

BYLAWS OF SUGAR INDUSTRY TECHNOLOGISTS INC.

Article I PURPOSE

The purpose for which this corporation is formed and functions, are those set out in its Certificate of Incorporation which are summarized below:

"To improve the operations of the sugar refining industry by presenting, discussing and sharing scientific information pertaining to the management and technical aspects of sugar refining and encouraging original research in this field."

It is not organized for financial profit for the corporations or its members.

No part of the activities of the corporation shall be carried on for the purpose of influencing or attempting to influence the enactment or defeat of any proposed legislation or the election or defeat of any candidate for office or the appointment of any person or persons to public office.

Article II OFFICE OF THE CORPORATION

The Principal Office of the Corporation shall be located in the city, county and state of New York. (Certificate of Change of Location filed May 10, 1965 with Department of State, State of New York). The Board of Directors may establish other offices elsewhere in North America.

Article III MEMBERSHIP

Section 1

There shall be three classes of membership in the corporation:

1. Honorary Life Membership
2. Corporate Membership
3. Individual Membership

Section 1.1 HONORARY LIFE MEMBERS:

Individuals who have achieved an acknowledged service to Sugar Industry Technologists, Inc. may be proposed as candidates for Honorary Life Membership by submission to the Board of Directors of a written proposal by any individual member which shall include an outline of the candidate's professional history and attainments with special focus on service rendered to S. I. T. Upon approval of such proposal by an affirmative vote of not less than three-fourths of the Board of Directors attending any regular or special meeting of the Board such candidate shall be declared an Honorary Life Member.

In recognition, thereof, a suitable memento, bearing the insignia of the Corporation and the name of the recipient shall be delivered to the recipient along with the privilege of attending, with his/her spouse, all future annual technical meetings without paying the registration fees.

Section 1.2 CORPORATE MEMBERS:

Corporate membership shall be subdivided into two categories:

1. Refining Corporate Member: Any firm or corporation engaged in cane sugar refining in the World shall be eligible for Refining Corporate Membership in the Corporation. Facilities which produce a “white” cane sugar used as a direct consumption sugar are eligible for Refining Corporate Membership.

Election to membership shall be by application in writing followed by an election by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present.

2. Allied Corporate Member: Any firm, corporation, partnership or proprietorship engaged in a business of supplying goods or services to the Cane Sugar Refining Industry shall be eligible for Allied Corporate Membership in the corporation.

Election to membership shall be by application in writing followed by an election by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present.

Firms, Corporations or Associations engaged in activities restricted to cane milling, raw sugar production, refined cane sugar users, beet sugar manufacturing and starch based sweetener manufacturing, shall be eligible for Allied Corporate Membership.

Non-profit organizations such as universities, research societies, institutes and other academic groups may apply for Allied Corporate Membership.

Section 1.3 INDIVIDUAL MEMBERS:

Individual membership shall be subdivided into three categories:

1. Associate Member: Any employee of a Corporate Member shall be eligible for Associate Membership.

Election to membership shall be by application in writing certifying that the proposed member is an employee of a Corporate Member followed by an election by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present.

2. Affiliate Member: Any person interested in the Cane Sugar Refining Industry shall be eligible for Affiliate Membership, excepting those persons engaged in the supplying of goods and services to the Cane Sugar Refining Industry as a self-employed person, as a member of a partnership, or as an employee of a firm or corporation eligible for Allied Corporate membership.

Election to membership shall be by application in writing stating the applicant's interest and employer followed by an election by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present.

3. Emeritus Member: Any person who has been an Associate or Affiliate Member in good standing for a minimum of 10 years and who has retired from professional activity in the Cane Sugar Refining or Allied Industries, or who has become incapacitated, may be transferred to Emeritus Membership by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present.

Application for transfer to Emeritus membership shall be made in writing by the individual, his employing company or a member of the current Executive Committee.

Should an Emeritus Member resume full professional activity in the Cane Sugar Refining or Allied Industries, his Emeritus Membership shall cease forthwith.

An Emeritus Member engaged in Occasional Consulting work in the Cane Sugar Refining or Allied Industries shall not be considered to have resumed full professional activities in these industries.

Section 2

RESIGNATIONS: Any member in good standing may resign at any time following payment of his financial obligations to the Corporation, by submitting his written resignation to the Corporate Secretary.

Section 3

SUSPENSION AND EXPULSION: Any member may be suspended for a period or expelled from the Corporation for refusal or failure to comply with the Bylaws, or for other prejudicial conduct by an affirmative vote of the majority of the Board of Directors. A statement of the charges upon which such suspension or expulsion are to be based shall have been mailed by registered mail to said member at his last recorded address at least 30 days before final action on such suspension or expulsion. The statement shall be accompanied by a notice of the time and place of the proposed action by the Directors. The member has the option to address and answer the charges before final action is taken.

For non-payment of financial obligations to the Corporation any member may be suspended or expelled from the Corporation by a majority affirmative vote of the Executive Committee under article IX, Section 2.

Section 4

MEMBERSHIP CANCELLATION: Should an Associate Member leave the employment of the certifying Corporate Member, his Associate Membership shall cease forthwith.

If an immediate application for Affiliate Membership is made by the affected person, the first years' Affiliate Membership fees may be waived by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present, providing the current year's Associate Membership fees have already been paid.

Section 5

SPECIAL CIRCUMSTANCES: Upon the adoption of these amended Bylaws any Corporate Member whose class of membership is affected by these amended Bylaws may elect to maintain its current class of membership indefinitely. However, if the class of membership is changed to conform to these amended Bylaws the Corporate Member may not subsequently revert to its original class of membership.

Upon the adoption of these amended Bylaws Individual Membership shall be made to conform to these amended Bylaws.

Article IV MEETING OF THE CORPORATION

Section 1

TIME AND PLACE: An Annual General Meeting of the Corporation shall be held at the close of the first Technical Session during the Annual Technical Meeting for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Special Meetings of the Corporation may be called at any time and place at the direction of the Board of Directors, upon notice signed by the Executive Director and mailed to the last recorded address of each member at least 10 days and not more than 30 days before the time appointed for the meeting, which notice shall state the place, date, time and purpose of the meeting.

Section 2

QUORUM: The presence in person or by proxy at the Annual General or Special meetings of the Corporation of at least one-third (this number may not, by statute, be less than one-third) of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 3

VOTING: Each Refining Corporate Member shall have one vote at any meeting of the Corporation, and except as otherwise provided herein or by law, all questions before the meeting shall be decided by a majority vote of the associate members present in person or by proxy.

All classes of membership are entitled to attend the Annual General Meeting and Special Meetings of the Corporation and address the meetings. Only Refining Corporate members, through their designated associate member representatives, shall have voting powers at these meetings.

Section 4

PROXIES: Every member of the Corporation entitled to vote at any meeting thereof may vote by written proxy, which shall be revocable at the pleasure of the member executing the same, but unless otherwise provided therein, such proxy shall be invalid 11 months after the date of its execution.

Section 5

ORDER OF BUSINESS: The order of business and procedures shall, unless otherwise provided by the Directors, be governed in all disputed cases by 'Robert's Rules of Orders, latest Revised', provided that such rules shall not be inconsistent with the Bylaws of the Corporation.

Article V DIRECTORS

Section 1

MEMBERS: The control of the property and funds, affairs and activities, and policy and business of the Corporation shall be vested in a Board of Directors consisting of:

- a) The President
- b) The Immediate Past President
- c) One designated representative from each of the Refining Corporate Members within the limits set forth in the Certificate of Incorporation.

Section 2

ELECTION OF DIRECTORS AND TERM OF OFFICE: The Directors shall be elected at the Annual General Meeting by a majority affirmative vote of the members of the Corporation entitled to vote and shall hold office until the next Annual General Meeting or until their successors shall be elected in their place.

Each Refining Corporate Member shall nominate one person from their list of Associate Members to be a Director. Such person must be an Associate Member at the time of his nomination and throughout his term of office as a Director.

Section 3

VACANCIES: Vacancies occurring in the Board of Directors for any cause may be filled for the unexpired term by nomination of the affected Refining Corporate Member, and election by a majority affirmative vote of the Executive Committee at any meeting that a quorum is present. This vote may occur via an email from the Executive Director to all eligible voters describing the nature of the required vote.

Section 4

MEETINGS OF THE BOARD OF DIRECTORS:

FIRST DIRECTORS' MEETING: The Board of Directors shall meet as soon as possible after the Annual General Meeting for the purpose of electing at least six of its membership to the Executive Committee, approving both the operating and technical budgets of the Corporation, and electing the Officers of the Corporation and the Executive Director for the ensuing year. The time and place of the next Board of Directors meeting is announced.

LAST DIRECTORS' MEETING: The Board of Directors shall meet with the Officers of the Corporation and the Executive Committee prior to the Annual General Meeting to receive the reports of the Executive Director and other Officers and Committee Chairmen, for the review and recommendation of the proposed budgets and Officers of the Corporation for the ensuing year, and for the transaction of such business as may properly come before the meeting.

Special meetings may be called by the President and one other officer or by any five Directors acting in concert.

Section 5

QUORUM: One-third of the total Membership of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President, the Immediate Past President, and the Vice Presidents, the quorum present shall elect a Chairman for the meeting by a majority vote of those Directors present.

Section 6

REMOVAL OF DIRECTORS: Any one or more of the Directors may be removed from office with or without cause at any regular or special meeting of the Board of Directors by a three-quarters majority affirmative vote at any meeting that a quorum is present.

Section 7

VOTING: Each Director shall be entitled to one vote at regular or special meetings of the Board of Directors.

Section 8

DIRECT COMPENSATION: The Directors, as such, shall not receive any payment for their services, and shall not be compensated for any expenses related to attendance at regular or special meetings of the Board of Directors.

Article VI EXECUTIVE COMMITTEE

Section 1

MEMBERSHIP: There shall be an Executive Committee consisting of:

- a) President
- b) Immediate Past President
- c) 1st, 2nd, and Financial Vice-President
- d) A minimum of six Directors elected from and by the Board of Directors at the First Directors' Meeting.

Section 2

POWERS: The Executive Committee shall have and exercise all powers of the Board of Directors in the control of the Corporation except in the adoption, amendment or repeal of these Bylaws, in removal of Directors or Officers of the Corporation, in the dissolution of the Corporation, in the election of Honorary Members and in the expenditure of the Corporation funds beyond the total authorized in the budget approved by the Directors at their first meeting.

Section 3

REMOVAL OF MEMBERS: The Board of Directors may at any time remove any member of the Executive Committee with or without cause by a three-quarter majority affirmative vote at any regular or special meeting of the Board of Directors at which a quorum is present.

Section 4

VACANCIES: Any vacancy occurring on the Executive Committee for any reason may be filled by a majority affirmative vote at any meeting of the Executive Committee that a quorum is present.

Section 5

MEETINGS: There shall be two regular meetings of the Executive Committee each fiscal year. The first meeting shall be held in the 6 month period following the Annual General Meeting and the second meeting in the 6 month period preceding the Annual General Meeting except that the date and time of these regular meetings may be changed by action of the President.

Special meetings may be called from time to time by action of the President or any three members of the Executive Committee acting in concert.

Section 6

QUORUM: A quorum of the Executive Committee, required for the transaction of Business, shall be six members of the Executive Committee present in person or by proxy. A minimum of three of the six members shall be Directors of the Corporation.

Section 7

MINUTES: The Executive Committee shall keep accurate minutes of all its meetings and copies of these minutes shall be mailed electronically to all members of the Executive Committee.

Section 8

RULES OF PROCEDURE: The Executive Committee may adopt such rules and regulations for the conduct of its business as it may deem proper providing such rules and procedures are not in contravention of the law, the Certificate of Incorporation or these Bylaws.

The President of the Corporation for the term of his office shall be Chairman of the Executive Committee or he shall appoint a Chairman for such term as he sees fit.

Section 9

ELECTION OF DIRECTORS TO EXECUTIVE COMMITTEE: After the election of the new Directors at the Annual General Meeting but prior to the First Directors' Meeting, the President shall prepare a slate of Directors who have agreed to serve on the Executive Committee for the ensuing year. This slate will be presented at the First Directors' Meeting for their action. Further nominations may be made from the floor.

Article VII OFFICERS

Section 1

NUMBER: The Officers of the Corporation shall consist of:

- 1) President (who shall be Chief Executive Officer of the Corporation)
- 2) 1st Vice-President
- 3) 2nd Vice-President
- 4) Financial Vice-President
- 5) Immediate Past President

All Officers at the time of their election shall be Associate Members of a Refining Corporate Member and shall remain so throughout their term of office.

Section 2

ELECTION AND TERM OF OFFICE: The Board of Directors at the First Board Meeting (following the Annual General Meeting) shall elect the Officers for a term of one year or until their successors are elected.

Section 3

NOMINATION OF OFFICERS: For the purpose of electing the Officers of the Corporation, the President shall appoint, not later than one month after the Annual General Meeting, a Nominating Committee Chairman. The Chairman shall appoint a maximum of two additional members to the committee, if desired. All shall be members of the Corporation and at least two shall be Associate Members of a Refining Corporate Member.

The Executive Committee, at its first regular meeting, or at a special meeting called for the purpose, shall either ratify the appointed Nominating Committee members or cancel the appointments and appoint by majority affirmative vote replacement Nominating Committee members.

The Nominating Committee Chairman shall report to the Executive Committee at the second regular meeting its proposed slate of candidates and the Executive Committee shall approve each nomination for presentation to the Board of Directors at the First Directors' Meeting.

Section 4

VACANCIES: Any vacancy occurring for any reason in a position of an Officer of the Corporation shall be filled, as soon as practical, by the Executive Committee by majority affirmative vote at a meeting that a quorum is present or by a majority vote of all Executive Committee members via email.

Section 5

REMOVAL OF OFFICERS: Any one or more of the Officers may be removed from office, with or without cause, at any regular or special meeting of the Board of Directors by a three-quarter majority affirmative vote at any meeting that a quorum is present.

Section 6

POWERS AND DUTIES OF THE OFFICERS: The President shall preside at all meetings of the Membership and the Board of Directors.

The President shall be the Chief Executive Officer of the Corporation and, subject to any limitation passed by the Board of Directors, shall have such powers and duties as generally pertain to the Office of the President of a Corporation.

Any matter considered important and urgent by the President may be proposed by him to the Executive Committee by email and if unanimously accepted by all members of the Executive Committee in writing via email, shall be enacted as if adopted by a majority affirmative vote at a regular or special meeting of the Executive Committee. All such actions shall be recorded in the minutes of the first Executive Meeting following the event.

In the event of the death of the President or his absence, or inability from any cause to complete the duties of the Presidency for the term, the First Vice-President, the Second Vice-President, or the Immediate Past President in that order, shall perform these duties until the President can resume his duties or a successor is elected in his place.

The other officers of the Corporation shall have such powers and duties as generally pertain to their respective Offices, as well as such powers and duties as from time to time shall be conferred upon them by the Board of Directors or by these Bylaws.

Section 7

COMPENSATION OF OFFICERS: The Officers shall not receive, directly or indirectly, any salary for their services nor any compensation for their services or expenses except that should the President or Immediate Past President pass from Association Membership to Emeritus Membership during the term of their office, the Executive Committee may, by majority affirmative vote at any meeting that a quorum is present, approve reimbursement to those Officers for their ordinary travel and living expenses to attend Membership, Directors and Executive Committee meetings.

Article VIII EXECUTIVE DIRECTOR AND STAFF

Section 1

EXECUTIVE DIRECTOR: The Executive Committee shall engage the services of an Executive Director, on a part or full time basis as required, to manage the business affairs of the Corporation under the general direction of the President and other Officers of the Corporation. He shall serve at the pleasure of the Executive Committee.

He shall direct the planning and preparation for the Annual General Meeting, the Technical Meeting, manage the office and direct the staff, and carry out any other duties that may be assigned to him from time to time by the Officers and Executive Committee.

He shall have the power of depositing and disbursing the funds of the Corporation as required for the carrying on of the business of the Corporation under the general direction of the Financial Vice-President and under such rules and regulations as are passed from time to time by the Executive Committee. He is to be bonded to the extent decided upon by the Executive Committee.

The financial records of the Corporation shall be audited and certified every 3 years at a minimum by an accounting firm selected by the Executive Director and approved by the Executive Committee. Whenever a new Executive Director is selected or a new Financial Vice-President assumes office, the financial records will be audited within 3 months of the new Executive Director or Financial Vice-President assuming responsibilities.

The Executive Director shall hire such office staff as required to carry out the business of the Corporation except that the President shall approve beforehand all such staff hiring both as to numbers and person. No member of the staff shall be discharged for any reason without the approval of the President.

Section 2

SALARIES, EXPENSES AND PREREQUISITES: The salaries paid to the Executive Director and all staff members shall be set by the Executive Committee.

Effective July 1, 2014, the annual salary paid to the Executive Director shall increase two percent (2%) per annum. The Executive Committee may adjust this rate at one of their regularly scheduled meetings, if circumstances warrant.

The initial compensation for each new Executive Director will be established by the Executive Committee.

The usual expenses while travelling on corporate business and such other business expenses incident to the position of Executive Director shall be paid by the Corporation subject to such rules and regulations drawn up by the Financial Vice-President and approved by the Executive Committee.

This provision on usual travelling and other business expenses shall also apply to other members of the staff as approved by the Executive Committee.

The Executive Director shall be entitled to extraordinary expenses, such as relocation costs, as authorized by the Executive Committee.

Section 3

TERM OF EMPLOYMENT: The Executive Director shall be hired on a fiscal year to year basis not to exceed a cumulative total of more than ten years.

The position of Executive Director will be nominated and approved for hiring by a majority vote of the Executive Committee.

Article IX DUES

Section 1

DUES AND FEES: The annual dues for the various classes of membership shall be set from time to time by the Executive Committee.

There shall be no dues for Honorary Members or Emeritus Members.

Initiation fees shall not be required for any class of Membership.

The Executive Committee may also, from time to time, levy assessments upon the members to carry out the purposes of the Corporation. Assessments shall be levied equally within each class of membership, but may differ among different classes of membership,

Section 2

ARREARS: Members in arrears on dues for a period of one year shall be placed on the inactive list and shall lose the right to vote and all other rights, privileges and benefits. After two years in arrears a member may, at the discretion of the Executive Committee, be dropped from membership. Until such action has been taken, a member in arrears may, at the discretion of the Executive Committee, be reinstated to full standing upon payment in full of his arrears in dues and assessments.

Article X AMENDMENTS

Section 1

These Bylaws may be added to, amended or repealed in whole or in part by a majority, affirmative vote of two-thirds of the Directors, in person or by proxy, provided the notice of the proposed addition, amendment, or repeal has been given to each Director in the notice of meeting or has been waived in writing by each Director. All amendments are to be dated, published, and sent to all Directors, Officers, and individual Members who request a copy.

Upon approval by the Executive Committee they may be included, from time to time in the Proceedings of the Technical Meeting.

Article XI AWARDS AND SCHOLARSHIPS

Section 1

HONORARY AWARD (CRYSTAL AWARD): An honorary award (which will be known henceforth as the S.I.T. Crystal Award for Achievement in Sugar Technology or the 'Crystal Award' (in shortened form) may be made annually to one or two outstanding individuals, members or not, who have contributed notably to the technological advancement of the Sugar Refining Industry, The award(s) shall be presented by the President at the Technical Meeting Awards Banquet.

Written nominations for the Award may be submitted to the Chairman of the Crystal Award Committee.

Selection of the Award Winner or Winners shall be made by the Crystal Awards Committee who shall be guided but not bound by the nominations received and such selection (s) shall be submitted to the Executive Committee for its approval not later than the second regular meeting of the Executive Committee.

Section 2

MEADE AWARD: Dr. and Mrs. George P. Meade have made a gift to S.I.T. of royalties received by Dr. Meade on the sale of the 'Cane Sugar Handbook' co-authored by him. The gift has been assigned without any restrictions and Dr. and Mrs. Meade have made it clear that S.I.T. is free to consider the use of the funds for any legitimate purpose voted by the Board of Directors consistent with existing conditions and accumulated funds.

(1965 Proceedings, Pg. 11.)

By action of the Executive Committee of S.I.T. (minutes Meeting No.4 - January 1965) and with the consent and approval of Dr. and Mrs. Meade, the award is to be known as the George and Eleanore Meade Award, and is to be given for the best paper presented at each Technical Meeting of S.I.T. It will consist of a cash honorarium in the amount of \$200 per author, the total not to exceed \$600, and the presentation of the George and Eleanore Meade Award Plaque, suitably inscribed with the names of the recipient.

The selection of the Award Winner will be made by a Meade Award Committee, taking into consideration the substance of the paper, the manner of presentation, and the audience response. However, the Committee will not be governed exclusively by these factors.

The Award Plaque is to be presented to the Award Winner(s) by the Chairman of the Meade Award Committee at the Technical Meeting Awards Banquet.

Suitable record of the granting of the Award will be included in the Proceedings of The Technical Meeting.

Section 3

JOE HARRISON, SR. MEMORIAL SCHOLARSHIP: S.I.T. may, in support of its desire to foster the spread of sugar technology in developing nations, annually award a scholarship to be known as the Joe Harrison, Sr. Memorial Scholarship. Eligibility for the scholarship will be limited to students from cane sugar refineries located in developing nations, as listed by the World Bank, attending the Cane Sugar Refiners' institute course at Nichols State University.

The scholarship will be awarded based upon the eligible student with the highest academic class standing as determined by the Director of the Cane Sugar Refiners' Institute.

The scholarship will be for the amount of tuition to attend the Cane Sugar Refiners' Institute two week course and may be awarded to the winning students sponsoring company to be used to assist another student to attend the Cane Sugar Refiners' Institute the next or a future year.

The winning student will be named at the Awards Banquet held upon the conclusion of the two week course.

Section 4

FRANK CHAPMAN MEMORIAL AWARD: S. I. T. may present at each Technical Meeting of S.I.T. an award for the best poster presentation to be known as the Frank Chapman Memorial Award.

The selection of the award winner will be made by the Meade Award Committee taking into account the interest and value for the sugar industry, the quality and the global eye catching aspect of the poster.

The winner or winners, will be presented with a suitable plaque by S.I.T. 2nd Vice-President on the occasion of the next technical meeting.

Article XII PERMANENT COMMITTEES

Section 1

COMMITTEE LISTING: There shall be the following permanent committees and such others as are established from time to time by the Executive Committee:

- a) Technical Meeting Program - The Immediate Past President is Chairman
- b) Meade Award - The First Vice-President is Chairman
- c) Chapman Memorial Award - The First Vice-President is Chairman
- d) Symposium - The Second Vice-President is Chairman
- e) Crystal Award – The previous award recipient is Chairman
- f) Finance - The Vice-President Finance is Chairman
- g) Bylaws – A non-officer member of the Executive Committee is Chairman
- h) Membership - A non-officer member of the Executive Committee is Chairman
- i) Nominating - A non-officer member of the Executive Committee is Chairman
- j) Publications – The Executive Director will be the Chairman
- k) Local Arrangements including Spousal / Guest Programs - Host representatives for each year's Technical Meeting

The primary responsibility for committee activity is shown following the committee name above. Unless otherwise stipulated in these Bylaws or in separate Policy Statements, the committees may have co-chairmen and may have one or more members as decided by the President.

Section 2

CHAIRMEN AND COMMITTEE MEMBERS: Except as otherwise provided in these Bylaws or by Policy Statements the President shall appoint within one month of assuming office, the Chairmen of the Permanent Committees.

The various Chairmen shall select their committee members from the membership subject to the approval of the President and the restrictions of these Bylaws and Policy Statements.

Article XIII POLICY STATEMENTS

The Executive Committee shall, from time to time, cause to be prepared and shall adopt various Policy Statements to facilitate the orderly operation of the Corporation.

These Policy Statements, after adoption, shall be published and sent to all Directors, Officers and individual members who request a copy.

These Policy Statements may be altered, amended, changed, added to or repealed, in whole or in part, at any time by the Executive Committee.

All such changes or amended Policy Statements shall be published and circulated as set forth in this Article.

Upon approval by the Executive Committee they may be included, from time to time, in the Proceedings of the Technical Meeting.

Article XIV DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation the assets remaining after payment and discharge of all debts shall be distributed to a non-profit association or corporation engaged in cane sugar refining research or such other non-profit association as the Board of Directors may decide at the time of dissolution.

Article XV INDEMNIFICATION OF DIRECTORS AND OFFICERS

In order to induce Officers and Directors of the Corporation to continue to serve as such and to induce others to serve as Officers and/or Directors and in consideration of such services, the Corporation shall indemnify and hold harmless each Director, now or hereafter serving the Corporation, from and against any and all claims and liabilities to which he may be or become subject to by reason of his now or hereafter being or having heretofore been a Director and/or Officer of the Corporation and/or by reason of his alleged acts or omissions as a Director and/or Officer as aforesaid, and shall reimburse each Director and each Officer of the Corporation for all legal and other expenses reasonably incurred by him in connection with defending against any such claims of liabilities; provided, however, that no Director or Officer shall be indemnified against, or be reimbursed for any expenses incurred in defending against, any claim or liability in relation to matters as to which he shall be adjudged to have been negligent or guilty of misconduct in the performance of his duty as Officer or Director. The foregoing rights of Directors and Officers shall not be exclusive of other rights to which they may be lawfully entitled.

Article XVI ANNUAL TECHNICAL MEETING

Section 1

TIMING AND PRESENTATIONS: The Corporation shall hold a Technical Meeting at the time of the Annual General Meeting of the Corporation or at such time as determined by the Directors for the purpose of having technical papers presented on cane sugar refining and related subjects.

The subject of all papers shall be reviewed by the Program Chairman and accepted by him as suitable for presentation.

All papers presented at the Technical Session shall be published by the Corporation in the Proceedings of the Technical Meeting, copies of which shall be sent to all members and such other organizations as approved by the Executive Committee.

Copies shall be made available for sale to the general public at a price to adequately cover all costs.

The Proceedings will be copyrighted.

Section 2

LOCATION: The Technical and Annual General Meetings will be held in such cities as are approved by the Board of Directors.

Article XVII MISCELLANEOUS

Section 1

SIGNATURE ON FINANCIAL MATTERS: All checks, drafts and promissory notes or acceptances for the payment of money shall be signed in such a manner as shall be provided from time to time by the Executive Committee.

Section 2

CORPORATE SEAL: The Seal of the Corporation shall be in such form as may be determined by the Board of Directors, which shall have the power to alter the same at its pleasure.

Section 3

FISCAL YEAR: The Fiscal year shall commence on the first day of July in each calendar year and shall end on the 30th day of June next following.

**AMENDED BYLAWS OF
SUGAR INDUSTRY TECHNOLOGISTS INC.**

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