

**BYLAWS
OF
AGINNOVATION**

**ARTICLE I
PRINCIPAL OFFICE**

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Nevada shall be at **5890 Britannia Drive, Reno, Nevada** or at such other location as the Board of Directors may from time to time determine. Other offices and places of business may be established by resolution of the Board of Directors.

**ARTICLE II
NON PROFIT STATUS**

Section 1. Non Profit Status. The Corporation is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law.

Section 2. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary objects and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote such other charitable objects and purposes as determined by the Board of Directors, in its discretion and as set forth in Article VII of the Articles of Incorporation.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Powers and Duties. The business, affairs, and property of the Corporation shall be managed by a Board of Directors (the "Board" or "Board of Directors"). Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

(a) To make and change rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the Corporation and its affairs, and of its officers, employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the Corporation, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the Corporation's business and which the Corporation is authorized to acquire upon such terms and conditions as the Board thinks fit, and in their discretion to pay therefor, either wholly or partially, in any bonds, debentures, or other securities of the Corporation.

(b) To sell or otherwise to dispose of any real or personal property, rights, or privileges belonging to the Corporation, whenever the Board determines in its discretion that such a disposition would promote the interests of the Corporation.

(c) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.

(d) To supervise and direct the officers, employees, and agent of the Corporation and to ensure that their duties are properly performed.

(e) To appoint and remove at its pleasure any and all officers, employees, and agents of the Corporation, and to prescribe their duties in a manner not inconsistent with these Bylaws, and to fix their compensation.

(f) To borrow money and otherwise incur indebtedness and to enter the terms and amount of such indebtedness in the minutes of the Board, and to evidence such indebtedness by the note of the Corporation, and otherwise give security for the payment of such indebtedness.

(g) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board, and to cause an annual inspection or audit of the accounts of the Corporation to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets and liabilities of the Corporation and its financial condition.

(h) To amend, alter, and repeal these Bylaws or any part thereof, at any regular or special meeting of the Board.

(i) In addition to the powers and authorities expressly conferred upon the Board by these Bylaws, the Board may exercise all such other lawful powers of the Corporation and do all such lawful acts and things in the furtherance of the Corporation's business.

Section 2. Qualifications; Election; Tenure. The Board shall be composed of at least three (3) and not more than eleven (11) Directors. There shall be five Sustaining Board Members, which will filled by the Regional Executive Directors of each Region (“Sustaining Director”) and the balance of the Board shall be elected as set forth herein (“Elected Director”) (together “Board” or Board Members”).

(a) The initial Directors shall be as set forth in the Articles of Incorporation of the Corporation.

(b) The Elected Directors shall serve terms according to the rotation of executive leadership positions held among the regions (West-Northeast-Northcentral-South-ARD) as set forth above. When the term of a Director has expired or when a Director resigns, the remaining Directors shall elect a new Director to fill the vacancy.

Section 3. Annual Meeting. The annual meeting of the Board shall be held at via Zoom or Microsoft Teams or as determined by the Board of the Corporation on such date and at such place as the Board may determine. Written notice stating the place, day, and hour of the meeting shall be given personally, mailed or emailed to each member of the Board at least thirty (30) days prior to the date fixed for the annual meeting. The annual meeting shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 4. Regular and Special Meetings. The Board may by resolution establish one or more regular meetings at a date and place specified in such resolution. Special meetings of the Board may be called at any time by the President of the Corporation or by a majority of the

Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the time and place of every regular meeting shall be given to each member of the Board by e-mail at least four (4) days, or by notice delivered personally or by telephone at least 48 hours, before the date fixed for the meeting. Notice of the time and place of every special meeting shall be given to each member of the Board by e-mail, not less than ten (10) days nor more than sixty (60) days before the meeting. The purpose of any regular meeting need not be specified in the notice of such meeting. The purpose for which a special meeting is called, as well as the time and place of any special meeting shall be stated in the notice.

Section 5. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office as long as no less than three Elected Directors are present, but a smaller number may adjourn without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Vacancies. Any vacancy occurring in an Elected Board position may be filled by the affirmative vote of a majority of the Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified.

Section 7. Committees. The Board may designate from among its members, by resolution adopted by a majority of the entire Board, an executive committee, a finance committee, and one or more other committees, each of which shall consist of three (3) or more Directors and which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws.

Section 8. Removal. Any member of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office whenever in their judgment such removal would serve the best interests of the Corporation.

Section 9. Action Without a Meeting. Any action required by law or any other action which may be taken at a meeting of the Directors, or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors or committee members.

Section 10. Participation by Telephone. To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 11. Compensation. No member of the Board shall receive any compensation for serving in such office; provided that, the Corporation may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board. Any such reasonable expenses that are not reimbursed by the Corporation shall be construed as a gift to the Corporation. No provision of this section shall be construed as restricting the right of any

member of the Board to receive reasonable compensation for serving the Corporation in a capacity other than a Director.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the Corporation shall include a President, Vice-President, Chief Executive Officer, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Section 2. Election and Term of Office. The Board shall elect and appoint all officers of the Corporation at the annual meeting of the Board, which officers shall be installed in office at such annual meeting to serve for terms of one (1) year according to the rotation of executive leadership positions held among the regions (West-Northeast-Northcentral-South-ARD) and until their successors have been duly elected and qualified. Should there be more than one (1) nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

Section 3. Removal of Officers. Any officer of the Corporation may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting of the Board.

Section 4. President. The President of the Board shall preside at all meetings of the Board. The President of the Board shall possess the power to sign all certificates, contracts or other instruments of the Corporation which are approved by the Board. The President of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 5. Vice-President. In the absence of the President of the Board or in the event of the President's disability, inability or refusal to act, the Vice-President of the Board shall perform all of the duties of the President and in so acting, shall have all of the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

Section 6. Secretary. The Secretary shall keep or cause to be kept an electronic record of minutes at the principal office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board 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 from time to time.

Section 7. Treasurer. The Treasurer shall act as the chief financial officer 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, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the assets of the Corporation and he or she shall sign financial documents on behalf of the

Corporation in accordance with the established policies of the Corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 8. Chief Executive Officer. The Board may select and appoint a chief executive officer who shall be its direct executive representative in the management of the Corporation. He or she shall have the title of Chief Executive Officer of the Corporation. This administrative officer shall be given the necessary authority and responsibility to operate the Corporation in all of its activities, subject to such policies as may be adopted and such orders as may be issued by the Board or by any of its committees to which the Board has delegated power for such action. He or she shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. He or she shall serve at the pleasure of the Board. The Chief Executive Officer shall not be a member of the Board.

Section 9. Compensation. The officers of the Corporation may receive reasonable compensation for services to the Corporation as determined by the Board. The Corporation shall reimburse any officer or Director for all reasonable expenses incurred by such individuals in connection with services rendered to or for the Corporation affecting one or more of its purposes. Additionally, the Board may fix and pay salaries to other officers or employees of the Corporation, if deemed in the best interest of the Corporation.

Section 10. Vacancies. 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.

ARTICLE V CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents 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. Loans. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Director of the Corporation.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agents of the Corporation and in such manner as shall be determined by the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other custodians as the Board may select.

Section 5. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on December 31st.

ARTICLE VI PROPERTY

The property of the Corporation shall be held and applied in promoting the general purposes of the Corporation declared in its Articles of Incorporation. No property, including real estate, belonging to the Corporation shall be conveyed or encumbered except by authority of a majority vote of the Board of the Corporation. Any such conveyance or encumbrance shall be executed by the President of the Corporation in the name of the Corporation, and such instrument shall be duly attested and sealed by the Secretary or Treasurer of the Corporation.

ARTICLE VII INDEMNIFICATION

The Board of Directors may authorize the Corporation to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Director, officer, employee, or agent of the Corporation, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interest of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action. In no event shall this Article permit payment of any amount which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986, as amended, if the Corporation is at such time a private foundation.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation by an affirmative vote of two-thirds (2/3) of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Director of the Corporation at least five (5) days prior to the meeting.

ARTICLE IX DISSOLUTION

Upon dissolution or other termination of the Corporation, any assets remaining after all debts of the Corporation have been paid shall be disposed of as provided in the Articles of Incorporation.

ARTICLE X CONFLICTS OF INTEREST

Section 1. Duty to Disclose. Each officer and Director shall comply with the procedures of the Corporation's conflicts of interest policy with respect to any transaction in which an economic benefit is provided by the Corporation to a Director or officer: (a) in exchange for services rendered, (b) in connection with the purchase or sale of one or more assets or services, or (c) in connection with any partnership, joint venture or revenue sharing arrangement (an "Applicable Transaction"). The Board may provide parameters from time to time defining transactions that are not subject to this policy to the extent that the authorized officers of the Corporation comply with the parameters set forth in such policy, in which case such transaction will not be considered an Applicable Transaction.

Section 2. Approval of Applicable Transactions. Except as otherwise provided pursuant to the Corporation's policy, all Applicable Transactions must be approved by the affirmative vote of a majority of a quorum of the Board in advance in accordance with the following procedures:

(a) Disinterested Board. Any officer or Director that will benefit, directly or indirectly from such Applicable Transaction, shall not participate in any discussions with respect to the Applicable Transaction, except to the extent of the disclosure required hereunder and in the conflicts of interest policy and in response to inquiries of the disinterested members of the Board, and shall leave the room before the Board votes to approve or disapprove the Applicable Transaction.

(b) Acquisition of Relevant Data. The Board shall determine and obtain sufficient comparable data, including, but not limited to asset or business valuation appraisals, compensation surveys, copies of third-party bids or offers, and such other data necessary for the Board to determine, in good faith, that the value of the economic benefits provided to the officer or Director are fair in comparison to the assets, services or other consideration to be provided by the officer or Director to the Corporation.

(c) Records of Proceedings. The Board shall document, before the implementation of the Applicable Transaction:

i. the name of the officer or Director, the nature of the Applicable Transaction, a summary of the comparable data reviewed, a summary of any other action taken to determine the economic fairness of the Applicable Transaction to the Corporation, and the Board's decision as to whether such Applicable Transaction is approved; and

ii. the names of the persons who were present for discussions and votes relating to the Applicable Transaction, the content of the discussion, and a record of any votes taken in connection therewith.

**ARTICLE XI
PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the Corporation. These Bylaws shall never be construed in any such way as to impair the efficient operation of the Corporation, or supercede the provisions of the Articles of Incorporation.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of agInnovation, and that the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted by unanimous vote of the Board of Directors.

DATED this 19 day September, 2023.



Bret Hess,
Secretary