

BYLAWS

OF

NORTH AMERICAN ARABIDOPSIS STEERING COMMITTEE

(formed under the Illinois General
Not For Profit Corporation Act)

ARTICLE 1 – NAME AND OFFICES

SECTION 1. Name. The name of the corporation shall be the North American Arabidopsis Steering Committee.

SECTION 2. Principal Office. The corporation shall have and continuously maintain within or without the State of Illinois a principal office at such place as may be designated from time to time by the Board of Directors.

SECTION 3. Registered Agent. The corporation shall, at all times, maintain a registered agent at a registered office within the State of Illinois.

SECTION 4. Change of Registered Office or Registered Agent. The registered office and the registered agent of the corporation may from time to time be changed by the Board of Directors.

ARTICLE II – MEMBERS

SECTION 1. Membership. The corporation shall have a single class of membership. The members shall be those individuals who are eligible to be members of the corporation and who pay dues or who otherwise satisfy the requirements of membership established by the Board of Directors from time to time.

SECTION 2. Voting Rights. The members of the corporation shall have the right to elect the directors of the corporation. The members of the corporation shall have no other voting rights under these bylaws or the Illinois General Not-For-Profit Corporation Act of 1986 (the “Act”).

SECTION 3. Meetings of Members. (a) An annual meeting of the members shall be held each year in the months of June, July or August at such time and at such place, within or without the State of Illinois, as may be fixed by the Board of Directors, for the purpose of electing directors and reporting on the affairs of the corporation.

(b) Special meetings of the members may be called by or at the request of the president or the Board of Directors. The person or persons authorized to call special meetings of

the members may fix any place or time as the place and time for holding any special meeting of the members.

(c) Written notice of any meeting of the members, stating the place, date and hour of the meeting, and the means of remote communications, if any, by which members may be deemed to be present in person and vote at such meeting, shall be given to each member, not less than 20 nor more than 60 days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when the facsimile is sent and confirmation is received. If sent by electronic mail, such notice shall be deemed to be delivered when the electronic message is sent.

(d) Ten percent (10%) of the members of the corporation, whether represented in person or by proxy, shall constitute a quorum for the transaction of business of the members, provided if fewer than a majority of the members are present in person or by proxy, a majority of the members present in person or by proxy may adjourn the meeting to another time without further notice.

(e) The act of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the members. Each member shall be entitled to one vote at any meeting of the members.

SECTION 4. Transferability. Membership in the corporation is not transferable or assignable.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by or under the Board of Directors.

SECTION 2. Total Number of Directors. The number of directors constituting the entire Board of Directors shall be not less than three (3) nor more than eight (8). The number of directors shall be established by resolution of the Board of Directors within the foregoing range without further amendment to these bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

SECTION 3. Term of Office. Directors shall be classified with respect to the time for which they shall hold office, into four classes of terms. The maximum number of directors in each such class shall as nearly as possible be one-fourth of the total number of directors. Each such class of directors shall be elected for a four-year term and the terms of each class of directors shall expire in different years, except that the directors elected to serve for terms commencing at the effective date of these bylaws shall be elected to serve terms as follows: two directors shall be elected for a one-year term, two directors shall be elected for a two-year term, two directors shall be elected for a three-year term and two directors shall be elected for a four-year term. The expiration of the terms of such classes shall be established and maintained so that on the date of each annual meeting of the members, the term of one such class of directors shall expire and a successor class of directors shall be elected. A director elected to fill a vacancy shall serve in the class of his or her predecessor.

SECTION 4. Election of Directors. Directors shall be elected annually by the members at the regular annual meeting of the members. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible.

SECTION 5. Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year in the months of June, July or August at such time and at such place, within or without the State of Illinois, as may be fixed by the Board of Directors. The regular annual meeting of the Board of Directors generally shall follow the annual meeting of the members. The purpose of the annual meeting shall be to elect the officers of the corporation and the transaction of such other business as may properly be brought before the meeting.

SECTION 6. Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place or time as the place and time for holding any special meeting of the Board of Directors called by them.

SECTION 8. Notice. Notice of any meeting of the Board of Directors shall be given at least three (3) days prior thereto, by written notice to each director at the address shown for such director on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when the facsimile is sent and confirmation is received. If sent by electronic mail, such notice shall be deemed to be delivered when the electronic message is sent. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the 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. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the bylaws.

SECTION 9. Quorum. At all meetings of the Board of Directors a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if fewer than a majority of the directors are present, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 10. Manner of Acting. The act of a majority of the directors present at a 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 statute, the articles of incorporation or these bylaws.

SECTION 11. Action Without Meeting. Any action required by statute to be taken at any meeting of the Board of Directors or any other action which may be taken at a meeting of the board may be taken without a meeting if a consent in writing shall be signed by all of the

directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all directors have approved the consent unless the consent specifies a different effective date. A director may deliver his or her signed consent through the use of facsimile machine or other method of electronic signature, provided that the original consent containing such director's original signature is delivered to the secretary to be filed in the corporate records within fifteen (15) days of the date of consent.

SECTION 12. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 13. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

SECTION 14. Compensation. Directors shall not receive any stated salaries for their services, but by the affirmative vote of a majority of the directors then in office, a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefrom.

SECTION 15. Removal. One or more of the directors may be removed with or without cause at a meeting of the members in accordance with the Act.

SECTION 16. Resignation. Any director may resign at any time by written notice to the Board of Directors or the president of the corporation.

ARTICLE IV – COMMITTEES

SECTION 1. Executive Committee. The Board of Directors, in its discretion, may appoint from its own members an Executive Committee. The president shall preside over the Executive Committee. Except as provided in Section 4 of this Article or by law, the Executive Committee shall have the full power and authority to act on behalf of the Board of Directors between meetings.

SECTION 2. Nominating Committee. The Board of Directors, in its discretion, may appoint a committee which shall be known as the Nominating Committee. The Nominating Committee shall nominate candidates to the Board of Directors for consideration at the annual meeting of the members and shall nominate candidates to fill vacancies occurring in the Board of Directors for consideration by the Board of Directors. The president shall preside over the Nominating Committee.

SECTION 3. Other Committees. The Board of Directors may designate one or more additional committees, each of which shall consist of two or more directors, a chairman selected by the Board of Directors, and such other persons as the chairman of the committee or the Board of Directors shall appoint, provided that a majority of its membership shall be directors.

SECTION 4. Manner of Acting. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these bylaws, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided that it shall not have the power or authority to adopt a plan for the distribution of the assets of the corporation, or for dissolution; fill vacancies on the Board of Directors; elect, appoint or remove any officer or fix the compensation of any member of a committee or director; adopt, amend, or repeal the bylaws or the articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee. Unless otherwise provided in the resolution creating a committee, such committee may by majority vote of its members fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure, which shall not be inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 5. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Action Without Meeting. Any action which may be taken at a meeting 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 members of the committee entitled to vote with respect to the subject matter thereof.

SECTION 9. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 10. Advisory Committees or Bodies. The Board of Directors may create and appoint persons to an advisory body or such other body which may or may not have directors as

members, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers of the corporation.

ARTICLE V – OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a president, a secretary, and a treasurer. The Board of Directors may also elect one or more vice presidents or assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. Term of Office. The officers of the corporation shall be elected at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. All officers shall hold office until their successors are elected and qualified or until their death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights. Any officer elected by the Board of Directors may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 3. President. The president shall be the principal executive officer of the corporation, shall preside at all meetings of the members and of the Board of Directors and shall have general supervision, direction and control of the general business and affairs of the corporation and shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the Board of Directors. Subject to the direction and control of the Board of Directors, the president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The president may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

SECTION 4. Vice President. The vice president, or vice presidents, if one or more is elected, shall perform such duties and have such other powers as shall be assigned to him or her by the president or the Board of Directors. Further, in the absence of the president or in the event of his or her inability or refusal to act, the vice president, or in the event there be more than one vice president, the vice president first designated by the Board of Directors, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

SECTION 5. Secretary. The secretary shall keep a record of all proceedings of the members and of the Board of Directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be

custodian of the corporate records and of the seal of the corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

SECTION 6. Treasurer. The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president or by the Board of Directors. With the approval of the Board of Directors, the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the corporation.

ARTICLE VI – GENERAL PROVISIONS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. Check, Drafts, Etc. All funds of the corporation 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. 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 or 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the secretary and countersigned by the president of the corporation. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Fiscal Year. The fiscal year of the corporation shall end on June 30.

SECTION 4. Seal. On the corporate seal shall be inscribed the name of the corporation and the words “Corporate Seal” and “Illinois.”

SECTION 5. Waiver of Notice. Whenever any notice is required to be given under law, the articles of incorporation or the bylaws of the corporation, a 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.

SECTION 6. Amendments. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a meeting for which written notice of the specific purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

SECTION 7. Conflicts of Interest. A conflict of interest may exist where a director is directly or indirectly a party to a transaction if the other party to the transaction is an entity in

which the director has a material financial interest or of which the director is a director, officer or general partner.

Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the director thereby affected shall ensure that the material facts of the transaction are known or disclosed to the directors who authorize, approve or ratify the transaction.

The presence of a director who is directly or indirectly a party to a transaction, or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors takes action on the transaction.

ARTICLE VII – INDEMNIFICATION AND INSURANCE

SECTION 1. Third Party Actions. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Suits by or in the Right of the Corporation. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the

case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. Rights Upon Success. To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. Determination of Indemnification. Any indemnification under Sections (1) and (2) of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding and (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. Payment of Expenses In Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6. Non-Exclusivity and Continuity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.