

**Second Amended and Restated Bylaws
of
AG DATA TRANSPARENCY EVALUATOR, INC.
Dated March 16, 2022**

**ARTICLE I
NAME AND PURPOSE**

1.1 Name. The name of the corporation shall be Ag Data Transparency Evaluator, Inc. (the “**Corporation**”). The Corporation shall be organized as a non-profit corporation under the laws of the State of Indiana. The Corporation may also use the trade name “Ag Data Transparent”.

1.2 Purpose. The purpose of the corporation shall be to provide informational and educational tools and services that assist farmers with understanding and evaluating contracts associated with collection, storage, transfer and use of agricultural data. The purpose shall at all times be consistent with the Articles of Organization.

1.3 Principal Office. The Corporation shall have and maintain its principal office in Indianapolis, Indiana or elsewhere as the Board of Directors may determine.

**ARTICLE II
MEMBERSHIP**

2.1 Qualification of Members. The Members of the Corporation shall consist of such natural persons and entities who (i) are interested in the purposes of the Corporation; (ii) apply for membership; and (iii) pay annual dues as set by the Board of Directors (collectively, the “**Members**,” and individually a “**Member**”).

2.2 Types of Members. The Members shall be classified as follows:

(a) **Certified Members.** Certified Members are entities that complete certification under the Ag Data Transparent process. Certified Members must annually renew certification to maintain membership.

(b) **Industry Members.** Industry Members are non-profit organizations, such as commodity organizations, or farm and ranch industry trade groups, that primarily serve farmers or ranchers.

(c) **Supporting Members.** Supporting Members are persons or entities that align with the mission of the Corporation and do not fit with the classifications for Certified Members or Industry Members. Examples of Supporting Members are organizations concerned with or working to improve data transparency; companies that collect ag data but do not have a farmer facing data platform; and companies that work

within the food and ag supply chains. Supporting Members must be approved by the Board of Directors.

2.3 Rights of Members. The rights of Members shall be limited to those rights set forth herein and all of the Members' right, title and interest in or to the Corporation shall cease upon termination of the membership. The Members shall not be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

2.4 Dues and Assessments. Each Member shall pay annually to the Corporation dues in the amount determined by the Board of Directors. The dues payable may differ based upon whether a Member is a Certified, Industry, or Supporting Member. The Board of Directors may also establish different dues within a classification.

2.5 Resignation from Membership. Any Member may resign at any time by giving written notice of such resignation to the President or Administrator of the Corporation. Such resignation shall be made in writing and shall take effect at the time specified. The acceptance of a resignation shall not be necessary to make it effective. If a Member serving as a director resigns from membership in the Corporation, the Member's term as a director shall terminate at the time such resignation becomes effective.

2.6 Termination of Membership. The Board of Directors may terminate or suspend the membership of any Member for failure to pay such dues as may be required. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

2.7 Period of Membership. The term of membership of all Members shall be one calendar year. The number of terms of membership which a person may serve is not limited.

ARTICLE III MEETING OF MEMBERS

3.1 Place of Meetings. All meetings of the Members shall be held at such place as may be designated by the Board of Directors and specified in the respective notices.

3.2 Annual Meeting. An annual meeting of the Members shall be held each year on a date and time selected by the Board of Directors. The annual meeting shall be within twelve (12) months after the close of the fiscal year. At each meeting of the Members, the President shall preside at such meeting.

3.3 Special Meetings. Special meetings of the Members may be called by the President or Administrator of the Corporation.

3.4 Notice of Meetings. A written notice stating the place, day and hour of the meeting shall be mailed or emailed by the Secretary or by the officer or persons calling the

meeting to the Members of the Corporation at such address as appears on the records of the Corporation at least thirty (30) days before the date of the meeting.

3.5 Waiver of Notice. Notice of any meeting of the Members may be waived in a writing signed by the Member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6 Virtual Meetings. If any meeting of the Members allows for attendance by virtual means (telephone, online, etc.), Members may participate by such virtual means. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE IV BOARD OF DIRECTORS

4.1 Authority. Subject to the provisions of these Bylaws, and as permitted by law, the Corporation's affairs shall be managed by its board of directors ("**Board**"). As permitted by law, the Board may carry out its duties through hired staff, contracts with managers and other entities as it determines from time to time.

4.2 Directors. At the first annual meeting after these Bylaws are adopted, the Members shall elect those persons to serve as Directors. The Board shall consist of not less than 3 nor more than 18 directors ("**Directors**"). The Board shall strive to obtain Directors that represent the diverse interests of ag technology providers and ag service providers, in company size and product offerings. Accordingly, Directors shall be elected as follows:

- (a) Up to ten (10) Directors shall be elected from the Industry Members;
- (b) Up to six (6) Directors shall be elected from the Certified Members; and
- (c) Up to two (2) Directors shall be elected from the Supporting Members.

4.3 Voting Powers. Unless otherwise stated, all matters before the Board require an affirmative vote of the majority of the Board. However, the following matters also require a majority vote of the Industry Member Directors:

- (a) Amendment of these Bylaws;
- (b) Modification of the Ag Data Transparent certification process; and
- (d) The decision whether to engage or terminate the services of the any employee or contractor of the Corporation.

4.4 Terms of Office. Directors shall serve beginning on the date of the annual meeting when they are first elected and continue for period of two (2) years. Industry Member Directors may serve multiple terms. Certified Member Directors and Supporting Member Directors may

serve up to two consecutive, 2-year terms. After one year absence, Certified Member Directors and Supporting Member Directors may serve again.

4.5 Elections. Prior to the annual meeting, the President shall appoint a Nominating Committee of at least two Directors and the Administrator to create a slate of Directors for Members to elect at the annual meeting. Eligible slated Directors shall be prioritized based upon the date their Member organization became a Member of the Corporation.

4.6 Resignations/Vacancies/Removal

(a) **Resignations.** A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Administrator (defined below). Unless otherwise stated in the Bylaws or articles of incorporation, a resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

(b) **Vacancies.** The Board may fill any vacancy occurring on the Board, including a vacancy resulting from a resignation or a removal or an increase in the number of Directors. The Board shall replace any vacant Director seat with a replacement from the same classification.

(c) **Removal.** A Director may be removed from office with or without cause by two-thirds of the Directors then in office at a meeting at which a quorum is present, whenever in the Board's judgment the best interests of the Corporation would be served by removal or the Director has missed two successive meetings of the Board without valid grounds.

(d) **Expenses.** Directors shall serve without compensation. Directors may be reimbursed by their respective organizations for expenses necessarily incurred by them in the performance of their duties.

ARTICLE V MEETINGS OF BOARD OF DIRECTORS

5.1 In General

(a) **Annual Meeting.** The Board shall hold an annual meeting following the annual meeting of the Members, or at such other time as the Board determines, for the purpose of conducting such business that properly comes before the meeting.

(b) **Special Meetings.** The Board shall hold special meetings on the call of the President or majority of the Directors then in office.

(c) **Place and Time.** Meetings of the Board may be held at the place and time specified in the notice of the meeting.

(d) **Means of Participation.** Any Director may participate in a meeting of the Board through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

(e) **Action Without a Meeting.** Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action so taken is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Consent may be obtained through affirmative replies provided through email.

(f) **Notice/Waiver of Notice.** The person(s) calling a meeting of the Board shall provide to all Directors not less than ten days prior notice of the place and time of the meeting. A Director may at any time waive any notice required by these Bylaws by (i) doing so in writing, signed by the Director and filed with the minutes of the Corporation's records or (ii) by attending or participating in the meeting unless upon arriving at the meeting or prior to the vote on a matter not noticed as required the Director objects to lack of notice and does not vote for or assent to the objected-to action.

5.2 Quorum. At any meeting of the Board, a quorum shall require a majority of the Industry Member Directors. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting without further notice until such time as a quorum is present. Eligible organizations may substitute a proxy Director for any meeting in which a quorum is required.

5.3 Voting. Each Director shall have one vote. Unless otherwise required by these Bylaws or by law, the concurring vote of a majority of Directors present at a meeting of the Board at which a quorum has been established shall be the act of the Board.

ARTICLE VI OFFICERS

6.1 Elected Officers

(a) **In General.** The officers of the Corporation shall be elected by the Board and shall consist of (i) a President, a Vice-President, and a Secretary/Treasurer. The Officers

shall be elected from the Directors. The officers may also appoint a secretary to record official board business.

(b) **Election and Term of Office.** The officers shall be elected at the annual meeting of the Board, must be Directors while they serve, and shall serve for a term beginning with their election and ending with the officer elections at the following annual Board meeting and until their successors shall have been elected. A Director shall not be limited in the number of terms for which he or she may serve as an officer.

(c) **Removal and Vacancies.** Any officer elected by the Board may be removed by the Board, with or without cause, by a majority of Directors then in office at a meeting at which a quorum is present. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term of that officer.

(d) **Duties**

(i) **President.** The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Board and perform all acts and duties usually incident to and required of a presiding officer, as well as such other duties as may be conferred by the Board.

(ii) **Vice-President.** In the absence of the President or in the event of his/her inability to act, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President.

(iii) **Secretary/Treasurer.** The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board.

6.2 Administrator

(a) **Administrator.** If required by the Board, the Corporation shall engage an Administrator ("**Administrator**") on such terms and conditions as it determines. The Administrator may be removed by the Board at any time, with or without cause, but such removal shall not affect his/her rights under his/her contract, if any. The Administrator shall, under the direction and policies of the Board, manage the Corporation's day-to-day affairs and be responsible for the Corporation's success; and, except as otherwise provided

in the contract, if any, perform such other duties as customarily belong to that office or which the Board assigns.

(b) **Others.** Except as otherwise provided in any contract or directed by the Board, the Administrator may engage or employ such other personnel as shall be needed for the proper performance of the business of the Corporation.

ARTICLE VII AMENDMENTS TO BYLAWS AND ARTICLES

7.1 Amendments. The Board may amend these Bylaws or the Articles of Incorporation at any meeting at which a quorum is present.

ARTICLE VIII DISSOLUTION

8.1 Dissolution. In the event of the dissolution of the Corporation, its net assets remaining after provision for the payment of all debts, obligations and liabilities of the Corporation shall be dedicated and transferred only in such manner as will be consistent with the provisions of the Code then governing the Corporation as a tax-exempt corporation.

ARTICLE IX MISCELLANEOUS

9.1 Parliamentary Procedure. The Board shall be governed in its deliberations in the transaction of its business by these Bylaws. The most recent edition of Robert's Rules of Order shall govern any matter of procedure not so covered.

9.2 Contracts. The Board may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Corporation, consistent with the provisions of these Bylaws. Such authority may be general or confined to specific instances.

9.3 Confidential Information. Directors, officers, employees or agents of the Corporation shall hold in confidence, and not, except as authorized in writing by the Board or provided by law, use or disclose, any confidential information of the Corporation.

9.4 Personal Liability. The officers and Directors of the Corporation shall not be personally liable for the debts or actions of the Corporation in their capacities as officers and Directors.

9.5 Indemnification. The Corporation shall defend, indemnify, and hold harmless any Director, officer, employee or agent of the Corporation and protect them from any loss or liability for any action or omission taken in good faith on behalf of the Corporation. The Corporation shall purchase and maintain insurance, at all times and at its expense, including but not limited to Directors and Officers coverage, to protect itself and any Director, officer, employee or agent of the Corporation.

Approved by the ADT Board of Directors on March 16, 2022