

AMERICAN FEED INDUSTRY ASSOCIATION

BYLAWS

(Revised October 2021)

Article I

Name

Section 1. The name of the association shall be the American Feed Industry Association. This Association shall be incorporated not for profit under the laws of Illinois.

Article II

Objectives and Purposes

Section 1. The objectives and purposes of the Association shall be: to provide strong, highly-qualified leadership that represents the best interests of the animal food and animal agriculture industries relative to state and federal legislation and state, federal and international regulation; to provide leadership and represent the interests of the animal food and animal agriculture industries on food safety, animal nutrition, animal welfare, animal health, international trade, equipment, sales and marketing, ingredient purchasing, production, transportation, safety, energy, environment, sustainability and other subjects important to members; to provide educational opportunities for employees of member companies concerning management, nutrition, production, marketing, purchasing, environment, safety, animal health, information technology, and other subjects; to keep members informed of issues important to them and provide a forum for member action; to interact with state, federal and international agencies, agricultural universities, state/regional feed and grain associations, other agricultural associations and groups on subjects important to the animal food and animal agriculture industries; and to work to expand global business opportunities of members and foster international demand for industry products, technologies and services.

Article III

Membership

Section 1. Eligibility. Eligible for membership in the Association shall be any individual, corporation or other business unit engaged in the production and/or distribution of animal food or providing products and/or services to the animal food industry.

Section 2. Voting. Each member shall be entitled to one vote. Each member shall provide in writing to the Association office the name of a representative to vote and represent the member in the affairs of the Association.

Section 3. New Members. Any individual, partnership, corporation, firm or other business unit, including industry trade associations eligible for membership under these Bylaws, upon making written application therefor and upon the payment of required dues as hereinafter provided, may be admitted to membership by the Association's professional staff, subject to ratification by the Board of Directors at its next regularly scheduled meeting.

Section 4. Duration of Membership and Resignation. Membership in this Association shall terminate in the case of an individual upon death or voluntary withdrawal; in the case of a partnership, corporation, firm or other business unit upon voluntary withdrawal or dissolution; and with respect to either individuals or partnerships, corporations, firms or other business units, membership is terminated as otherwise provided in these Bylaws. The right of a member to vote and all other rights, title, and interests of a member in or to the Association, its rights, privileges, and property shall cease upon the termination of membership. Any member may give written notice to the Association of its intent to withdraw from membership. Such notice shall be presented to the Board of Directors at its next meeting. Withdrawals shall be effective upon fulfillment by the retiring member of all of the obligations to the Association.

Section 5. Suspension and Expulsion. For cause, any member may be suspended or terminated. Sufficient cause for suspension or termination shall be: (1) Retirement from the industry; (2) Violation of these bylaws or any lawful rule or practice duly adopted by the Association; or (3) Conduct prejudicial to the Association or to the animal food industry. Such suspension or expiration shall be by a two-thirds vote of the entire membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the member at least 15 days before a final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear and present any defense to such charges before action is taken thereon.

Article IV Dues; Fiscal Year

Section 1. Payment of Dues. The rate and basis of dues for each class of membership shall be determined by the Board of Directors. Dues shall be payable annually in advance or, if a member so desires, may be paid quarterly on the first day of May, August, November and February. However, members who pay minimum dues shall pay on an annual basis to minimize Association costs.

Section 2. Failure to Pay Dues. A member who fails to pay its dues within 60 days shall be notified in writing of such delinquency. If payment is not made within the next 60 days, the member shall be dropped from the rolls and shall forfeit all rights and privileges of membership.

Section 3. Fiscal Year. The fiscal year shall be from May 1 to April 30 of the succeeding year.

Article V
Membership Meetings

Section 1. Annual and Special Meetings. The annual membership meeting of this Association shall be held during the month of May at such time and place as shall be designated by the Board of Directors. At least 25 days written notice of such meeting shall be sent to each member using mail, electronic mail, facsimile, or other means approved by the Board. Special meetings of the Association may be called by the Chair or the President or upon written request of one-third of the members in good standing. At least 10 days written notice of such meetings shall be sent to each member entitled to vote using mail, electronic mail, facsimile, or other means approved by the Board.

Section 2. Quorum. Ten percent of the full voting membership present or represented by proxy at any annual or special meeting of the Association shall constitute a quorum.

Article VI
Order of Business

Section 1. The order of business for annual or special meetings shall be determined by rules prepared by the Board of Directors.

Article VII
Annual Election - Directors & Officers

Section 1. Directors.

a) The Board of Directors shall consist of 48 members elected from the membership together with the following ex officio Director:

i) The Chair or immediate past Chair if the individual's three-year term would otherwise expire before completion of service as Chair or immediate past Chair.

b) Election shall be by ballot, using a means and procedure approved by the Board. Nominees for Directors may only be from persons designated to represent companies according to Section 2, Article III or from individuals employed by a member with significant management responsibilities and with the approval of the member's designated representative. There shall be elected each year 16 Directors, each to serve a term of three years.

c) At least one year shall follow the expiration of any given term before a representative from that company or business unit is eligible for renomination.

d) Two companies or business units under common ownership and control are each eligible to be represented on the Board of Directors if all the following conditions are satisfied:

- Each company or business unit has completed a separate membership application, has a separate membership directory listing, and pays separate dues.
- The two companies or business units operate under separate brands in different Association membership segments, as shown on the dues worksheet.
- Directors from the two companies or business units are not in the same Board member class.
- No more than two companies or business units under common ownership and control can be represented on the Board at the same time.

The Association's Committee on Nominations for Directors shall have the final authority to decide whether individuals representing two companies or business units under common ownership and control are nominated to serve as Directors at the same time.

e) Vacancies on the Board of Directors existing other than by expiration of term shall be filled through selection by the remaining members of the Board of Directors. When so elected to fill a vacancy, the Director shall hold office for the remainder of the unexpired term of the Director whom he or she replaces.

f) In addition to the Directors described in Section 1 above, if the Board so desires, the Board may elect one additional Director not employed by a member to meet a specific need for expertise, to serve a one-year term.

Section 2. Officers. The Board of Directors, at its first meeting after the election of a new Board, shall elect a Chair and a Chair-elect from the Board of Directors, and a President, one or more Vice Presidents, a Corporate Secretary, and a Treasurer of the Association, who shall serve a period of one year, subject to the provisions of Article VIII, Section 1, or until their respective successors are duly elected to take office. The Board of Directors may also elect any other officers which it deems in the best interest of the Association. The President, Vice Presidents, Corporate Secretary, Treasurer, and other officers need not be members of the Association, and one person may be elected by the Board to hold two or more of said offices except the President and the Corporate Secretary cannot be the same person.

Section 3. Executive Committee. The Board of Directors, at its first meeting after the election of a new Board, shall elect six members to serve for the balance of their current Directors' terms. The Executive Committee shall have up to 15 members, 12 of them elected by the Board of Directors, together with the Chair, Chair-elect and immediate past Chair who shall serve on an ex officio basis.

Article VIII

Duties and Powers of Directors

Section 1. Duties. The Board of Directors shall be the governing body of the Association. The property, affairs and business of the Association shall be controlled and guided by the Board of Directors, including the authority to employ and discharge staff members, fix salaries, and do all other things necessary for the successful conduct of the business of the Association in accordance with the Bylaws.

Section 2. Board Meetings. A regular meeting of the Board of Directors for the election of officers and members of the Executive Committee shall be held as soon as convenient after the annual membership meeting of the Association. The Chair or the President may, when deemed necessary, or the Corporate Secretary shall, at the request in writing of 10 members of the Board, issue a call for a special meeting of the Board, and only five days written notice shall be required for such special meetings. Notice may be sent by mail, electronic mail, facsimile, or other means approved by the Board.

Section 3. Quorum. A majority of the Board present or represented by proxy shall constitute a quorum for the election of officers and all other purposes not otherwise provided for herein. In the absence of the Chair, the Chair-elect shall preside, or in the absence of both the Chair and Chair-elect, the members present may choose a Chair for the meeting.

Section 4. Absence. Any member of the Board of Directors absent from a meeting should send a communication to the Chair, President or Corporate Secretary, and is strongly encouraged to send a proxy. In the event there are three consecutive absences on the part of any member of the Board of Directors, his/her membership on the Board may be declared vacant by action of the Board.

Article IX

Duties of Officers

Section 1. Chair. The Chair of the Board shall preside at official or business meetings of the Association, of the Board of Directors, and of the Executive Committee and shall be a member ex officio with right to vote on all Committees except the nominating committees. The Chair shall be the chief ranking officer of the Association. The President shall report to the Chair.

Section 2. Chair-elect. In the event of absence or inability of the Chair to act, the Chair-elect shall perform the duties of the Chair. Upon the death or resignation of the Chair during the term of office, the Chair-elect shall succeed to the office of Chair.

Section 3. President. The President shall be the chief executive officer or manager of the Association in full charge of the Association's office work, subject to the authority and direction of the Chair. At the discretion of the Chair, the President may preside at meetings of the Association. The President shall also, at the annual meeting of the Association and at other times as deemed proper, communicate to the Association or to the Board of Directors such matters and make such suggestions

as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incidental to the office of President of the Association or as may be prescribed by the Board of Directors.

Section 4. Corporate Secretary. It shall be the duty of the Corporate Secretary to keep a record of the proceedings of all meetings of the Association and to perform such other duties incidental to the office as may arise and be required by the President and Board of Directors. The reports may be combined with or embodied in those of the President.

Section 5. Treasurer. It shall be the duty of the Treasurer to be custodian of such funds as received by the Association and to keep an accurate account of all monies received and disbursed. The Treasurer shall render such accounts and statements concerning the finances and property of the Association as shall be required by the Board of Directors. The Treasurer shall, at the request of the Board of Directors, provide suitable bond to insure faithful performance of duties, expense of such bond to be borne by the Association. At the request of the Board of Directors, the Treasurer shall submit the books of the Association for an audit, expense of such audit to be borne by the Association.

Section 6. Vice President. Any Vice President, after being duly elected, shall perform such duties as may be assigned by the Board of Directors or the President.

Section 7. Other Officers. Any duly elected officers in addition to those specifically mentioned in this Article shall perform such duties as may be assigned to them by the Board of Directors or the President.

Article X Committees

Section 1. Executive Committee. The Executive Committee shall act as the Executive Body for the Association under the direction and authority of the Board of Directors when the Board is not in session. A simple majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chair, Chair-elect, the President or any four members.

Section 2. Committee on Nominations for Directors. At least 45 days before May 1 of each year, the Board of Directors shall appoint a nominating committee consisting of five members, none of whom shall be a member of the Board at the time of their appointment. Individuals representing Association members who are interested in service on the Board of Directors should notify the President of their interest. The President shall communicate any such expressions of interest to the Committee for their consideration. It shall be the duty of the Committee to present to the Corporate Secretary in writing, at least 30 days before May 1, its report listing nominations for Directors to fill all vacancies then existing, and to replace those Directors whose terms are about to expire. Nominations shall fairly represent, as nearly as possible, different sections of the country and different segments of the animal food industry so as to be representative of the Association's membership. Nominations shall be placed on a ballot, which shall be sent promptly by the Corporate Secretary to

all members, in connection with the notice of the annual meeting under Article V, Section 1. Members shall cast their votes for Directors by returning their ballots to the office of the Association on or prior to May 1.

Section 3. Independent Nominations. Nominations for Directors may also be made by any member or by any group of members by submitting a report of such nominations in writing to the Corporate Secretary not later than 60 days prior to May 1. If not adopted by the Committee on Nominations for Directors under Section 2, such nominations shall be included by the Corporate Secretary on the official ballot.

Section 4. Committee on Nominations for Officers and Members of Executive Committee. At least 30 days before May 1 of each year, the Board shall appoint a nominating committee of three Directors, who shall present to the Board of Directors at its first meeting after the annual membership meeting, nominations for the new Chair-elect and four Board members to serve on the Executive Committee for the balance of their current Directors' terms. The incoming Chair shall appoint two Board members to serve on the Executive Committee for a two-year term.

Article XI Indemnification

Section 1. Eligibility. The Association shall indemnify any person who was or is 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 by reason of the fact that the individual is or was a Director, Officer, employee or agent of the Association, or member of any committee of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if acting in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or 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 reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Expenses. To the extent a Director, Officer, employee, agent, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article XI, or in defense of any claim, issue or matter therein, the individual shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

Section 3. Procedure. Any indemnification in connection with the settlement of an action referred to in Section 1 of this Article, unless ordered by a court, shall be made by the Association only as authorized in a specific case upon a determination that indemnification of the Director,

Officer, employee, agent, or committee member is proper in the circumstances because the individual has met the applicable standard of conduct set forth in Section 1 of this Article XI. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, such quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Section 4. Payment by Association. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner specified in Section 3 of this Article XI upon receipt of an undertaking by or on behalf of a Director, Officer, employee, agent or committee member to repay such amount if it shall ultimately be determined that the individual is not entitled to be indemnified by the Association as authorized by these Bylaws or otherwise pursuant to applicable law.

Article XII Seal

Section 1. The Association shall have a seal of such design as the Board of Directors may adopt.

Article XIII Institute for Feed Education and Research

Section 1. In General. The Institute for Feed Education and Research (IFEEDER) is the Association's tax-exempt research and education partner. IFEEDER supports research and education activities that address challenges and develop opportunities for a sustainable, global animal food industry to the extent permitted for an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 2. IFEEDER'S Board of Trustees.

a) Under its Bylaws, IFEEDER is governed by a Board of Trustees with seven to 11 voting members.

b) The Association's Committee on Nominations for Officers and Members of the Executive Committee appoints six to 10 Trustees, subject to the approval of the Association's Board of Directors. At least one-third of the appointed Trustees are to be members of the Association's Board of Directors at the time of their selection, with at least one year of their terms as Association Directors remaining. In selecting and approving members of the Institute Board of Trustees, appropriate consideration should be given to the desirability of a Board of Trustees that: (i) is broadly representative of the animal food industry, taking into account criteria such as different types of firm, different sizes of firm, and geographic locations; (ii) has some members with appropriate scientific and technical expertise; and (iii) has one or more representatives from academia.

c) The appointed members of the IFEEDER Board of Trustees serve for a term of three years, with no more than two consecutive full terms. The terms of members of the Board are to be staggered as evenly as possible.

d) The Chair of the IFEEDER Board of Trustees is an ex officio voting member of the IFEEDER Board of Trustees.

Section 3. Chair of the IFEEDER Board of Trustees. The immediate past Chair of the Association serves as the Chair of the IFEEDER Board of Trustees. In the event the immediate past Chair of the Association is unable to serve, the next most immediate past Chair of the Association serves as the Chair of the IFEEDER Board of Trustees, and so on.

Section 4. IFEEDER President. The President of the Association serves as the President of IFEEDER. In the event of a vacancy in the office of the Association President, or if the Association President is unable to fulfill the obligations of the office due to illness or otherwise, the IFEEDER Chair serves as the IFEEDER President until the vacancy has been filled or until the Association President is able to resume duties; alternatively, the IFEEDER Chair, in consultation with the Association President if possible, may designate another salaried staff officer of the Association or IFEEDER to serve as the IFEEDER President until the vacancy in the office of Association President has been filled or until the Association President is able to resume duties.

Article XIV Amendments

Section 1. These bylaws may be amended, repealed, or altered, in whole or in part, by the affirmative vote of at least 32 members of the Board of Directors present or represented by proxy at any regular or special meeting of the Board, provided the proposed change is sent in writing, using mail, electronic mail, facsimile, or other means approved by the Board, to each member of the Board at least 20 days before the time of the meeting which is to consider the change.

Adopted by the Board of Directors, Oct. 6, 2021