

**COMMONWEALTH OF KENTUCKY
FAYETTE CIRCUIT COURT
FOURTH DIVISION**

Civil Action No. 20-CI-00332

filed electronically

HAYNES PROPERTIES, LLC, *et al.*

PLAINTIFFS

v.

**BURLEY TOBACCO GROWERS COOPERATIVE
ASSOCIATION, *et al.***

DEFENDANTS

**Settlement Class Counsel's Notice of Filing
Bylaws of the Burley and Dark Tobacco Producer Association, Inc.**

Please take notice that Settlement Class Counsel, Katherine K. Yunker and Jason R. Hollon, herewith file in the case record the First Amended and Restated Bylaws of Burley and Dark Tobacco Producer Association, Inc. ("BDTPA"), provided by BDTPA counsel with permission to file in the record. In filing the Bylaws, Class Counsel take no position as to the BDTPA or any provision in its Bylaws.

Respectfully submitted,

/s/ Katherine K. Yunker

Katherine K. Yunker (KBA # 79592)

/s/ Jason R. Hollon

Jason R. Hollon (KBA # 96148)

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Lexington, KY 40507-1361
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Settlement Class Counsel

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served this 20th day of March 2023, electronically via the e-filing system and via electronic mail upon the following:

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Courtesy Copy (emailed):
Hon. Julie Muth Goodman
c/o Alicia Dean
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and via first-class U.S. Mail, postage prepaid, on unrepresented objectors listed on Schedule A of the Opinion and Order entered June 11, 2021, at addresses given in their respective objections or as thereafter updated:

J.B. Amburgey	David Barnes	Jacob Barnes
Robert E. Barton	Ben Clifford	Lincoln Clifford
Wayne Cropper	Josh Curtis	George M. Darnell
Jennifer Darnell	Brent Dunaway	Michael Furnish
William David Furnish	Leonard E. (Eddie) Gilkison	Bill G. Hall
Dudley Wayne Hatcher	Steve Lang	Berkley Marks
Bruce Quarles	Travis Quarles	Steven Quarles
Danny Townsend	Jerry Rankin	Richard Sparks
Jarrold Stephens	Addison Thomson	William A. Thomson
Judy Townsend		

/s/ Jason R. Hollon

Settlement Class Counsel

**FIRST AMENDED AND RESTATED
BYLAWS
OF
BURLEY AND DARK TOBACCO PRODUCER
ASSOCIATION, INC.**

**ARTICLE I
Purpose**

The purpose of Burley and Dark Tobacco Producer Association, Inc. (hereinafter the "Corporation") is to: (i) to serve and act as a liaison on behalf of tobacco growers of all types of tobacco with tobacco leaf dealers and tobacco purchasers, (ii) to advocate for the improvements of business conditions for producers, growers and land owners involved in the production of all types of tobacco; (iii) to support educational opportunities and research beneficial to growers of all types of tobacco, (iv) to promote efforts to improve the profitability of tobacco production, (v) to provide resources to its tobacco grower members, (vi) to improve the sustainability of tobacco production, and (vii) to promote the common interests of tobacco growers of all types of tobacco.

In carrying out its exempt purposes, the Corporation shall have all of the powers allowed nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes to such extent that such powers do not violate Section 501(c)(6) of the Internal Revenue Code.



ARTICLE II Offices

Section 1. Principal Office.

The principal office of the Corporation is 38 Silver Oak Court, Scottsville, Kentucky 42164 or such other office as the Board of Directors may designate from time to time in the manner provided by law.

Section 2. Registered Office.

The registered office of the Corporation required by the Kentucky Nonprofit Corporation Act to be maintained in the Commonwealth of Kentucky may be, but need not be, identical with the principal office in the Commonwealth of Kentucky, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the Corporation shall be identical to such registered office.

ARTICLE III Members of the Corporation

The Corporation shall have two (2) classes of membership. Members will be classified as either Producer Members or Supporting Members (collectively "Members").

Section 1. Producer Members.

Any person that owns, manages, or has a financial interest in tobacco production and is actively involved in tobacco production may apply to be a Producer Member of the Corporation. Producer Membership is subject to approval by the Corporation's Board of Directors. Producer Members shall elect the Corporation's Board of Directors at the Corporation's annual meeting of Members.

Section 2. Supporting Members.

A business organization, corporation, partnership, or other agencies or individual persons interested in the welfare of the tobacco industry may apply to become a Supporting Member of the Corporation. Supporting Membership is subject to approval by the Corporation's Board of Directors. Supporting Members shall enjoy all membership privileges in the Corporation but shall not have voting rights or be eligible to serve as Directors or Officers.

Section 3. Membership Meetings.

An annual meeting of the Members shall be held during the months of either January or February, at the principal office of the Corporation at such date time as set by the Board of Directors. The annual meeting of the Members shall coincide with a regular meeting of the Board of Directors. The Board of Directors shall provide all Members written notice of the date, time and location of the annual meeting of the Members no less than ten (10) days in advance of the meeting date. The Board of Directors, in its discretion, may hold the annual meeting of the Members at a location other than the Corporation's principal office.

Special meetings of the Members may be called only by the President or by the Executive Committee.

Section 4. Notice of Meetings.

Notice stating the place, day and hour of a meeting of the Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than thirty-five (35) days before the date of the meeting, by or at the direction of the President or the Executive Committee to each Member.

Section 5. Membership Dues.

Dues will be charged annually to all Members in an amount as set by the Board of Directors from time to time.

For Producer Members who participate in the Kentucky Burley Tobacco Assessment, the Corporation will accept the assessment as payment for dues. Producer Members who participate in the Kentucky Burley Tobacco Assessment will provide a record of that assessment as demonstration of dues. Dues for Producer Members that do not participate in the Kentucky Burley Tobacco Assessment will be set annually by the Board of Directors.

Dues for Supporting Members will be set annually by the Board of Directors.

**ARTICLE IV
Board of Directors**

Section 1. General Duties.

The property, affairs, concerns, direction and business of the Corporation shall be managed by a Board of Directors. The Board of Directors shall pursue such policies and principles as shall be in accordance with the provisions of the Bylaws, the Articles of Incorporation, and the statutes of the Commonwealth of Kentucky. In carrying out its duties, the Board of Directors is authorized to elect officers and to employ or arrange for the services of such persons, including attorneys, accountants, agents, and assistants, as in its opinion are necessary or desirable for the proper administration of the Corporation, and to pay reasonable compensation for services and expenses thereof. The Board of Directors may also, from time to time, appoint and retain as advisors persons whose advice, assistance or support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes and pay the reasonable expenses thereof. The Board of Directors may delegate

responsibility for the day-to-day operations of the Corporation to an Executive Director or its committees.

Section 2. Number and Qualifications.

There shall be no less than three (3) Directors nor more than eleven (11) Directors of the Corporation. The number of Directors may be based on the geographical production areas of tobacco. All Directors must accept and support the mission and purpose of this Corporation as set forth in its Articles of Incorporation and Bylaws. With the exception of two (2) Directors to be appointed from the Schedule A attached to the Amended Opinion and Order Approving Partial Settlement of the Fayette Circuit Court dated June 26, 2021, only those individuals that are Producer Members in good standing may be elected or serve as Directors of the Corporation.

Section 3. Term.

The Board of Directors shall be divided into three (3) classes as nearly equal in number as possible, being Class I, Class II and Class III. Each Director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected; provided, however, that the Directors first elected to Class I shall serve for a term ending on the annual meeting following their first election as Directors, the Directors first elected to Class II shall serve for a term ending on the second annual meeting following their first election as Directors, and the Directors first elected to Class III shall serve a full term as hereinabove provided. The foregoing notwithstanding, each Director shall serve until his or her successor shall have been duly elected and qualified, or until he or she becomes disabled or is otherwise removed. A Director is eligible for re-election; however, a Director shall not serve more than two (2) consecutive full three (3) year terms without taking leave from the Board of Directors for

a period of at least one (1) calendar year. In addition to the current Directors in Class III, the two (2) Directors to be appointed from the Schedule A attached to the Amended Opinion and Order Approving Partial Settlement of the Fayette Circuit Court dated June 26, 2021, shall serve a full term as hereinabove provided.

Section 4. Election.

Directors shall be elected by the Producer Members. Each Producer Member entitled to vote shall have the right to cumulate his/her vote and to give one (1) candidate a number of votes equal to his/her vote multiplied by the number of Directors to be elected, or by distributing such votes on the same principle among any number of such candidates. Directors shall be elected at the Corporation's annual meeting of Members.

Section 5. Directors' Limitations.

Individual Directors shall have no authority to act or speak on behalf of the Corporation without the written approval of the Board of Directors.

Section 6. Removal of Directors.

A Director may be removed, with or without cause and with or without an assignment of any reason thereof, by a two thirds (2/3rd) majority vote of the directors of the Corporation. The Board of Directors may assign to the Executive Committee, the task of investigating the Corporation's removal of any Director after a majority vote by the Board. Due process shall be used with a notification to the involved Director.

Section 7. Vacancies of the Board of Directors.

In the event of any vacancy on the Board of Directors, whether from death, disability, resignation or removal, the Board of Directors may fill such vacancy at the next regular or

special meeting of the Board of Directors. Such Director shall serve for the unexpired term of his or her predecessor in office. Pursuant to the Amended Opinion and Order Approving Partial Settlement of the Fayette Circuit Court dated June 26, 2021, two (2) additional Directors are to be selected from Schedule A of that Order. Therefore, the size of the Board of Directors is increased from nine (9) to eleven (11) Directors with the two new positions to be filled by individuals on Schedule A of the Order initially by the Board of Directors.

Section 8. Director's Compensation.

Directors of the Corporation shall receive no remuneration for their position on the Board of Directors, all hours dedicated to the Corporation must be on a volunteer basis.

Section 9. Responsibilities.

In addition to all responsibilities imposed to Directors by law, the Corporation policy and program guidelines or elsewhere in these Bylaws, Directors shall be required to read and understand the Bylaws and any contract entered into by the Corporation. Directors shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under §501(c)(6) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

Section 10. Quorum.

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. In the absence of a quorum, after notation of the absence of a quorum and the adjournment of the meeting, the Directors present may discuss

business as an ad-hoc committee of the Board of Directors. However, any recommendations, discussions, or transactions by such ad-hoc committee must be documented and reported at the next Board of Directors meeting. Any discussion, recommendation, or transaction of such ad-hoc committee carries no sanction or validity as an action of the Corporation until such time as it is presented to and approved by the Board of Directors at an officially noticed Board of Directors meeting at which a quorum is present.

Section 11. Action by Unanimous Consent.

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or all Members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

Section 12. Voting and Proxies.

Each individual Director shall have one vote on the Board of Directors on any item of business coming before a duly called meeting of the Board of Directors. Voting by proxy shall not be allowed on items of business coming before a duly called meeting of the Board of Directors.

Section 13. Regular Meetings of the Board of Directors.

The Board of Directors shall conduct regular meetings at least four (4) times per year, and may meet more frequently as needed to conduct business. At least one of the regular meetings shall coincide with the annual meeting of the Members of the Corporation, at which

time the Board of Directors shall elect officers of the Corporation and address any other business as may properly come before the Board of Directors.

Section 14. Special and Emergency Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, or by one third (1/3) of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

Emergency meetings of the Board of Directors may be called by the President, or another Member of the Executive Committee so appointed by the President for such purpose.

Section 15. Notices.

The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution. Otherwise, notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or mailed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Notice of any emergency meeting shall be provided to all of the Board of Directors by telephone call and by electronic mail or facsimile at least two (2) days prior to the meeting date.

The written notice must include a description of the nature of the emergency, the objects stated in the call for the meeting and the matters germane thereto.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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.

Any notice required hereunder shall state the time and place of the meeting.

Section 16. Remote Communication.

Directors may participate in a meeting of the Board of Directors, or of any committee designated thereby, by means of a telephone conference call or similar communications whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at the meeting, thus establishing a quorum.

Section 17. Minutes of Board Meetings.

Minutes of regular Board of Director meetings shall be mailed or transmitted by electronic means in the packet sent to all Directors no later than ten (10) days before the next regular meeting of the Board.

Section 18. Parliamentary Authority.

All meetings of the Board of Directors shall be governed by Robert's Rules of Order Newly Revised so long as Robert's Rules do not conflict with these Bylaws.

Section 19. Resignation, Termination, and Absences.

Resignation by a Director from the Board of Directors must be submitted in writing to and received by the Secretary before it is effective. Directors shall be removed from the Board

of Directors for excess absences if he/she has three (3) unexcused absences from Board of Director meetings in one year's time. The Board of Directors shall adopt a resolution to determine the criteria for excused absences from Board of Director meetings.

ARTICLE V Officers

Section 1. Classes.

The officers of the Corporation will include a President, Vice President, Secretary, and Treasurer all of whom shall be unpaid positions filled by Members of the Board of Directors. Officers shall receive no remuneration for their position, and all hours dedicated to the Corporation must be on a volunteer basis. There shall also be a paid part-time Executive Director, who will not be a Member of the Board of Directors. The Corporation shall have such other officers and assistant officers as the Board of Directors may establish and elect from time to time. Except for the Executive Director position which shall not be filled by a Director, an individual Director may simultaneously hold more than one office; however, the Board of Directors shall ensure that all the functions, duties, and responsibilities of the offices are duly carried out to accomplish the duties of each office as if separate individuals carried out the functions of each office.

Section 2. Election, Term of Office and Vacancies.

Except for Executive Director who shall serve at the pleasure of the Board of Directors, each officer shall hold office for a term of one (1) year. After the initial election of officers at the Corporation's organizational meeting, the officers of the Corporation shall be elected every year by the Board of Directors at the regular meeting that coincides with the annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be

held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 3. Removal From and Resignation of Office.

Any officer or agent may be removed from office for any reason whatsoever, with or without cause, by affirmative vote of a majority of the Directors at a meeting of the Corporation's Board of Directors called for the purpose. Any officer may resign at any time by filing his or her written resignation with the Secretary or, if the Secretary desires to resign, with the President.

Section 4. President.

The President shall preside over meetings of the Board of Director and Members and perform such other duties as from time to time may be assigned by the Board of Directors.

Section 5. Vice President.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall (1) perform the duties of the President and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the President; (2) perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Secretary.

The Secretary shall (1) keep the minutes of the Members' and the Board of Directors' meetings in one or more books provided for that purpose; (2) authenticate records of the Corporation; (3) send out meeting announcements; (4) distribute copies of meeting minutes and the agenda to Members of the Board of Directors; (5) assure that the Corporation's records are

maintained; and (6) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall (1) be bonded or have Director's & Officer liability insurance coverage; (2) shall be custodian of the funds and shall disburse them with the approval of the Board of Directors; (3) provide a financial report at each meeting of the Board of Directors; (4) chair the Finance Committee; (5) assist in the preparation of the Corporation's budget; (6) help develop the Corporation's fundraising plans; (7) respond to requests for financial information from the Board of Directors, Members of the Corporation and the public; and (8) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Executive Director.

The Executive Director shall serve as the chief executive officer of the Corporation and in general supervise and control all of the day-to-day business and affairs of the Corporation. This will be a part-time salaried position who shall report to and serve at the pleasure of the Board of Directors.

**ARTICLE VI
Committees**

Section 1. Committees and Duties.

The Board of Directors may create such standing or ad hoc committees as needed to further the interests of the Corporation. The President shall appoint a chairperson for each committee. All chairpersons shall be members of the Board of Directors; however, a committee

may include persons who are not Directors. The Board of Directors shall consider establishing the following committees for the development and maintenance of the Corporation:

Executive Committee

Nominating Committee

Finance Committee

Audit Committee

Development Committee

Strategic Planning Committee

Personnel Committee

Education Committee

The Board of Directors may establish these committees as either standing committees, ad hoc (temporary) committees, or may decide that no committee is needed for the functions included in the committee's responsibilities. The Board of Directors may consider combining the functions and duties of the committees in order to accomplish the purposes of the Corporation.

Section 2. Record of Committee Meetings.

The Board of Directors shall ensure that minutes of the committee meetings are documented and that reports are presented to the Board of Directors in such form as prescribed by the Officers. Notice of the committee meetings shall comply with the rules governing the meeting of the Board of Directors with respect to official notice of the meeting, documentation of time, location and date of the meeting, committee members in attendance and recommendations developed for presentation to the Board of Directors. The chairperson of each committee shall present the reports of that committee to the Board of Directors or shall arrange

for a report to be presented which ensures that recommendations developed by the committee are reported to the Board of Directors for further consideration and the Board of Directors' support, rejection, or revision of the recommendation.

Section 3. Executive Committee.

The President, Vice President, Secretary and Treasurer of the Corporation shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and these Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in order to take action in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 4. Finance Committee.

The Finance Committee shall include the Treasurer and two other Directors. The Treasurer shall serve as the chairperson of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and the annual budget of the Corporation, with such assistance as may be required from staff or other Directors. The Board of Directors must approve the budget and all expenditures must be within the budget. The Board of Directors of the Executive Committee must approve any major change in the budget. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the Corporation are subject to review and inspection as provided in Article IX of these Bylaws.

ARTICLE VII
Conflicts of Interest

The Board of Directors shall adopt a policy on conflicts of interest, which contains at least the following provisions:

Section 1. Full Disclosure.

Directors, Officers, Committee Members and staff in decision-making roles should make known their connections with groups doing business with the Corporation or with the potential to do business with the Corporation. This information should be provided annually and as conflicts arise.

Section 2. Directs Abstention from Discussion and Voting.

Directors who have an actual or potential conflict of interest shall not participate in discussions or vote on matters affecting transactions between the Corporation and the other person or entity, and shall make this known by formally abstaining from such deliberations and decisions during Board of Director and committee meetings.

Section 3. Officers, Committee Members and Staff Abstention from Decision-making.

Officers, Committee Members and staff who have an actual or potential conflict of interest shall not be substantively involved in the decision-making affecting such transactions, and shall make this known by formally abstaining from such deliberations and decisions, in writing to the Board of Directors.

ARTICLE VIII
Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments 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 on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Charitable Contributions.

No officer or Director shall make charitable contributions in the name of, from the funds of, or on behalf of the Corporation without prior authority by the Board of Directors.

ARTICLE IX
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All official records of the Corporation may be inspected by any Director or Committee Member during the usual hours of business, for any proper purpose and to make copies or extracts

therefrom. The Board of Directors may charge a reasonable fee for copying such records. Other persons with authority of the Corporation as determined by resolution of the Board of Directors, in person or by attorney or other agent, shall upon written demand under oath stating the purpose thereof, have the right during usual business hours to inspect for any proper purpose the Corporation's ledger, a list of its Board of Directors, its other books and records, and to make copies or extracts therefrom. As used in this Article, a proper purpose shall mean a purpose reasonably related to such person's interest as a Director, Committee Member, or other person with authority of the Corporation as determined by resolution of the Board of Directors. In the event and to the extent any projects or programs of the Corporation are funded with state and federal funds, the Board of Directors shall adopt policies and procedures for compliance with any applicable open records laws.

**ARTICLE X
Fiscal Year**

The fiscal year of the Corporation shall end on December 31.

**ARTICLE XI
Waiver of Notice**

Whenever any notice is required to be given under the provisions of these bylaws, or under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII
Seal**

A corporate seal is not required.

ARTICLE XIII
Bylaws

Section 1. Amendment:

These By-laws may be amended, revised or restated by a two-thirds (2/3) majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be distributed to all Directors with the regular Board of Directors announcements at least two (2) weeks in advance of the regular or special meeting at which the amendment, revision or restatement will be on the agenda.

ARTICLE XIV
Indemnification

Each person who is or was a Director or Officer of the Corporation, whether elected or appointed, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director or Officer, arising out of such person's status as a Director or Officer; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety

(90) days after a written claim has been received by the Corporation, the Director or Officer may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may, but not be obligated to, maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Act or under this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any agreement, statute, vote of the Board of Directors, or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article, which shall have been invalidated or by any other applicable law.

ARTICLE XV Dissolution

Section 1. Approval.

The Board of Directors may vote to recommend dissolution of the Corporation. Upon the dissolution of the Corporation, after all debts and liabilities have been paid, the remaining property and assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is located,

exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

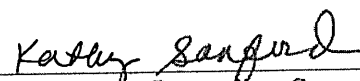
Section 2. Dissolution.

Except as otherwise provided in these Bylaws, the Corporation will be dissolved upon the effective date of its Articles of Dissolution.

WHEREFORE, the foregoing First Amended and Restated Bylaws of the Burley and Dark Tobacco Producer Association, Inc. were adopted by Resolution of the Corporation's Board of Directors on the 23 day of November 2021.



Al Pedigo, Temporary Chairman

Attested By: 

Kathy Sanford, Temporary Recording Secretary