BYLAWS
OF
FOUNDATION FOR AGRICULTURAL AND RURAL RESOURCES
MANAGEMENT AND SUSTAINABILITY

ARTICLE I.

Name and Location

Sec. 1 The name of this organization shall be:

Foundation For Agricultural and Rural Resources Management and Sustainability

Incorporated under the laws of the State of North Dakota as a non-profit organization, for a period of perpetual duration.

Sec. 2 The principal place of business of this organization shall be located at 301 5th Avenue SE, Medina, ND 58467.

Sec. 3 The registered office of this organization is located at 301 5th Avenue SE, Medina, ND 58467.

Sec. 4 The registered agent of this organization at such address is Annie Kirschenmann.

ARTICLE II.

The purposes for which this organization is organized are:

Sec. 1 To engage in any lawful act of activity for which corporations may be formed under the North Dakota Business Corporation Act.

Sec. 2 To serve the region, the state and the world in discovering, exploring and implementing practices and methods which further the sustainability of farms and rural communities.

Sec. 3 To provide educational outreach, research and information regarding sustainable agriculture and rural resources.

Sec. 4 The establishment and operation of an education program regarding organic agriculture and other sustainable farming methods, which will involve but is not limited to:

Version 01/2010
- Seminars and classes
- A public interpretive center on organic agriculture with exhibits, information materials, videos, books, etc.
- Demonstration plots

Sec. 5
The establishment and operation of an educational facility which would include but is not limited to:
- Didactic classroom with the capacity to hold in person seminars, classes and training sessions
- State of the art internet technology that allows linkage with the global community
- Video conferencing capabilities, providing for interactive learning worldwide

Sec. 6
The establishment and operation of a rural resources research, information and demonstration center, the possibilities for which include but are not limited to:
- Alternative rural energy efficient resources (wind, solar, etc.)
- Seminars and classes on rural resources and community
- Research on rural resources and outreach

Sec. 7
Other projects that meet the objectives of this section, as determined by the Board of Directors.

Sec. 8
This organization shall have power to do all and everything necessary, suitable and proper to the accomplishment of any of the purposes or the attainment of any of the objects or furtherance of any of the powers herein set forth, either alone or in association with other organizations, firms or individuals, and to do every other act of acts, thing or things incidental or pertinent to, or growing out of, or connected with, the aforesaid objects and purposes; this corporation shall have the power to borrow money, and to make and issue notes, bonds, debentures, mortgages, obligations, and evidences of indebtedness of all kinds whether secured by mortgage, pledge, or otherwise, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description. This organization shall also have all of the general powers now granted to or hereafter granted to corporations by law.
ARTICLE III.

Articles of Organization

Sec. 1 This organization is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Sec. 2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of the activities of the organization shall be in the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code or (b) by an organization, contributions to which are deductible section 170 (c) (2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

Sec. 3 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV.

Board of Directors

Sec. 1 The business and property of the organization shall be managed by a board of at least five (5) Directors, with the option to appoint up to a total of ten (10) Directors. At least
one of such Directors shall be a resident of the State of North Dakota. Directors are approved and appointed by the Board of Directors.

Sec. 2 The Board of Directors shall consist of persons with a variety of knowledge, skills and experience in the development of sustainable systems within rural communities. Such experience may include organic farming, agricultural conservation, rural business, energy, environment, education, research and community development.

The Board may also appoint persons who share the foundations goals to honorary positions as members of the Board of Directors. Honorary Board members shall have voice, but not vote in the deliberations of the foundation.

The Board of Directors shall have the power of designating the matter of keeping books, records and accounts of the organization.

Sec. 3 The Directors shall be appointed for a term of three years or until their successors are duly appointed.

Sec. 4 The full Board of Directors shall meet at least once per year.

Sec. 5 Additional meetings of the Board of Directors, to be held where designated in the notice, may be called by the President, and in his/her absence by the Vice President, or by any member of the Board. By unanimous consent of all Directors, special meetings of the Board may be held without notice, at any time and place.

Sec. 6 Special meetings of the Board of Directors of this organization may be called at any time by the President or Secretary of the organization. Notice of such special meeting shall be given each Director at least ten days before such meeting either by letter, telephone, electronically or personally.

Sec. 7 A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of the members of the Board.

Sec. 8 A member of the Board may be removed at any time by a two-thirds vote of the full Board of Directors.

Sec. 9 Vacancies in the Board of Directors may be filled by the remaining Directors at any regular or special Directors’ meeting for the unexpired term of the vacated Directorship.
Sec. 10 Members of the Board shall serve without compensation for time. All expenses related to the Board Members duties shall be reimbursed by the organization.

Sec. 11 The annual meeting of the Board shall normally be held in January of each year. During the annual meeting the Board shall elect Directors, Officers, and an executive committee, review the annual financial statement, provide for an audit of the foundation’s finances, and consider annual reports of Officers and staff as may be required.

ARTICLE V.

Executive Committee

Sec. 1 The Directors shall select an Executive Committee. Executive members shall include President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be selected by the Board of Directors of the organization. Any two or more offices may be held by the same person, except the office of President. The Executive Committee is authorized to act when a quorum of the full Board is not available.

Sec. 2 The President shall preside at all board meetings of the Directors.

Sec. 3 The President shall have general supervision over the affairs of the organization and over the other officers, sign all written contracts of the organization, and perform all such other duties as are incident to his/her office.

Sec. 4 The Vice President shall perform such duties as may be assigned to him/her by the Board of Directors. If more than one Vice President, they shall be appointed and serve in numerical order. In case of death, disability, conflict of interest, or absence of the President, he/she shall perform and be vested with all of the duties and powers of the President.
Sec. 5  The Secretary or a designee shall issue notices of all Directors’ meetings, have charge of all of the organization’s books, records and papers, be custodian of the organization’s seal, attest, with his/her signature and impress with the organization’s seal, written contracts of the organization, and perform all such other duties as are incident to this office.

Sec. 6  The Treasurer or a designee shall have custody of all money and securities of the organization and shall give bond, if required by the Board of Directors, and with such sureties as they may require, conditioned upon the faithful performance of the duties of his/her office. He/she shall keep regular books of account, and shall submit them together with all his/her vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require, and shall perform all such other duties as are incident to his/her office.

Sec. 7  The offices of the Secretary and Treasurer may be combined and held by one officer.

ARTICLE VI.

Finances

Sec. 1  The funds of the organization shall be deposited in such bank or trust company as the Directors shall designate and shall be withdrawn only as provided by the Directors.

Sec. 2  The annual closing of the books of the organization shall be the 31st day of December of each year.

ARTICLE VII.

Miscellaneous

Sec. 1  In case of the absence or disability of any officer of the organization or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate such officer’s power or duties to any other officer or to any Director for the time being.

Version 01/2010
Sec. 2 All notes, drafts, and other commercial paper issued by or to this organization may be signed, accepted, or endorsed by the President and Secretary or as otherwise provided by the Board of Directors of this organization. All deeds and other instruments affecting the title to real property owned by the organization shall be signed by the President, countersigned by the Secretary, and the organization’s seal thereto affixed.

Sec. 3 Each Director and officer, whether or not then in office, shall be indemnified by the organization against reasonably necessary expenses and costs, including but not limited to judgments, court costs, attorney’s fees and costs of reasonable settlements, actually incurred by him/her and liabilities imposed on him/her, in connection with or resulting from any action, suit, or proceeding in which he/she is made a party or has become involved by reason of his/her being or having been a Director or officer of the organization, unless in such proceeding he/she shall be finally adjudged liable by reason of dereliction in the performance of his/her duty as such Director or officer. The rights of indemnification hereby provided shall be exclusive of or affect other rights to which any Director or officer may be entitled under any Bylaw, agreement, vote of shareholders, or as a matter of law, or otherwise. As used in this paragraph, the terms “Director” and “officer” include their respective heirs, personal representatives and administrators.

ARTICLE VIII.

Amendments

Sec. 1 The Board of Directors shall have the power to make, amend and repeal the Bylaws of this organization by vote of the majority of all of the Directors at any regular or special meeting of the Board, providing that notice of intention to make, amend or repeal the Bylaws in whole or in part shall have been given at the next preceding meeting, or without any such notice by vote of two-thirds of all the Directors.

We, the undersigned, being all the Directors of the Foundation for Agricultural and Rural Resources Management and Sustainability, do hereby accept and adopt the foregoing Bylaws as the Bylaws of the organization.
Signatures:

Annie Kirschenmann, President
Mindi Grieye
Sharon Clancy
Karl Umverg
Gerald T. Horner
Paul Nyren
Gerald Horner
BYLAWS

OF

FOUNDATION FOR AGRICULTURAL AND RURAL RESOURCES
MANAGEMENT AND SUSTAINABILITY

ARTICLE I.

Name and Location

Sec. 1 The name of this organization shall be:

Foundation For Agricultural And Rural Resources Management And
Sustainability

Incorporated under the laws of the State of North Dakota as a non-profit
organization, for a period of perpetual duration.

Sec. 2 The principal place of business of this organization shall be located at 301
5\textsuperscript{th} Avenue SE, Medina, ND 58467

Sec. 3 The registered office of this organization is located at 301 5\textsuperscript{th} Avenue SE,
Medina, ND 58467.

Sec. 4 The registered agent of this organization at such address is Annie
Kirschenmann.

ARTICLE II.

Purposes

The purposes for which this organization is organized are:

Sec. 1 To engage in any lawful act of activity for which corporations may be
formed under the North Dakota Business Corporation Act.

Sec. 2 To serve the region, the state and the world in discovering, exploring and
implementing practices and methods which further the sustainability of
farms and rural communities.

Sec. 3 To provide educational outreach, research and information regarding
sustainable agriculture and rural resources.

Version 02/2006
Sec. 4 The establishment and operation of an education program regarding organic agriculture and other sustainable farming methods, which will involve but is not limited to:
- Seminars and classes
- A public interpretive center on organic agriculture with exhibits, information materials, videos, books, etc.
- Demonstration plots

Sec. 5 The establishment and operation of an educational facility which would include but is not limited to:
- Didactic classroom with the capacity to hold in person seminars, classes and training sessions
- State of the art Internet Technology that allows linkage with the global community
- Video conferencing capabilities, providing for interactive learning world wide

Sec. 6 The establishment and operation of a rural resources research, information and demonstration center, the possibilities for which include but are not limited to:
- Alternative rural energy efficient resources (wind, solar, etc.)
- Seminars and classes on rural resources and community
- Research on rural resources and outreach

Sec. 7 Other projects that meet the objectives of this section, as determined by the Board of Directors.

Sec. 8 This organization shall have power to do all and everything necessary, suitable, and proper to the accomplishment of any of the purposed or the attainment of any of the objects or furtherance of any of the powers herein set forth, either alone or in association with other organizations, firms, or individuals, and to do every other act of acts, thing or things incidental or pertinent to, or growing out of, or connected with, the aforesaid objects and purposes; this corporation shall have the power to borrow money, and to make and issue notes, bonds, debentures, mortgages, obligations, and evidences of indebtedness of all kinds whether secured by mortgage, pledge, or otherwise, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description. This organization shall also have all of the general powers now granted to or hereafter granted to corporations by law.

ARTICLE III.
Articles of Organization

Sec. 1 This organization is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Sec. 2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of the activities of the organization shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

Sec. 3 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV.

Board of Directors

Sec. 1 The business and property of the organization shall be managed by a board of at least five (5) Directors, with the option to appoint up to a total of ten (10) Directors. At least one of such Director shall be a resident of the State of North Dakota. Directors are approved and appointed by the Board of Directors.
Sec. 2 The Board of Directors shall consist of persons with a variety of knowledge, skills and experience in the development of sustainable systems within rural communities. Such experience may include organic farming, agricultural conservation, rural business, energy, environment, education, research and community development.

The board may also appoint persons who share the foundations goals to honorary positions as members of the board of directors. Honorary board members shall have voice, but not vote in the deliberations of the foundation.

Sec. 3 The Directors shall be appointed for a term of three years or until their successors are duly appointed.

Sec. 4 The full Board of Directors shall meet at least once per year.

Sec. 5 Additional meetings of the Board of Directors, to be held where designated in the notice, may be called by the President, and in his/her absence by the Vice President, or by any member of the board. By unanimous consent of all the Directors, special meetings of the Board may be held without notice, at any time and place.

Sec. 6 Special meetings of the Board of Directors of this organization may be called at any time by the President or Secretary of the organization. Notice of such special meeting shall be given each Director at least ten days before such meeting either by letter, telephone, electronically or personally.

Sec. 7 A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of the members of the Board.

Sec. 8 A member of the Board may be removed at any time by a two-thirds vote of the full Board of Directors.

Sec. 9 Vacancies in the Board of Directors may be filled by the remaining Directors at any regular or special Directors’ meeting for the unexpired term of the vacated Directorship.

Sec. 10 Members of the Board shall serve without compensation for time. All expenses related to the Board Members duties shall be reimbursed by the organization.

Version 02/2006
Sec. 11 The annual meeting of the board shall normally be held in January of each year. During the annual meeting the board shall elect directors, officers and an executive committee, review the annual financial statement, provide for an audit of the foundation's finances, and consider annual reports of officers and staff as may be required.

ARTICLE V.

Executive Committee

Sec. 1 The Directors shall select an Executive Committee. Executive Members shall include President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be selected by the Board of Directors. No one shall be eligible for the Executive Committee who is not a member of the Board of Directors of the organization. Any two or more offices may be held by the same person, except the office of President.

Sec. 2 The President shall preside at all meetings of the Directors.

Sec 3 The President shall have general supervision over the affairs of the organization and over the other officers, sign all written contracts of the organization, and perform all such other duties as are incident to his/her office.

Sec. 4 The Vice President shall perform such duties as may be assigned to him/her by the Board of Directors or Executive Committee. If more than one Vice President, they shall be appointed and serve in numerical order. In case of death, disability, conflict of interest, or absence of the President, he/she shall perform and be vested with all of the duties and powers of the President.

Sec. 5 The Secretary shall issue notices of all Directors' meetings, have charge of all of the organization's books, records, and papers, be custodian of the organization's seal, attest, with his/her signature and impress with the organization's seal, written contracts of the organization, and perform all such other duties as are incident to this office.

Sec. 6 The Treasurer shall have custody of all money and securities of the organization and shall give bond, if required by the Board of Directors, and with such sureties as they may require, conditioned upon the faithful performance of the duties of his/her office. He/she shall keep regular books of account, and shall submit them together with all his/her vouchers, receipts, records, and other papers, to the Directors for their
examination and approval as often as they may require, and shall perform all such other duties as are incident to his/her office.

Sec. 7 The offices of Secretary and Treasurer may be combined and held by one officer.

ARTICLE VI.

Finances

Sec. 1 The funds of the organization shall be deposited in such bank or trust company as the Directors shall designate and shall be withdrawn only as provided by the Directors.

Sec. 2 The annual closing of the books of the organization shall be on the 31st day of December of each year.

ARTICLE VII.

Miscellaneous

Sec. 1 In case of the absence or disability of any officer of the organization or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate such officer’s power or duties to any other officer or to any Director for the time being.

Sec. 2 All notes, drafts, and other commercial paper issued by or to this organization may be signed, accepted, or endorsed by the President and Secretary or as otherwise provided by the Board of Directors of this organization. All deeds and other instruments affecting the title to real property owned by the organization shall be signed by the President, countersigned by the Secretary, and the organization’s seal thereto affixed.

Sec. 3 Each Director and officer, whether or not then in office, shall be indemnified by the organization against reasonably necessary expenses and costs, including but not limited to judgements, court costs, attorney’s fees and costs of reasonable settlements, actually incurred by him/her and liabilities imposed on him/her, in connection with or resulting from any action, suit, or proceeding in which he/she is made a part or has become involved by reason of his/her being or having been a Director or officer of the organization, unless in such proceeding he/she shall be finally adjudged liable by reason of dereliction in the performance of his/her duty as such Director or officer. The rights of indemnification hereby provided shall be exclusive of or affect other rights to which any Director or officer

Version 02/2006
may be entitled under any Bylaw, agreement, vote of shareholders, or as a
matter of law, or otherwise. As used in this paragraph, the terms
"Director" and "officer" include their respective heirs, personal
representatives, and administrators.

ARTICLE VIII.

Amendments

Sec. 1 The Board of Directors shall have the power to make, amend, and repeal
the Bylaws of this organization by vote of the majority of all of the
Directors at any regular or special meeting of the Board, providing that
notice of intention to make, amend, or repeal the Bylaws in whole or in
part shall have been given at the next preceding meeting, or without any
such notice by vote of two-thirds of all of the Directors.

We, the undersigned, being all Directors of the Foundation For
Agricultural And Rural Resources Management And Sustainability, do
hereby accept and adopt the foregoing Bylaws as the Bylaws of the
organization.

Annie Kirschennann, President

Karri Strod

Roger Johnson

Karl Lifver

Gerald Horner

Version 02/2006