual OCIA meeting. One (1) or more of the meetings may be held by telephone conference call.
- B. Special meetings: Special meetings of the Board may be called by the Chairman and shall be called upon the written request of four (4) members of the Board. Such requests shall specify the objective of the meeting which shall be included in the notice.
- C. Notice of Meetings: Notice of the time and place of all regular and special meetings will be made at least 72 hours before the time fixed for the meeting.
- D. Quorum: Five (5) voting members shall constitute a quorum.
- E. Presiding: The chairman shall preside at all meetings of the Board. In his absence the next ranking officer shall preside.
- F. Order of Business: The order of business at each regular meeting shall be determined by the Chairman.

ARTICLE VI
Subcommittees

Section 1. Subcommittees. The Board of Directors shall establish such sub-committees as necessary and appropriate to carry out its duties and responsibilities. Sub-committees may include individuals who are not members of the Board but shall be members of OGI.

ARTICLE VII
Staff

Section 1. Executive Director. The Executive Director of OGI shall act as a liaison to the Board on all matters pertaining to the operation of OGI.

Section 2. Other Staff Other OGI staff members shall be employed upon approval of the Board of Directors.

ARTICLE VIII
Amendments

Section 1. Bylaws. These By-Laws may be amended by the affirmative vote of the majority of the Board of Directors at any regular or special meeting, provided notice of the proposed amendments be given at the previous meeting and in the call for the meeting at which time such amendment is to be voted upon. Any such amendments shall become effective only upon the formal approval of the Board of Directors.

ARTICLE IX
Financial and Property Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence February 1 and shall end January 31 of each year.

Section 2. Audit of Books and Accounts. The books and accounts of the cooperation shall be audited at such time as may be ordered by the Board of Directors.

Section 3. Contracts. The Board of Directors may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation for the consideration that the Board of Directors deem expedient.

Section 4. Checks. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the treasurer and 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.

ARTICLE X
Indemnification

Section 1. Directors. Each director, officer and employee of this Corporation and each person who shall serve at its request as a director, officer, or employee of another Corporation in which this Corporation owns shares of capital stock or of which it is a creditor, whether or not then in

office, and his/her personal representatives shall be indemnified by the Corporation against all costs and expenses, including counsel fees, actually and necessarily incurred by or imposed on him/her in connection with the defense of any action, suit or proceeding in which he/she may be involved or to which he/she may be made a party by reason of his/her being or having been a director or officer, except in the relation to matters as to which he/she shall be finally adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation but only if a majority of the Board of Directors (excluding the person indemnified) determines that the person indemnified did not commit such negligence or misconduct in any substantial way. The foregoing right of indemnification shall not be exclusive of any other rights to which he/she may be entitled as a matter of law or by agreement, Bylaw, vote of members or otherwise.

ARTICLE XI
Construction

These current By-Laws shall become effective at such time as they have been adopted by the members of the Board of Directors of the OGI present at the meeting when presented for adoption.

The foregoing By-Laws were duly adopted at the regular meeting of the Board of Directors held on the 13th day of February, 2014.

OKLAHOMA GENETICS, INC.
Board of Directors

By: _____
Chairman

By: _____
Secretary