

**FIRST AMENDED AND RESTATED
CODE OF BY-LAWS
OF
FIELDWATCH™, INC.**

First Amended By-Laws Adopted November 14, 2018

**ARTICLE 1
Identification**

Section 1.1 **Name.** The name of the corporation is FIELDWATCH, INC. (the “Corporation”)

Section 1.2 **Purpose.** The Corporation develops and directs the activities of its proprietary web-based sensitive site registry. In addition to the purposes set forth in the Corporation’s Articles of Incorporation, the purpose of the Corporation is to provide an easy-to-use web-based tool to meet the needs of a variety of agricultural customers to facilitate effective communications that promote specialty crop and apiary awareness and stewardship activities between producers of economically important crops, beekeepers and pesticide applicator communities.

**ARTICLE 2
Membership**

Section 2.1 **Qualification of Members.** The Members of the Corporation shall consist of such natural persons and entities who (i) are interested in the purposes of the Corporation; (ii) apply for membership and shall have been elected to membership from time to time by the Board of Directors (as defined below) or a committee thereof; and (iii) pay annual dues as set by the Board of Directors from time to time (collectively, the “Members,” and individually a “Member”).

Section 2.2 **Rights of Members.** The rights of Members shall be limited to those rights set forth herein and all of the Members’ right, title and interest in or to the Corporation shall cease upon termination of the membership. The Members shall not be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 2.3 **Dues and Assessments.** Each Member shall pay annually to the Corporation dues in the amount determined by the Board of Directors.

Section 2.4 **Resignation from Membership.** Any Member may resign at any time by giving written notice of such resignation to the President/CEO or Secretary of the Corporation. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President/CEO or Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a Member serving

as a director resigns from membership in the Corporation, the Member's term as a director shall terminate at the time such resignation becomes effective.

Section 2.5 **Termination of Membership.** The Board of Directors may terminate or suspend the membership of any Member for failure to pay such dues as may be required under Section 2.3 hereof. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 2.6 **Period of Membership.** The term of membership of all Members shall be one year. The number of terms of membership which a person may serve is not limited.

ARTICLE 3 **Meetings of Members**

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

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

Section 3.3 **Special Meetings.** Special meetings of the Members may be called by the President/CEO of the Corporation, or Chair of the Board of Directors, and shall be called by order thereof upon the written request of at least twenty-five percent (25%) of the directors then in office, which request shall set forth the business to be conducted at such special meeting.

Section 3.4 **Notice of Meetings.** A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed (whether by post or by electronic mail) by the Secretary or by the officer or persons calling the meeting to the Members of the Corporation at such address as appears on the records of the Corporation at least thirty (30) days before the date of the meeting, or if notice is mailed by other than first class or registered or electronic mail, thirty (30) to sixty (60) days before the meeting date.

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

Section 3.6 **Member Lists.** After fixing a record date for a notice of a meeting, the Secretary shall prepare a list of the names of the Members who are entitled to notice of a Members' meeting, containing the address of each Member entitled to attend the meeting.

Section 3.7 **Meeting by Telephone, etc.** Any and all Members may participate in a meeting by or through the use of any means of communication by which all persons

participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 4 **Board of Directors**

Section 4.1 **Functions.** The business, property and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation as from time to time constituted.

Section 4.2 **Number.** The number of directors shall be not less than four (4) and not more than seventeen (17), with the exact number to be fixed from time to time by resolution adopted by the Board of Directors. In the event the number of directors is increased as provided herein, the election of the additional director(s) shall be by nomination of any Member or director of the Corporation and by a vote of the directors of the Corporation according to a procedure established by resolution of the Board of Directors. Except as otherwise provided in this Code of By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 4.3 **Ex Officio.** The Dean of Agriculture of Purdue University, or a Representative (as defined below in Section 4.14) designated by the Dean, shall serve as an ex officio member of the Board of Directors (the “**Ex Officio Director**”). Except as otherwise provided in this Code of By-Laws and with the exception of term limits, the Ex Officio Director shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions as all other members of the Board of Directors.

Section 4.4 **Interest Groups.** In furtherance of the primary purposes of the Corporation as set forth in its Articles of Incorporation and herein, the membership of the Board should reflect diversity and a balance of economic interests among the agricultural industry. The groups to be represented shall embody a balanced representation of the industry stakeholders. There shall be four (4) industry groups represented, and each such group should be represented by up to four (4) directors. The number of directors representing each industry group should be equal. The initial industry groups and examples of their representation shall be:

(a) **Applicator:** a national organization, distribution company, application technology company, commercial applicator.

(b) **Specialty Crop Producers:** a specialty crop producer, apiary, viticulture, a national or regional organization.

(c) **Agrochemical Manufacturers:** manufacturers, state or national organizations.

(d) **Industry At-Large:** National State Directors of Ag (NASDA), insurance provider, state pesticide officials, commodity producer, non-pesticide affiliated company or association.

Section 4.5 **Election.** Directors shall be nominated by the Nominating Committee as described in Section 4.17 and approved or elected from time to time by the Board of Directors of the Corporation. At the annual meeting of the Board of Directors immediately preceding the expiration of the term of any elected director, or at a special meeting, directors may be nominated by the Nominating Committee and the Board of Directors may approve or elect a new director to replace a director whose term is set to expire or has expired.

Section 4.6 **Classes.** The members of the Board of Directors shall be divided into four (4) classes as nearly equal in number as possible. The terms of directors in the first class shall expire at the first annual meeting after their election, the terms of directors in the second class shall expire at the second annual meeting after their election, the terms of directors in the third class shall expire at the third annual meeting after their election, and the terms of directors in the fourth class shall expire at the fourth annual meeting after their election. At each annual meeting held thereafter, directors shall be elected for a full term of four (4) years to succeed those whose term expires.

Section 4.7 **Term.** The term of each director shall be four (4) years except for the Ex Officio Director, a director appointed to fill a vacancy of less than a full four (4) year term, or as otherwise provided in this Code of By-Laws. For the sake of clarity, this term limit does not apply to the Ex Officio Director. For a director elected to fill a partial term vacancy of less than four (4) years, the time period served does not count toward a full four (4) year class term and said director may, at the end of the partial term, be re-elected to a full four (4) year class term to succeed the director whose full four (4) year class term expires. Persons who serve a full four (4) year class term shall again be eligible for re-election to the Board of Directors one (1) year after the effective date of such person's resignation or termination.

Section 4.8 **Vacancies.** Any vacancy among the directors caused by death, resignation, removal or otherwise, may be filled by nomination of the Nominating Committee (as described in Section 4.17) and approval or election by the remaining members of the Board of Directors, or if the remaining directors constitute fewer than a quorum, by the affirmative vote of two-thirds of the directors remaining in office. A director elected to fill a vacancy shall hold office until the expiration of the term of the director causing the vacancy and until a successor shall be elected and qualified.

Section 4.9 **Resignation.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the President/CEO or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.10 **Removal.** Any director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended from time to time (the "**Act**").

Section 4.11 **Annual Meetings.** The Board of Directors shall meet in January of each year at each year at a time and place determined by the Chair. The annual meeting shall be for the purpose of organization, election of directors and officers and consideration of any other business that may properly be brought before the Board of Directors. If such meeting is not held

as above provided, the election of directors and officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. At each meeting of the Board of Directors, the Chair shall preside at such meeting and shall prepare for and conduct such meeting in an orderly fashion.

Section 4.12 **Special Meetings.** Special meetings of the Board of Directors may be called by the President/CEO or Chair of the Board of Directors and shall be called by order thereof upon the written request of at least twenty-five percent (25%) of the directors then in office, which request shall set forth the business to be conducted at such special meeting.

Section 4.13 **Notice of Meetings.** Notice of all regular meetings of the Board of Directors shall be provided at least thirty (30) days prior to any regular meeting. Special meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same (whether by post or by electronic mail), by telephoning or delivering personally the same at least seven (7) days before the meeting to the usual business or residence address of the director as shown upon the records of the Corporation. In the case of special meetings with less than thirty (30) days notice, access via telephone conference will be provided. Notice of any meeting of the Board of Directors may be waived in a writing signed by the director entitled to the notice and filed with the Secretary of the Corporation. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition to the foregoing, notice of all regular and special meetings of the Board of Directors shall be delivered or mailed (whether by post or by electronic mail) by the Secretary or any other officer of the Corporation to the Members of the Corporation at such address as appears on the records of the Corporation and at such time as such notice is required to be provided to the Board of Directors pursuant to this Section 4.13; provided, however, that such notice shall not entitle the Members to attend, vote at or otherwise participate in any regular or special meeting of the Board of Directors. Notice to the Members of the Corporation of any meeting of the Board of Directors may be waived in a writing signed by the Member and delivered to the Corporation.

Section 4.14 **Voting by Representative.** Except as otherwise provided by law, the Articles of Incorporation, or this Code of By-Laws, a director entitled to participate in discussion and vote at any meeting may do so either in person or by designating a specific individual in writing (the “**Representative**”) executed by such director and providing the terms under which the Representative shall participate in discussion and vote on behalf of such director, including the date upon which such designation shall terminate. For purposes of this Section 4.14, a Representative designated by .pdf, telegram, telex, telecopy or other written document transmitted electronically by a director shall be deemed “in writing executed by such director.” A Representative can only represent one director and there remains only one vote per director or Representative attendee on any item requiring a vote. Designation of a Representative is effective when received by the Secretary or other officer or agent authorized to tabulate votes. No designation of a Representative shall be valid after the date such designation terminates pursuant to the writing required by this Section 4.14. A designation of a Representative is revocable at any time by the director having made such designation by delivering a writing revoking such designation to the Secretary or other officer or agent authorized to tabulate votes. Except as otherwise provided by law, the Articles of Incorporation,

or this Code of By-Laws, the Board of Directors shall accept the Representative's vote or other action as that of the director having made such designation; provided, however, that the Representative must be present in person at the applicable meeting(s). The designation of a Representative and the delegation thereof of authority shall not operate to relieve the designating director of any responsibility imposed by law.

Section 4.15 **Quorum.** A two-thirds majority of the actual number of directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the two-thirds majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or this Code of By-Laws.

Section 4.16 **Committees.** The Board of Directors, by resolution adopted by a two-thirds majority of the entire Board, may designate one (1) or more committees, each of which shall consist of one or more directors and whose participants need not all be members or directors, which shall have and exercise such powers and responsibilities as provided by the Board of Director's resolution. The Board of Directors, by resolution adopted by a two-thirds majority of the entire Board, may also designate one (1) or more advisory committees whose members need not be directors. An advisory committee shall not (i) be a committee of the Board of Directors, nor (ii) exercise any of the powers of the Board of Directors. The designation of any such committees and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 4.17 **Nominating Committee.** The Nominating Committee (the "**Nominating Committee**") of the Board of Directors shall consist of (i) the Ex Officio Director and (ii) a director from each of the four (4) industry groups identified in Section 4.4. The purpose of the Nominating Committee is to carry out the responsibilities delegated by the Board of Directors relating to the Corporation's process and procedure for electing the President/CEO and directors for the purposes of filling vacant director seats as specified in Section 4.4 and 4.5. The Nominating Committee shall determine the qualifications, qualities, skills and other expertise required to be the President/CEO. If a vacancy for the office of President/CEO or director occurs, the Nominating Committee shall identify and select a candidate to fill such vacancy and present to the Board of Directors for nomination, discussion, approval and appointment by the Board of Directors.

Section 4.18 **Executive Committee.** The Executive Committee (the "**Executive Committee**") of the Board of Directors shall consist of the officers of the Corporation and any number of additional directors as determined by the President/CEO. The purpose of the Executive Committee is to help shape opportunities and strategic direction for presentation to and consideration by the Board of Directors. The President/CEO shall be the chair of the Executive Committee.

Section 4.19 **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by a written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed

with the corporate records reflecting the action taken. Such consent shall have the same effect as a vote of the directors at a duly held meeting of the directors.

Section 4.20 Meeting by Telephone, etc. Any or all of the members of the Board of Directors or of any committee designated by the board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 4.21 Support of Corporation. In addition to the duties set forth in the Act and including the duty to act in a manner reasonably believed to be in the best interest of the Corporation, the members of the Board of Directors shall support the Corporation in words and deeds in non-member and public settings. All dissent and input should be focused within the Corporation and addressed at meetings where constructive solutions can be made.

ARTICLE 5

Officers

Section 5.1 Officers and Agents. The officers of the Corporation may consist of a President/CEO, Chair, Past-Chair, Vice-Chair, Secretary and Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 5.2 Election, Term of Office and Qualification. Except as otherwise set forth in this Code of By-Laws, all officers shall be chosen by the Board of Directors at the annual meeting of the Board of Directors. Such elections shall be by a two-thirds majority vote of those directors present at a meeting at which a quorum exists. Except as otherwise set forth in this Code of By-Laws, each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 5.3 Vacancies. Except as set forth in Section 4.17, in the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy by a two-thirds majority vote of the directors at a meeting at which a quorum is present, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until a successor is elected and qualified, or until the officer's death, resignation or removal.

Section 5.4 President/CEO. The President/CEO shall have the authority and be responsible for the day-to-day activities and the strategic vision of the Corporation. The President/CEO shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors. The President/CEO shall serve at the pleasure of the Board of Directors and, upon the death, resignation, retirement or disqualification of the

President/CEO, the Nominating Committee shall identify and select and approve a candidate to fill such vacancy by appointment by the Board of Directors. For the sake of clarity, the Board of Directors shall have the power to terminate the President/CEO but only the Nominating Committee shall have the power to identify and select for the approval of the Board of Directors a new candidate for the position of President/CEO.

Section 5.5 **Secretary.** The Secretary shall have the custody and care of the corporate records and the minute book of the Corporation. The Secretary shall attend all the meetings of the Board of Directors of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President/CEO.

Section 5.6 **Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President/CEO.

Section 5.7 **Vice Chair.** The Vice Chair fulfills the role of Chair for meetings in which the Chair is absent and unable to attend. Any Vice Chair shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as may be agreed upon with the President/CEO and Chair or as the Board may from time to time determine. At the end of the Chair term, the Vice Chair assumes the role and duties of the Chair and another Director elected by the Board of Directors assumes the role and duties of Vice Chair.

Section 5.8 **Chair.** The Chair shall preside over board meetings and the annual meeting of the Members and ensure that meetings are run efficiently and fairly. In concert with the President/CEO, the Chair sets the agenda for board meetings and the annual meeting of the Members. The Chair ensures that the Directors are properly informed and that sufficient information is provided to enable Directors to form appropriate judgments.

Section 5.9 **Past-Chair.** The outgoing Chair will serve as Past-Chair to provide counsel and guidance to the incoming Chair and President/CEO. At the end of a Chair's term, the Chair shall become the Past-Chair and serve until the end of the succeeding Chair's term. The Past-Chair's service is not mandatory and shall be in an ex-officio capacity in the event the Past-Chair's term as a board member is completed at the conclusion of their service as Chair. The Board of Directors will fill a vacancy on the Board as a Chair becomes the Past-Chair's through its normal process. A Chair that has not concluded his or her Board term upon becoming Past-Chair retains all Board privileges and rights until the conclusion of their term on the Board.

Section 5.11 **Assistant Officers.** The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by this Code of By-Laws, the Board of Directors or the President/CEO.

Section 5.12 **Removal.** Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 5.13 **Resignations.** Any officer may resign at any time by delivering notice to the Board of Directors, the President/CEO or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 6

Loans to Officers and Directors

Section 6.1 **Prohibition.** The Corporation shall not lend money to or guarantee the obligations of any officer or director of the Corporation.

ARTICLE 7

Financial Affairs

Section 7.1 **Contracts.** In addition to the President/CEO, the Board of Directors may authorize any other officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, 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 render it liable pecuniarily for any purpose or to any amount.

Section 7.2 **Checks, etc.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness may be signed by the President/CEO. The Board of Directors may, however, designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf.

Section 7.3 **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.

ARTICLE 8

Fiscal Year

Section 8.1 **Fiscal Year.** The fiscal year of the Corporation shall end at the time determined by the Board of Directors. If the Board of Directors does not make a

determination, the fiscal year of the Corporation shall be January 1 through December 31 of each year until such time as changed by resolution of the Board.

ARTICLE 9
Corporate Indemnification

Section 9.1 **Corporate Indemnification.** To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE 10
Prohibited Activities

Section 10.1 **Prohibited Activities.** Notwithstanding any other provision of this Code of By-Laws, no director, Member, officer, employee or agent of this 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 described in Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 11
Amendments to By-Laws

Section 11.1 **Amendments.** The power to make, alter, amend or repeal this Code of By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a two-thirds (2/3) majority of the directors, provided, however, that the proposed alteration, amendment or repeal shall be included in the notice of a meeting of the Board of Directors to discuss such proposal.