

**AMENDED AND RESTATED BYLAWS OF  
United States Lavender Growers Association**

Pursuant to the Nebraska Nonprofit Corporation Act and the Articles of Incorporation, the undersigned Directors do hereby adopt the Amended and Restated Bylaws of United States Lavender Growers Association (the “Corporation”) to provide as follows:

ARTICLE I

NAME AND OFFICES

Section 1. Name. The name of the Corporation is “United States Lavender Growers Association”.

Section 2. Offices. The principal office of the Corporation shall be located at Jeffrey Wheeler 419 E. Avenue P. O. Box 163 Holdrege, NE 68949.

ARTICLE II

MEMBERS AND MEETINGS OF MEMBERS

Section 1. Membership. The membership of the Corporation shall consist of those persons and institutions who have made an annual contribution in cash or in real or personal property to the Corporation for use in carrying out its purposes. Membership shall be on a year-to-year basis, based upon the policies and procedures set by the board from time to time. Each member shall be required to pay dues or otherwise make a contribution to the Corporation of real or personal property, as determined by the Board of Directors at any annual or special meeting of the Board of Directors; provided, however, that the Board of Directors may waive annual dues or contributions for honorary members.

Section 2. Classes of Membership.

(1) Grower Member – Voting rights for 1. An individual involved in the production of lavender plants for profit. A grower member has lavender plants established in the ground in the United States and a primary address in the United States. This membership level includes growers, propagators, distillers and those who develop and sell value-added lavender products from their own crop.

(2) Associate Member – Voting rights for 1. An individual who contributes to and benefits from the promotion and expansion of the lavender industry in the United States, and any individual not having a primary address in the United States. This membership level includes academia, product producers and all lavender enthusiasts not meeting the grower member category.

(3) Affiliate Member – 1 Member. No voting rights. This category includes commercial manufacturers, wholesalers and retailers of equipment and associated items and services to the lavender trade.

(4) Reciprocal Affiliate Member - 1 Member. No Voting Rights, No Dues. This category is an arrangement without exchanging dues between associations whose interests are compatible with those of the United States Lavender industry and USLGA. It is designed to exchange information and build mutually beneficial relationships.

Section 3. Right of Members. All of a member's interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the earnings of the Corporation nor to share in a distribution of the Corporate assets upon the dissolution of the Corporation. No membership is transferable.

Section 4. Resignation of a Member. Any member may resign from the Corporation at any time by delivering a written resignation to the President or Secretary of the Corporation or by mailing his, her, or its resignation to the registered office of the Corporation. No portion of dues paid will be returned or refunded.

Section 5. Annual Meeting of Members. The annual meeting of the members of the Corporation shall be held in January of each year or at such other time as determined by the Board of Directors, for the purpose of informing the members of actions of the corporation.

Section 6. Notice of Annual Meeting. Notice of the time, date, and place of the annual meeting, together with a description of any matter or matters that must be approved by the members pursuant to the Nebraska Nonprofit Corporation Act, shall be served, either personally, by mail, or by email, not less than ten (10) nor more than sixty (60) days before the meeting, upon such person or institution that appears on the books of the Corporation as a member; and, if mailed, such notice shall be by first class mail directed to the member at the member's address as it appears on the books of the Corporation, unless the member shall have filed with the Secretary of the Corporation a written request that notices intended for such member be mailed to some other address, in which case notice shall be mailed to the address designated in such request.

Section 7. Charter Membership. Charter membership may be obtained by joining the United States Lavender Growers Association within the first six months of open enrollment. This title is only for grower or associate members and would entitle them to use this terminology in their advertising materials, as well as their websites. It would remain in effect as long as the member remains in good standing with paid-in-full dues and exercises their right to vote.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Eligibility and Authority. All corporate powers shall be exercised by or under the authority of, and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

Section 2. Number and Term. The number of Directors of the Corporation shall be no less than three(3) and not exceed twenty-three (23) and may be increased or decreased by amendment of these Bylaws in the manner set forth in Article XIV hereof. Number and makeup of the board shall be set within the limits of this section by the Board of Directors and memorialized within the Corporation's Policies and Procedures which may be amended from time to time. The term of office of each Director shall be three (3) years with staggering terms. Terms expire on the call to order of the annual meeting of the Board of Directors in each year commencing in 2012. At the Annual Meeting of the Board of Directors commencing in the year 2012, the Directors shall elect or reelect as the case may be, persons to fill vacancies on the Board for those members of the Board whose terms of office have expired.

Section 3. Resignation of Director. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the presiding officer of the Board of Directors, or to the President or Secretary of the Corporation. Resignation shall be effective when the notice is effective, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board provides that the

successor does not take office until the effective date. Any Director so elected by the Board of Directors shall hold office for the balance of the term of the Director that he or she replaced.

Section 4. Annual Meeting of Directors. In March of each year or at such other time as determined by the Board of Directors, the Board of Directors shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other appropriate business, without further notice to the Directors.

Section 5. Special Meetings of the Board. Special meeting of the Board of Directors may be called by the President, Vice President, Secretary, Treasurer, or 20% of the Directors then in office. Notice of all such special meetings shall be given to the Board at least two (2) days prior to the date of the Board meeting. Any Board action to remove a Director or to approve a matter that would require approval by members shall not be valid unless each Director is given at least seven (7) days written notice that the matter will be voted upon at a Directors' meeting or unless notice is waived pursuant to the Nebraska Nonprofit Corporation Act.

Section 6. Presiding Officer. At all meetings of the Board of Directors, the President, or in his absence or inability, the Vice President shall preside.

Section 7. Quorum. At all meetings of the Board of Directors, a majority of the Directors in office immediately before the meeting commences, including participants via teleconferencing or other distance participation shall be necessary and sufficient to constitute a quorum. A simple majority of the quorum will constitute as an affirmative vote.

Section 8. Compensation. Directors shall not receive any salary or compensation for their services as Directors.

Section 9. Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the action is taken by all of the members of the Board of Directors and thereafter 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.

Section 10. Removal of Directors. Directors may be removed in the manner provided by the Nebraska Nonprofit Corporation Act.

Section 11. Loans to Officer and Directors. The Corporation shall not lend money to nor guarantee the obligation of any Director or Officer of the Corporation.

Section 12. Miscellaneous Expense Reimbursement. At the discretion of the Board and with prior authorization, Directors may be reimbursed for expenses related to Board activities.

## ARTICLE IV

### EXECUTIVE COMMITTEE

Section 1. Executive Committee. The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall have and exercise the authority of the Board of Directors pursuant to the Nebraska Nonprofit Corporation Act except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation;

authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. The Executive Committee shall maintain a written record of its proceedings and shall report its proceedings to the Board of Directors within three (3) days following any meeting.

Section 2. Quorum. Unless otherwise provided by the Board of Directors, a majority of the whole Executive Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

## ARTICLE V

### OFFICERS

Section 1. Designation. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Term. The President, Vice President, Secretary, and Treasurer shall be members of the Board of Directors of the Corporation and shall serve two year terms commencing in March of each year, with the exception that if a current officer would like to run for an alternate office that has become open they can shorten their current term to one year in order to do so.

Section 3. Vacancy. In the event of a vacancy in any office, for any reason whatsoever, a majority of the Directors then in office, although less than a quorum, may elect a person to fill such vacancy; and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

Section 4. President. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall have been an officer for one full year before eligible for the position. The Vice President shall preside at all meetings in the absence of the President and perform duties as assigned by the President.

Section 5. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep minutes of all meeting of the Board of Directors. The Secretary may sign with the President or Treasurer in the name and on behalf of the Corporation any documents authorized by the Board of Directors. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 6. Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall enter regularly on the books of the Corporation to be kept for that purpose full and accurate account of all monies and obligations received and paid or incurred by the

Treasurer for or on account of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.

Section 7. Salaries. No salaries shall be paid to any officers of the Corporation.

Section 8. Removal. Any officer may be removed from office by the affirmative vote of all Directors at any regular or special meeting called for that purpose.

## ARTICLE VI

### TELEPHONE MEETINGS

Members of the Board of Directors or the Executive Committee may participate in any meeting of such Board or committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these Bylaws for notification of members of the Board or committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Board or committee, as the case may be.

## ARTICLE VII

### INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503, 504, or 170 of the Code.

## ARTICLE VIII

### INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the Corporation's request as Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his or her part or on the part of the Corporation's Directors, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:

- (1) He or she acted in good faith.
- (2) He or she reasonably believed: (a) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interests; and (b) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests.

(3) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the standard of conduct described in this Article VIII. However, no indemnification shall be made in respect to any claim, issue, or matter by or in the right of the Corporation in which such person is adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person is adjudged liable on the basis that personal benefit was improperly received by such person.

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

The indemnifications provided in these Bylaws for Directors, officers, employees, and agents are directly created and accorded without the need of any affirmative act on the part of the Directors, officers, employees, or agents, and, subject to the conditions and limitations of this Article, such indemnification rights may be asserted and proceeded upon by any Director, officer, employee, or agent whenever the need arises.

The Corporation may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon (1) receipt of a written affirmation of the Director, officer, employee, or agent of his or her good faith belief that he or she has met the standard of conduct described in this Article; (2) a written undertaking by such person to repay such amount; and (3) a determination that the facts then known to those making the determination would not preclude indemnification under the Nebraska Nonprofit Corporation Act.

Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

## ARTICLE IX

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Orders for the Payment of Money. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by an agent of the Board of Directors and countersigned by a member of the Executive Committee.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any grant, contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE X

### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the Code when applicable.

## ARTICLE XI

### BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE XII

### FISCAL YEAR

The fiscal year of the Corporation shall commence January 1 of each year and end on or about December 31.

## ARTICLE XIII

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and filed with the minutes or the corporate records of the Corporation, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation by affirmative vote of a majority of the members of the Board of Directors; provided, however, that notice of any proposed amendment shall be emailed or mailed by United States Mail to each Director not less than ten (10) days preceding the meeting at which such amendment will be submitted. Any Director may waive such notice in writing. All Bylaws may be altered, amended, or repealed by vote of a majority of the board of directors. Vote may include voting by proxy.

ARTICLE XV

EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time when applicable.

The foregoing Amended and Restated Bylaws are hereby approved and adopted by the Board of Directors of United States Lavender Growers Association effective this 16<sup>th</sup> day of April, 2014. A copy of these bylaws shall be placed in the minutes of the Corporation.

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Mary Bergstrom, President

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Dana Casale, Vice President

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Rose Eide, Secretary

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Juile Haushalter, Treasurer

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Lila Avery-Fuson, Director

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Sarah Richards, Director

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Jim Morford, Director

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Ellen Reynolds, Director

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Jane DeHart, Director

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Marco Hermosillo, Director