

BYLAWS OF THE AGENTS ASSOCIATION

ARTICLE I: NAME

The organization shall be known hereafter as The Agents Association (TAA).

ARTICLE II: PURPOSE

The corporation is organized not for profit and the objects and purposes to be transacted and carried on are:

- A. To aggressively support a high level of agent opportunity as a professional career.
- B. The encouragement of a high level of competence among its members.
- C. To act in an advisory capacity to management when requested in order to assure an interchange of ideas and information that will result in better service to its Farm Bureau members and clients.
- D. Give recognition to agents for their dedication to Farm Bureau Financial Services.

ARTICLE III: MEMBERSHIP

- A. All full time agents of Farm Bureau Financial Services producing insurance within the marketing area of Farm Bureau Mutual Insurance Company are eligible for membership. Crop only Agents, Life Specialist Agents, and Agents outside the mutual company marketing area may submit their application to become Associate Members to The Agents Association Board for review to determine approval for membership. Associate members would not be eligible to vote or be elected as directors at any level, but would be eligible for all other membership benefits. Associate members with prior Farm Bureau Mutual multiline experience may be approved for full membership by the Regional Board of Directors. The board may establish other membership categories as deemed appropriate.
- B. A petition for the Charter of a State Chapter of TAA will be certified by the TAA Board upon such time and as long as each individual State has paid members numbering the lesser of 25 or 50% of the number of agents in that State.
- C. Annual renewal of chapters is to be certified by the regional board to ensure chapter compliance with membership objectives and purposes of The Agents Association.
- D. Bylaws of each chapter shall be filed and approved by the regional board.
- E. All communications, verbal or written, representing or speaking for The Agents Association as a whole must be sent by the regional board.
- F. The board of directors, by affirmative vote of two-thirds of the members of the board may suspend or expel a member of any class or state chapter for any good cause, providing notice of such proposed action shall have been duly given in the notice of the meeting and provided the member/chapter has been informed in writing of the charges at least 10 days before such meeting. The member/chapter shall be given the opportunity to be heard at such meeting.
- G. Any member or chapter who withdraws or is expelled from this corporation may be reinstated to membership by action of the board or executive committee.

ARTICLE IV: OFFICERS

- A. The officers of the association shall be President, Vice President, Secretary, and Treasurer and shall be elected by the membership at the annual meeting.
- B. The executive board shall consist of the officers and the immediate past President.
- C. The term of the elected officers shall be for one (1) year and no officer shall succeed themselves more than one (1) year.
- D. There shall be no more than three members of the executive board from any one State Chapter upon the first election following the charter of the fourth or more State chapters into TAA.
- E. Each Chapter will elect officers during the last quarter of the calendar year and a list of those officer's names provided to TAA within 30 days of election. The officers shall be, President, Vice President, Secretary, and Treasurer. Chapter officers shall take office with effective dates and term length of office as outlined by that Chapter's bylaws.

ARTICLE V: DUTIES OF OFFICERS

- A. President.. The president shall be the executive officer of this association, and shall preside over all meetings of the board of directors and general membership. The President shall be an ex-officio member of all committees. The President shall perform such other duties as usually pertain to the office of the president. The immediate past president is to be an ex-officio member of the executive board.
- B. Vice president.. The vice president shall perform such duties as may be assigned by the president, or the board of directors. In the absence of the president, Shall preside at the meetings of the association.
- C. Treasurer.. Shall work with the Management Company in managing all Deposits of Funds in Accounts as designated by the current Board of Directors, Paying all Bills approved by the Board, and in providing a written report at all regular meetings covering all receipts and disbursements.
- D. Secretary.. Shall work with the Management Company in order to report in writing to all board members the minutes of all meetings of the general membership and the board, and maintain records of correspondence as well as assist the President in any communications that the President deems necessary.

ARTICLE VI: EXECUTIVE COMMITTEE

- A. Prior to the end of the calendar year, the Board of Directors shall meet and, as its first business, choose four (4) Directors who will become the President, Vice-President, Treasurer and Secretary. These four (4) Directors will constitute the Executive Committee for the following year. Each state will be responsible for filling the Director positions vacated by new Executive Committee Members.
- B. The President shall be chairman of the Executive Committee.
- C. Four (4) members of the Executive Committee, meeting in person or voting by mail, shall constitute a quorum.
- D. The Executive Committee shall have general charge of the affairs of this corporation, acting in the name of the Board when the Board is not in session, except where action is reserved to the Board only.

- E. The Executive Committee may, upon request of its Chairman, vote upon any proposal by mail, a majority vote to decide any such question so submitted.
- F. The Executive Committee shall meet on the call of the Chairman of the Corporation.
- G. The Executive Committee shall record its action and report same to the Board of Directors.

ARTICLE VII: DIRECTORS

- A. The board of directors shall consist of the executive board and agents elected from each of the State Chapters according to the following scale: 25-100 members – two directors, 101-200 members – three directors, and 201 or more members – 4 directors.
- B. Election of officers:
 - 1. A nomination committee will present a slate of officers to the general membership prior to the annual meeting.
 - 2. Nominations may be accepted from the floor.
 - 3. Election of officers may be by ballot if requested.
 - 4. A majority vote is required to elect an officer.
- C. Directors shall serve as a representative of their State Chapter, for a term of 2 years. It is the responsibility of the director to brief their State Chapter on all association matters. Directors may serve a maximum of 3 consecutive terms. Directors serving as officers may exceed the term limit to complete their term as officer.
- D. Duties: the board of directors shall have full administrative authority in all matters of this association, subject to such general policies and instructions as may be given to them by the general membership.
- E. Vacancies:

Executive board: The board of directors shall appoint a successor to serve the remaining term of said office.

Directors: the State Chapter with the vacancy shall select a replacement director.
- F. Meetings: the board of directors shall meet at least two (2) times each year, and shall be subject to call by the President of the association, or upon written request signed by any four (4) members of the board of directors.
- G. A substitute director may attend the Board of Directors meeting in the absence of the elected director.
- H. Board meetings may be held via conference call or other electronic means.

ARTICLE VIII: INDEMNIFICATIONS OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

- A. Each director and officer, or former director or officer, of this corporation, and his/her legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being or having been, such director or officer; provided, that in no case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action,

suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by the Executive Committee. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or Executive Committee may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or Executive Committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such directors or officer may be lawfully entitled.

ARTICLE IX: COMMITTEES

- A. The President, with the approval of the board of directors, shall appoint committees from the membership at large, at such time as the President and the Executive Board determine a need for such committees. The President shall delegate to each committee its duties, and at such time as those duties are completed, the committee shall be terminated.
- B. The Strategic Initiatives Formation & Research Committee shall be a Standing Committee, including but not limited to, Past Regional Board Presidents, and the members of this committee must be in good standing of The Agents Association, as defined in Article III.
 - 1. The purpose of this committee is to surface and address strategic initiatives that will benefit the Agents, the Farm Bureau companies, and Farm Bureau Members.
 - 2. The Chairman and Co-Chairman of this committee are to be elected from within the committee, Annually.
 - 3. It is here by noted that this committee does not have the authority to speak for, or in place of, the Regional Board, nor is that the intent of this committee. Rather this committee, like all committees, will report back to the Regional Board on all matters.

ARTICLE X: DUES

- A. Annual membership dues shall be determined by the Board of Directors and approved by the general membership at the annual meeting. New, full time, agents joining the agency force will be considered members of the agents association effective upon completion of appropriate membership application and payment in full for first years' dues *on the following prorated scale: Annual dues for the Regional + State Association divided by 12 months and that total multiplied by the remaining months in the calendar year, including the month the new member joins the association.*
- B. Each member shall have their dues for the calendar year be paid out of their January commission check. If the member refuses to have their dues paid from their January commission check then that member is responsible for making proper and timely arrangements for the payment of their dues.
- C. Dues will be considered delinquent after March 31st.
- D. The Association staff shall send a written dues notice by regular mail to all of the existing members reminding them of the upcoming dues renewal on or before December 1st. On or before February 15th, the association shall email all members who have not paid their dues and notify them that their insurance will be cancelled on April 1st unless payment is received by March 31st. On or before March 1st, the association staff shall send a return receipt letter to the non-paying member notifying them that unless the member pays the dues the membership and insurance will terminate on April 1st.
- E. Any member agent delinquent in paying their dues to this agents association, *at the Regional or State Chapter level*, shall lose their group benefits effective April 1st of the current year.

- F. Each state chapter may assess additional chapter dues to its members as directed by that chapter's board of directors.

ARTICLE XII: RULES OF ORDER

- A. Robert's rules of order revised shall govern this association in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or special rules of order adopted by this association.
- B. All resolutions and other business must first be submitted to the board of directors for action.

ARTICLE XIII: GENERAL MEMBERSHIP MEETINGS

- A. The annual meeting shall be held at a time and place determined by the board of directors. Directors are to be elected by their State Chapter prior to the annual meeting.
- B. Special meetings- Special meetings of the general membership may be called by the Board of Directors, and shall be called by the President upon written request filed by four (4) or more State Chapters of the association. Notice of any special meetings must be filed with each member at least fifteen (15) days before the date of such meeting. Such meeting, shall be called by the President, for a date not more than sixty (60) days after receipt by the President of the required number of notices from the local regions.
- C. Quorum- The members present at any meeting of the general membership shall constitute a quorum necessary for the transaction of business.
- D. Notification of meetings-U.S. mail or electronic mail will serve as official notification to the membership.
- E. Chapter Delegates-
 - 1. Each Chapter shall appoint up to two Voting Delegates to the general membership meetings.
 - 2. States that have not been certified as a Chapter by the TAA Board of Directors shall be members-at-large and shall appoint up to the following number of Voting Delegates to the general membership meeting from each State: One delegate if it has 10 to 24 TAA members; Two delegates if it has 25 or more TAA members.
 - 3. Each voting delegate shall RSVP their attendance to the TAA at least 10 business days prior to the general membership in order to have voting privileges at the meeting.
 - 4. Should voting delegates not be able to attend a meeting in person, proxy delegates may be appointed to attend. If at least two weeks notice is given, voting may also be completed by mail or electronic mail.
 - 5. It should be noted that all TAA members not appointed as delegates or serving as officers, are encouraged and welcome to attend TAA general membership meetings as non-voting members.

ARTICLE XIV: REVISION OF BY-LAWS

- A. The by-laws may be revised at any general membership meeting. The by-laws may be revised by a two-thirds (2/3) majority of the Board of Directors and approved by a (2/3) majority of the voting delegates present at such meeting. The general membership shall be notified at least ten (10) days prior to such meeting date. U.S. mail or electronic mail is an acceptable means of notification.
- B. The association Secretary shall mail to each agent a copy of the association by-laws, and copy of any amended or updated by-laws U.S. or electronic mail is acceptable.

ARTICLE XV: DISSOLUTION

- A. In the event of dissolution of this corporation, all of the assets of this corporation at the time of such dissolution remaining after payment of debts of this corporation shall be divided up proportionately among participating state's Farm Bureau foundations according to the number of members in each state at the time of dissolution designated by a resolution duly adopted by a majority vote of the membership present at a meeting called for that purpose prior to dissolution, subject to the condition that such remaining assets shall be used by such foundations for the purpose of providing scholarships and for no other purpose whatsoever, and no part of such remaining assets of this corporation shall inure to the benefit of any private shareholder, individual or to the benefit of any member, director or officer of this corporation.

Elaine C. Wood
Signature of Secretary

10/3/12
Date Adopted