

**AMENDED AND RESTATED BYLAWS
OF
AG ONE
A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

ARTICLE 1. OFFICES

Section 1.01. Principal Office. The Corporation's principal office is located at 2910 E Barstow Ave, Fresno, CA 93740. The Board of Directors of the Corporation (the "Board of Directors" or "Board") is granted full power and authority to change the principal office from one location to another.

Section 1.02. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE 2. MEMBERSHIP

Section 2.01. Classes of Members. The Corporation shall have one class of members only, and each member shall have equal voting and other rights as provided herein. Members shall have the right to elect Directors but shall have no other voting rights. Any other action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. No person shall hold more than one membership in the Corporation.

Nothing in this Section 2.01 shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members as defined above, and no such reference shall constitute anyone a member within the meaning of California Corporations Code §5056 or the foregoing provisions of this Section 2.01, unless such person shall have qualified for membership as set forth in these Bylaws. The Corporation may confer by amendment of its Articles of Incorporation ("Articles") or of these Bylaws some or all of the rights of a member, as set forth in this ARTICLE 2, upon any person or persons who do not have the right to vote on any of the matters set forth in the first paragraph of this Section 2.01, but no such person shall be a member within the meaning of Section 5056 or this Section 2.01.

Section 2.02. Eligibility for Membership. Any person, as defined in California Corporations Code §5065, upon payment of annual dues is eligible to be a member of the Corporation, except that, in the case of a natural person, such person shall not be eligible for membership unless over the age of 18 years.

Section 2.03. Admission to Membership. Any person eligible for membership shall be admitted to membership upon application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on payment of the first annual dues.

Section 2.04. Application Fee. There shall be no fee for making application for membership in the Corporation.

Section 2.05. Dues. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues be less than the amount of \$100.00. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors.

Section 2.06. Assessments. Memberships shall be nonassessable.

Section 2.07. Number of Members. The Corporation shall have such number of members as may from time to time be determined by the Board of Directors.

Section 2.08. Transferability of Membership. Neither the membership in the Corporation nor any right in the membership may be transferred or assigned for value or otherwise.

Section 2.09. Membership Records. The Corporation shall keep either in written form, or in any other form capable of being converted into clearly legible tangible form, including, without limitation, electronic form, membership records containing the name and address of each member. The records shall also contain the fact of termination and the date on which such membership ceased. Such records shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 2.10 of these Bylaws.

Section 2.10. Inspection Rights of Members.

a. Demand. Subject to the Corporation's right to set aside a demand for inspection pursuant to California Corporations Code §6331 and the power of the court to limit inspection rights pursuant to California Corporations Code §6332, and unless the Corporation provides a reasonable alternative as permitted by Section 2.10c of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

1. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days' prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested; or

2. Obtain from the secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

b. Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.10a of these Bylaws may be exercised by any of the following:

1. Any member, for a purpose reasonably related to such person's interest as a member; and
2. The authorized number of members for a purpose reasonably related to the members' interest as members.

c. Alternative Method of Achieving Purpose. The Corporation may, within ten business days after receiving a demand pursuant to Section 2.10a of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in that demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.10a of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand.

Section 2.11. Nonliability of Members. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 2.12. Termination of Membership.

a. Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of the member;
2. Where a membership is issued for a period of time, the expiration of such period of time;
3. The death of a member;
4. The dissolution of Corporate members;
5. For any other cause or on any other grounds which do not violate contractual or other rights of the member or are otherwise unlawful, upon a vote of the majority of the Directors, subject to the limitations set forth in Section 2.10b of these Bylaws.

b. Rights on Termination. A member shall be given both a 15 days' prior written notice of the termination stating the reasons therefor and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first class or registered mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five days before the effective date of the termination. The

hearing shall be conducted at the principal office of the Corporation by a person or committee from time to time determined by the Board of Directors. The hearing shall be presided over by a person determined by the Board of Directors who shall perform the following duties:

1. Read the charges against the subject member;
2. Require that the charges be verified by the testimony of the person or persons making them; provided, however, that if the termination is the result of nonpayment of dues, charges may be verified by a written statement of the Executive Director of the Corporation that the dues have not been paid within the time required for payment;
3. Hear any other witnesses against the subject member;
4. Allow the subject member to cross-examine each witness following the testimony of that witness;
5. Allow the subject member to make a statement in his or her own behalf;
6. Allow the subject member to call witnesses in his or her own behalf; and
7. Allow the hearing officer and/or the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The person or the committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner, and shall have the exclusive power and authority to decide whether or not the proposed termination shall take place.

c. Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

Section 2.13. Place of Meetings. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2.14. Annual Meeting. The members shall meet annually on the first Monday in May in each year at ~~8:00 am~~such time as set by the Board, or at such other date and time as may from time to time be fixed by the Board of Directors which in no event shall be more than 60 days after the designated date. The purpose of the meeting shall be the transaction of such proper business as may come before the meeting, including the election of Directors. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding full business day.

Section 2.15. Special Meetings. Special meetings of members shall be called by the Board of Directors or by the President of the Corporation and held at such places within the State of California as is fixed in Section 2.13 of these Bylaws for regular meetings of members. Where the purpose of the special meeting is the removal of Directors and the election of their replacements, 5% or more of the members of the Corporation may call special meetings for such purpose.

Section 2.16. Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to any limitations in the Articles or these Bylaws, the Board may adopt guidelines and procedures for members not physically present in person to participate in the meeting by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication (collectively “Remote Communication”), be deemed present in person, and vote at a meeting of members, subject to the provisions of Section 2.17.

Section 2.17. Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by Remote Communication if the corporation implements reasonable measures: (i) to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings; (ii) if any member votes or takes other action at the meeting by means of Remote Communication, to maintain a record of that vote or action in its books and records; and (iii) to verify that each person who has voted remotely is a member.

Section 2.18. Sole Electronic Meetings. The corporation may not conduct a meeting of members solely by Remote Communication unless one or more of the following apply: (i) all of the members consent; (ii) the Board determines it is necessary or appropriate because of an emergency, as defined in California Corporations Code §5140(n)(5); or (iii) the meeting includes a live audiovisual feed for the duration of the meeting. A corporation holding a meeting pursuant to subsection (iii) may offer, in addition to remote audiovisual feed, an audio-only means by which a member may participate, provided that the choice between participating via audiovisual or via audio-only means is made by the member and the corporation does not impose any barriers to either mode of participation. A de minimis disruption of an audio or audiovisual feed does not require a corporation to end a meeting under or render the corporation out of compliance with subsection (iii).

Section 2.19. Notice of Meetings. Notice of every meeting of members shall be in writing and given at least fifteen (15) days but not more than sixty (60) days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation’s books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or electronic or other written communication to the corporation’s

principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

When a members' meeting is adjourned to another time or place, and if the adjournment is for more than forty-five (45) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 2.20. Electronic Notice. Notice given by electronic transmission by the corporation shall be valid only if:

a. Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (ii) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (ii) other means of electronic communication;

b. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

c. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

d. Notwithstanding the foregoing: (i) an electronic transmission by the corporation to a member is not authorized unless, in addition to satisfying the requirements of this Section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent; and (2) notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

Section 2.21. Contents of Notice. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 2.22. Affidavit of Mailing Notice. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 2.23. Waivers, Consents and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote, but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

Section 2.24. Quorum. A quorum at any meeting of members shall consist of ten (10) percent of the voting power, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 2.21 of these Bylaws.

Section 2.25. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 2.26. Adjournment for lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 2.25 of these Bylaws.

Section 2.27. Voting of Membership.

a. One Vote Per Member. Each member is entitled to one vote on each matter submitted to a vote of the members.

b. Indivisible Interest in Single Memberships. Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 2.27c of these Bylaws relating to the voting of memberships in two or more names.

c. Memberships in Two or More Names. Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member votes, the act of the majority so voting shall bind all members.

d. Record Date of Membership. The record date for the purposes of determining the members entitled to vote at (and to notice of) any meeting of members or for the purpose of determining the members entitled to cast written ballots is sixty (60) days before the

date of the meeting of members or the day on which the first written ballot is mailed or solicited. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is sixty (60) days prior to such other action.

e. Cumulative Voting. Cumulative voting shall not be authorized for the election of Directors for any other purpose.

f. Proxy Voting. Members entitled to vote shall not be permitted to vote or act by proxy.

Section 2.28. Action Without Meeting by Written Ballot.

a. Ballot Requirements. Any action which may be taken at any regular or special meeting of members may be taken without a meeting pursuant to the provisions of this Section 2.28. If an action is taken without a meeting, the Corporation shall distribute one written ballot to every member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 2.20 of these Bylaws. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present as a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

b. Solicitation of Ballots. All such solicitations of ballots shall indicate (i) the number of responses needed to meet the quorum requirement, and (ii) with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

c. Voting by Written Ballot. The form of written ballots distributed to the (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

d. Revocation of Ballot. A written ballot may not be revoked.

Section 2.29. Conduct of Meetings.

a. Chairperson. The President of the Corporation or, in his or her absence, any other person chosen by a majority of the members present shall be Chairperson of and shall preside over the meetings of the members.

b. Secretary of Meetings. The Secretary of the Corporation shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairperson of the meetings of members shall appoint another person to act as Secretary of the meetings.

c. Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles, or the law.

Section 2.30. Inspectors of Election.

a. Appointment. In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any person so appointed fails to appear or refuse to act, the Chairperson of any meeting may, and on request of any member must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members, the majority of members represented in person shall determine whether one (1) or three (3) inspectors are to be appointed.

b. Duties. The inspectors of election shall perform the following duties:

1. Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting and the existence of a quorum.
2. Receive votes;
3. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
4. Count and tabulate all votes and consents;
5. Determine when the polls shall close;
6. Determine the result; and
7. Do such acts as may be proper to conduct the election or vote with fairness to all members.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

c. Vote of Inspectors. If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

d. Report and Certificate. On request of the Chairperson or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE 3. DIRECTORS

Section 3.01. Powers. Subject to limitations of the Articles, of these Bylaws, and of the California Nonprofit Public Benefit Corporation Law relating to action required to be approved by the members or by a majority of the members, the activities and affairs of the Corporation shall be conducted and all Corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of AG ONE to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all Corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

a. To select and remove all the other officers, agents and employees of the Corporation, prescribe the powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.

b. To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

c. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

d. To authorize the issuance of memberships of the Corporation from time to time, upon such terms and for such consideration as may be lawful.

e. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidences of debt and securities therefor.

Section 3.02. Number of Directors. The affairs of the Corporation shall be governed by a Board of Directors consisting of twenty-three (23) persons (the "Directors" or each a "Director"), chosen as follows:

a. Two persons duly appointed by and members of the governing body of the Agricultural Foundation of California State University, Fresno; one of whom shall be the Chairperson of the Agricultural Foundation of California State University, Fresno.

b. One person selected and appointed annually by the then current Dean (the "Dean") of the Jordan College of Agricultural Sciences and Technology of California State

University, Fresno (the “Jordan College”) who is a current student of the Jordan College (the “Student Director”); provided, however, that Student Director may be removed and replaced by the Dean at any time.

c. Twenty persons duly elected as provided in Section 3.05. It is desired (but not required) that three persons representing each of the following agricultural specialties be members of the Board of Directors at any one time.

1. Agricultural Business
2. ~~Agricultural~~ Animal Science and Education
- ~~3. Animal Science~~
3. ~~4.~~ Industrial Technology
4. Food Science and Nutrition
5. Plant Science
6. Viticulture and Enology

Section 3.03. Qualifications. The Directors of the Corporation other than the Student Director, shall be members of the Corporation. Directors need not be residents of the State of California.

Section 3.04. Nomination. Any person qualified to be a Director under Section 3.03 of these Bylaws may be nominated for an elective position by the method of nomination authorized by the Board, or if none, by any method authorized by law.

Section 3.05. Selection and Term of Office.

a. The Directors to be appointed pursuant to Section 3.02a or Section 3.02b shall take office at the Board meeting at which designated or, if not designated at a Board meeting, the next Board meeting following designation. Each designated Director shall hold office until a successor has been designated.

b. Directors required to be elected by Section 3.02 shall be elected at either the annual meeting of the members or by written ballot as authorized by Section 2.28 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

c. The initial term of the Directors named in the Articles and holding elective positions shall be designated by the Board for each of these offices; no such term shall exceed three years. After the expiration of each initial term, each successive term shall be three years with each term staggered so that no more than 40 percent of the terms of office for the Directors to be elected will expire each year. Each such Director shall serve until the end of that Director's term and until a successor has been either appointed or elected and qualified. Directors shall be

eligible for reelection for a second three-year term only and thereafter may again seek elective office only after remaining off the Board for three years between each two-term period, provided they continue to meet the qualifications set forth in these Bylaws. Any initial term of office of one year or less shall not be taken into consideration when determining eligibility for reelection.

d. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 3.06. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist at the occurrence of any of the following:

- a. the death, resignation or removal of any Director;
- b. the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order or judgement of any court to have breached any duty arising under Section 5231 and following of the California Nonprofit Public Benefit Corporation Law;
- c. the members fail, at any general or special meeting of the members at which any Director or Directors are elected, or by written ballot, to elect the full authorized number of Directors to be elected pursuant to the provisions of Section 3.02c;
- d. the failure of the designator to appoint any Director pursuant to the provisions of Section 3.02a or Section 3.02b; or
- e. the increase in the authorized number of Directors.

Section 3.07. Resignation of a Director. Except as provided in this Section, any Director may resign, which resignation shall be effective on receipt of written notice by the Chairperson of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 3.08. Removal of Directors. A Director may be removed as follows:

a. Any director may be removed, with or without cause, by the vote of the majority of the Directors of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 3.13. However, a Director who was designated as a Director rather than elected by the Members may be removed without cause only by or with the consent of the person or persons who designated that director.

b. Any Director holding an elective position who does not attend at least two (2) Board meeting during any ~~consecutive twelve (12) month period shall automatically~~ fiscal year of the Corporation may be removed from the Board ~~without~~ upon a determination of the ~~Board~~ Executive Committee unless (i) the Director requests a leave of absence for a limited period of time and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a

quorum is or is not present, (ii) the Director suffers from an illness or disability which prevents them from attending meetings and the Board by resolution waives the automatic removal procedure of this Section 3.07b, or (iii) the Board by resolution of the majority of Board members agrees to reinstate the Director who has missed such meetings.

Section 3.09. Filling of Vacancies. Vacancies in the Board shall be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director; provided, however, vacancies in the office of Directors appointed pursuant to Section 3.02a or Section 3.02b shall be filled by appointment as provided therein. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies under Section 3.02c not filled by the Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 3.10. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 3.11. Annual Meetings. Immediately following the annual meeting of members, the Board shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business.

Section 3.12. Regular Meetings. Other regular meetings of the Board shall be held on a quarterly basis (with the annual meeting constituting one such meeting) without call or notice on such dates and at such times as may be fixed by the Board.

Section 3.13. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, any Vice President, the Secretary or any two Directors.

Special meetings of the Board shall be held upon three days notice by first-class mail or 24 hours notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office

of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 3.14. Quorum. Eleven members of the Board of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.17. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.15. Participation in Meetings by Telephone or Other Telecommunications Equipment. Members of the Board may participate in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating the meeting are able to hear ~~one~~ another. Participation in a meeting through the use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at the meeting, as long as (i) each director participating in the meeting can communicate concurrently with all other directors and (ii) each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose and object to, as specific action to be taken by the Corporation.

Section 3.16. Waiver of Notice. Notice of a meeting, if required, need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

Section 3.17. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.18. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 3.19. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

Section 3.20. Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the Directors then in office. Any such committee shall have such authority of the Board to the extent delegated to such committees in the Board resolution creating the committee, except no committee may do the following:

- a. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members.
- b. The filling of vacancies on the Board or in any committee;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof;
- g. The expenditure of Corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- h. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article 3 applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 3.21. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE 4. OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.03 of this Article 4. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairperson of the Board.

Section 4.02. Election. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05 of this Article 4, shall be chosen annually by, and shall serve at the pleasure of the Board and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successor shall be elected.

Section 4.03. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4.04. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.06. Chairperson of the Board. The Chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 4.07. President. Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there be such an officer, the President is the General Manager

and Chief Executive Officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of the members and, in the absence of the Chairperson of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President and General Manager of a Corporation and such other powers and duties as may be prescribed by the Board.

Section 4.08. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, of not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.09. Secretary. The Secretary, in the manner set forth in Section 7.01, shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.10. Chief Financial Officer. The Treasurer is the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE 5. OTHER PROVISIONS

Section 5.01. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chairperson of the Board, the President or any Vice President and the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Chief Financial Officer and the Executive Director of the Corporation

shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5.02. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by that office.

Section 5.03. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 5.04. Amendments. These Bylaws may be amended or repealed only by the approval of the Board.

ARTICLE 6. INDEMNIFICATION

Section 6.01. Definitions. For the purposes of this ARTICLE 6, "agent" means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 6.04 or Section 6.05b of this ARTICLE 6.

Section 6.02. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the Corporation to procure a judgement in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgement, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding,

had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.03. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted realtor status by the Attorney General, for breach of duty relating to assets held in charitable trust, to procure a judgement in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.03:

a. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 6.04. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 6.02 or Section 6.03 of this ARTICLE 6 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05. Required Determinations. Except as provided in Section 6.04 of this Article 6 any indemnification under this ARTICLE 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 6.02 or Section 6.03 of this ARTICLE 6, by:

a. A majority vote of a quorum consisting of Directors who are not parties to such proceeding;

b. Approval of the members with the persons to be indemnified not being entitled to vote thereon; or

c. The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 6.06. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this ARTICLE 6.

Section 6.07. Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this ARTICLE 6. Nothing contained in this ARTICLE 6 shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 6.08. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this ARTICLE 6 except as provided in Section 6.04 or Section 6.05.b, in any circumstances where it appears:

a. That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.09. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this ARTICLE 6, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 6.10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This ARTICLE 6 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 6.01 of this ARTICLE 6. The

Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE 7. CORPORATE RECORDS AND REPORTS

Section 7.01. Records. The Corporation shall keep adequate and correct records of account, and minutes of the proceedings of its members. Board and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the membership level of each. The minutes and other books and records shall be kept in either written form or in any other form capable of being converted into clearly legible tangible form, including, without limitation, electronic form, or in any combination ~~of the two~~ thereof.

Section 7.02. Annual Report. The Board shall cause an annual report to be sent to the members and directors not later than 120 days after the close of the Corporation's fiscal year. The report shall contain all the information required by Corporations Code §6321(a) and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Section 7.03. Annual Statement of Transactions With Interested Persons and Indemnifications. As part of the annual report to members, or as a separate document if no annual report is issues, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification described in California Corporations Code §6322(d) and (e), if such transaction or indemnification took place.

ARTICLE 8. EMERGENCY PROVISIONS

Section 8.01. General. During any emergency resulting from an attack on the United States or on a locality in which the Corporation conducts its activities or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive Committee, if any cannot readily be convened for action, a meeting of the Board or of that committee may be called by any officer or Director. Such notice need be given only to such of the Directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The Director or Directors in attendance at the meeting of the Board, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not later than reasonably necessary after

the termination of the emergency) as may be provided in the resolution approving the list, shall to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed Directors or members of the committee, as the case may be, for such meeting.

The Board, either before or during any such emergency, may provide and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative officers or authorize the officers to do so.

SECRETARY'S CERTIFICATION OF ADOPTION OF
AMENDED AND RESTATED BYLAWS

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Ag One, a California nonprofit public benefit corporation; and

2. That the foregoing Amended and Restated Bylaws, comprising eight (8) articles and twenty-one (21) pages and eight (8) constitute the Amended and Restated Bylaws of the Corporation as duly adopted by the Board of Directors effective _____, ~~2025~~2026.

IN WITNESS WHEREOF, I have hereunto signed my name this ___ day of ____, ~~2025~~2026.

_____, Secretary

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Summary report:	
Litera Compare for Word 11.15.0.58 Document comparison done on 3/20/2026 3:53:23 PM	
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Intelligent Table Comparison: Active	
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