U.S. MEAT EXPORT FEDERATION
BYLAWS
AS AMENDED MAY 23, 2014

ARTICLE I: CORPORATE NAME

The name of this corporation shall be the "United States Meat Export Federation, Inc." and may be referred to as the "USMEF."

ARTICLE II: PURPOSE

The purpose of the USMEF is to increase the value and profitability of the U.S. beef, pork and lamb industries by enhancing demand for their products in targeted export markets through a dynamic partnership of all stakeholders.

ARTICLE III: OFFICES

The principal office of the USMEF shall be located in Denver, Colorado. It may have such other offices at such other places as the Board of Directors of the USMEF may from time to time determine.

ARTICLE IV: MEMBERSHIP

Section 1. Sectors of Membership

1. There shall be nine sectors of USMEF membership. A Member of the USMEF may be any individual, firm or association representing the following sectors:

a. Beef/Veal Producing and Feeding;

b. Pork Producing and Feeding;

c. Lamb Producing and Feeding;

d. Packing and Processing;

e. Purveying and Trading (including Jobbing, Retailing and Wholesaling);

f. Oilseeds Producing;

g. Feedgrains Producing;

h. Farm Organizations; and

i. Supply and Service Organizations/Agribusiness

2. The Board of Directors may create additional sectors of USMEF Membership as deemed necessary.

3. State checkoff associations and/or councils representing Beef, Veal and/or Dairy Producing and/or Beef, Veal and/or Dairy Feeding interests shall have their USMEF membership status defined in the USMEF Investment Schedule.

Section 2. Investment Schedule

The Board of Directors shall have the power to determine the annual Investment Schedule.

Section 3. Voting Rights

1. All Members of the Board of Directors, the Executive Committee and their committees or subcommittees are entitled to participate in or vote on any matter as permitted under these Bylaws except as restricted or prohibited by statute, regulation, order, or other applicable law.

2. The voting rights of Members shall be based on and be fixed by the amount of the financial contribution that each Member makes in the form of funds as specified in the Investment Schedule by the Board of Directors. In no case shall any single Member have more than 49 (forty-nine) percent of the overall vote in the USMEF.

Section 4. Admissions

Application for membership in the USMEF may be made, in such manner as the Board of Directors may from time to time determine, by any interested applicant. For acceptance, all applications for membership must be approved by two-thirds of the Executive Committee.

Section 5. Transfer

Membership in the USMEF shall not be transferable or assignable without the approval and consent of the Executive Committee.

Section 6. Termination

Membership of any Member may be terminated by the Executive Committee in the event such Member fails to comply with the Bylaws or participates in any action adverse to the best interests of the USMEF. Before such termination, however, the Executive Committee shall give the Member an opportunity to be heard at a meeting of the Executive Committee.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers

1. The business and affairs of the USMEF shall be managed by its Board of Directors, which shall be responsible for all activities of the USMEF. The Board shall designate an Executive Committee to act for and on behalf of the Board between meetings of the Board and officers to act on behalf of the Executive Committee, as required.

2. The books, records, papers and electronic documents and communications of the Board of Directors and Executive Committee shall be confidential and proprietary to the USMEF and its Members and any committee of the Board of Directors or Executive Committee, and oral or written communications by and between Members of the Board of Directors and Executive Committee and their committees shall not be disclosed or disseminated except upon authority of the Board or the Executive Committee.

Section 2. Term of Office

The term of office of each Member of the Board of Directors shall be one year and shall begin immediately upon receipt of that Member's investment.

Section 3. Meetings of the Board

The annual business meeting of the Board of Directors shall be held within one hundred twenty (120) days after the close of the fiscal year. Special meetings may be called by or at the request of (a) the Chair, (b) a majority of Directors, or (c) by written request filed with the President/CEO of the USMEF by Members holding twenty percent (20%) or more of the voting rights of the USMEF.

Section 4. Notice of Meetings

A written or printed notice stating the place, date and hour of any meeting of the Board shall be given to each Director by mail or electronic means addressed to the Director at the address shown on the corporate records, such delivery or mailing to be completed not less than ten (10) or more than ninety (90) days prior to the date of the meeting. Such notice shall be given by the Chair of the Board or the President/CEO.

Section 5. Representation of Members at Meetings

Each Member shall file notice with the USMEF at the time any meeting is convened, stating the name of the Director(s) or his or her alternate(s) or proxy who will represent and vote on behalf of the Member at the meeting.

Section 6. Quorum

A quorum shall consist of one-half of all the votes, in person or by proxy, entitled to be cast by Members at any Board of Directors meeting.

Section 7. Compensation

Directors shall not receive any compensation for their services, but, with approval of the President/CEO or Executive Committee, may receive reimbursement for reasonable expenses resulting from the conduct of USMEF business.

Section 8. Voting

Each Member shall be entitled to cast as many votes as provided for in the Investment Schedule. Voting by alternate(s) or proxy will be permitted. A majority of the votes cast shall prevail; except passage of a proposed amendment to the Articles of Incorporation or Bylaws will require at least two-thirds of the votes cast.

Section 9. Voting by Mail/Electronic Means

Voting by mail ballot or other electronic means (e-mail, web site) will be permitted in lieu of a meeting, when approved by the Chair or a majority of the Executive Committee.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. General Powers

1. The Executive Committee may act for and on behalf of the Board of Directors between meetings of the Board.

2. The Executive Committee shall employ the President/CEO.

Section 2. Number, Qualifications, Selection, and Voting Rights

1. The Executive Committee shall be composed of the Chair, Chair-Elect, Vice Chair, Secretary/Treasurer, the Immediate Past-Chair**,** three (3) Members at-large, one (1) Member each appointed by the United Soybean Board, Cattlemen's Beef Board, National Pork Board, American Lamb Board, and Federation of State Beef Councils and one (1) Member elected by each of the following sectors:

Beef/Veal Producing and Feeding – Non-checkoff
Pork Producing and Feeding – Non-checkoff
Packing and Processing
Purveying and Trading
Oilseeds Producing
Feedgrains Producing
Farm Organizations
Supply and Service Organizations/Agribusiness

The officers of the USMEF will be elected from Members of the Board of Directors representing four (4) different sectors of the USMEF.

2. The Executive Committee may appoint a staff assistant secretary/treasurer to assist the Secretary/Treasurer with minutes and financial presentations.

3. Industry sector Members of the Executive Committee will be elected from within their membership sectors. The Members of the Executive Committee representing the Beef/Veal Producing and Feeding and Pork Producing and Feeding sectors will be elected by non-checkoff Members of these sectors. The three (3) at-large Members will be appointed by the Chair.

4. A Nominating Committee shall be appointed by the Chair, subject to approval of the Executive Committee, with the Immediate Past-Chair of the USMEF serving as committee Chair. At least one each of the members of the Nominating Committee will be from the Beef/Veal Producing and Feeding sector, the Pork Producing and Feeding sector, and the Feedgrains Producing sector. The purpose of this Nominating Committee shall be to nominate the candidates for (a) officers and (b) sector representatives to the Executive Committee.

5. The Chair may appoint a replacement(s) to fill mid-term vacancies on the Executive Committee and such replacement(s) shall remain for the duration of the operating year. If the vacancy occurs in a sector position, that sector shall elect a replacement at the beginning of the following operating year for the remainder of the term.

6. The President/CEO shall be an ex officio member of the Executive Committee without the right to vote.

7. The Chair shall appoint from the Members of the Board of Directors, subject to approval of the Executive Committee, such committees as the Board of Directors may deem necessary for the prompt and efficient conduct of the business of the USMEF and Board of Directors. In addition to the Nominating Committee, these committees shall include the Resolutions Committee and Audit/Budget Committee. The Executive Committee shall be authorized to dissolve the Nominating Committee, Resolutions Committee and/or Audit/Budget Committee only upon authority granted by the Board of Directors or the Bylaws.

8. No committee of the Executive Committee nor any Member of a committee shall have authority to bind the USMEF except as authorized by the Board of Directors or the Bylaws.

Section 3. Terms of Office

1. Officers: The term of office for the Chair, Chair-Elect, Vice Chair and Secretary/Treasurer shall be one year. Any of these officers may be re-elected for a second term, but an officer shall not serve more than two consecutive years in the same office.

2. The term of office for each Executive Committee Member representing a checkoff Board shall be one year. No Executive Committee Member who represents a checkoff Board shall serve more than three successive one-year terms.

3. Sector representative on the Executive Committee: The term of office for a sector representative shall be three years, in addition to partial terms filled as a result of mid-term vacancies, with the establishment of a rotating system to provide continuity.

4. At-large Members of the Executive Committee: At-large Members shall be appointed to a one-year term and may be re-appointed for up to two additional successive one-year terms but may not serve more than three successive terms in that position.

5. Sector representatives may not succeed themselves on the Executive Committee without at least one year of absence from the Executive Committee, unless appointed as an at-large Member immediately following service as a sector representative or approval by two-thirds of the Executive Committee for an extended term.

Section 4. Meetings of the Executive Committee

The Executive Committee shall meet upon the call of the Chair or a majority of the Members of the Committee.

Section 5. Notice of Meetings

Written notice of all meetings of the Executive Committee — stating the place, date, hour and purpose of such meeting — shall be delivered personally or sent by mail or electronic means by the President/CEO or designee to each Member of the Committee.

ARTICLE VII: OFFICERS

Section 1. General Powers

1. The Officers may act for and on behalf of the Executive Committee between meetings of the Board.

2. The Officers shall determine remuneration of the President/CEO.

3. The Officers shall act as directed by the Executive Committee and the Board and in the interests of the USMEF. The Officers shall have a duty of loyalty to the USMEF.

Section 2. Designation of Officers

The officers of the USMEF shall be Chair, Chair-Elect, Vice Chair, Secretary/Treasurer and President/CEO. The President/CEO shall serve as an ex officio officer without the right to vote. Except for the President/CEO, all officers of the USMEF shall be Members of the Board of Directors, which shall have the power to create such additional officers as may be deemed necessary or appropriate.

Section 3. Election and Term of Office

1. The Nominating Committee shall nominate the sector representatives as well as the officer candidates.

2. All elected officers shall be elected by the Board of Directors for a term of one year. The President/CEO may be employed for a term of more than one year.

Section 4. Removal

Any officer of the USMEF may resign at any time or may be removed by a vote of a majority of the Executive Committee whenever in their judgment the best interests of the USMEF will be served thereby.

Section 5. Vacancies

If for any reason an office is vacated, the officer next in rank shall assume the duty and title of the vacated office until a successor takes office. Any unfilled office may be left vacant until the next annual meeting of the Board, or may be filled for the unexpired term by a majority vote of the Board of Directors.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. Chair

1. The Chair shall preside at meetings of the Board of Directors and Executive Committee and shall communicate policy decisions of the Board and Executive Committee officers to the President/CEO. The Chair will also be responsible to the Board and Executive Committee for the execution of those policies by the President/CEO.

2. The Chair shall appoint all committees and shall be an ex officio Member of all committees, except the Nominating Committee, with the right to vote.

3. The Chair, officers and Immediate Past Chair shall conduct or cause to be conducted an annual review of the President/CEO.

4. The Chair or such officer(s) as the Chair may designate shall conduct or cause to be conducted a review of the procedures of the Board of Directors and Executive Committee of the USMEF as may be necessary to ensure compliance with these Bylaws of the USMEF.

Section 2. Chair-Elect

The Chair-Elect shall automatically become Chair upon completion of the Chair's term. If for any reason the Chair-Elect cannot serve as Chair, the Board of Directors shall elect a Chair at the next annual meeting who shall preside at any meeting in the absence of the Chair.

Section 3. Vice Chair

The Vice Chair shall preside at any meeting in the absence of the Chair and Chair-Elect.

Section 4. President/CEO

The President/CEO shall be the chief executive officer of the USMEF and shall be responsible to the Board of Directors and Executive Committee for implementing its policies. The President/CEO shall employ, train, evaluate and discharge staff employees of the USMEF and supervise and direct their activities both in the United States and internationally. The

President/CEO shall serve as an ex officio Member of all standing committees of the USMEF, and shall make a full report of the affairs and activities of the USMEF at its annual meeting and such interim reports as may be requested by the Board.

Section 5. Secretary/Treasurer

The Secretary/Treasurer shall supervise and keep or cause to be kept (a) the minutes of all meetings of the Board of Directors and the Executive Committee and (b) the USMEF books of account. The President/CEO, with approval of the Executive Committee, may appoint a staff member(s) to assist in these responsibilities.

ARTICLE IX: CONTRACT AND LOANS

Section 1. Contracts

The Board of Directors may authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the USMEF. Such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the USMEF and no evidences 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.

ARTICLE X: INDEMNIFICATION

Each officer, director, their heirs, executors, administrators and personal representatives shall be indemnified by the USMEF against all expenses reasonably incurred by them in connection with any action or suit to which they may be a party by reason of their being or having been an officer or director, except in connection with any such action, suit or proceeding in which they shall be adjudged guilty of willful misconduct or shall be found to have been derelict in the performance of their duty as such officer or director.

ARTICLE XI: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds vote of those voting Directors, provided that written notice has been mailed at least forty-five (45) days prior to such action.