

**BYLAWS OF
THE AGENTS ASSOCIATION
SOUTH DAKOTA CHAPTER**

ARTICLE I: NAME

The organization shall be known hereafter as The Agents Association – South Dakota Chapter.

ARTICLE II: PURPOSE

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

- A. To promote and further a good working relationship between the members of this organization and Farm Bureau Financial Services and its affiliated companies.
- B. 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.
- C. The encouragement of high level of competence among its members.
- D. To aggressively support a high level of agent opportunity as a professional career.
- E. 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 state of South Dakota are eligible for membership.

ARTICLE IV: OFFICERS

- A. The officers of the association shall be, President, Vice President and Secretary/Treasurer, and shall be elected by the membership at the **Fall Agent Retreat 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 a term of **one (1) year**, with the question of officers being brought up every year before the membership in the event that any officer resigns or is unable to serve his/her term. If an officer is unable to serve his/her term a letter of resignation shall be sent to the President. Vacancies will be filled according to Article V, of the By-Laws.
- D. There shall be no more that one member of the executive board from any one district, except for the 1st year while the Chapter organizes.

ARTICLE V: DIRECTORS

- A. The board of directors shall consist of the executive board and the elected District Representatives. **There shall be two District Representatives from each Agency.**
- B. Directors shall serve as a representative of their district for a term of 2 years. It is the responsibility of the director to brief their district on all association matters.
- C. 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.
- D. Vacancies:
 - a. Executive Board: The board of directors shall appoint a successor to serve the remaining term of said office.

- b. Directors: The district with the vacancy shall elect a replacement director.
- E. Meetings: the board of directors shall meet at least three (3) 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.
- F. A substitute director may attend the board of Directors meeting in the absence of the elected director.

ARTICLE VI: 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 reasonable incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determines 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 Independent legal counsel selected by such Board of Directors or Executive Committee. The right to Indemnification herein provided shall not be exclusive of any of the rights to which such directors or officer may be lawfully entitled.

ARTICLE VII: COMMITTEES

- A. There shall be no standing committees of this organization. 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.

ARTICLE VII: 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 year's dues on the following prorated scale: Annual dues for 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. Dues will be considered delinquent after Jan. 1st.

- C. Any district with more than 30% of its member's delinquent in paying their dues to the agents association shall lose their direct voting privileges until over 70% of its members dues are paid.
- D. Any member agent delinquent in paying their dues to this agents association shall lose their group benefits effective March 1st of the current year upon vote of the board of directors.

ARTICLE IX: 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. Secretary/Treasurer. The secretary/treasurer shall report in writing to all board members the minutes of all meetings of the general membership and the board. Shall maintain records of correspondence and assist the President in any communications that the President deems necessary. Shall deposit all funds in accounts as designated by the current board of directors; pay all bills approved by the board. Provide a written report at the three regular meetings covering all receipts and disbursements.

ARTICLE X: 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 XI: GENERAL MEMBERSHIP MEETINGS

- A. The annual meeting shall be held in the same week and the same city if possible, as the **Fall Agent Retreat Meeting. Election of Officers shall take place at this meeting. The executive officers and District Representatives, if an election year, shall take office Jan. 1st following this meeting.**
 - a. A nomination committee will present a slate of officers to the general membership prior to the annual meeting.
 - b. Nominations may be accepted from the floor.
 - c. Election of officers may be by ballot if requested.
 - d. A majority vote is required to elect an officer.
- B. A general membership meeting is to be held in conjunction with the company's state **Annual Awards Meeting.**
- C. The other general membership meeting is to be held in conjunction with the midyear board of directors meeting.
- D. 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 Districts 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 Districts.

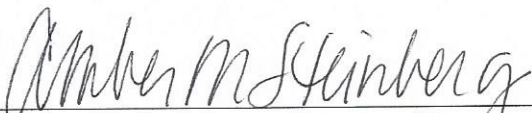
- E. Quorum: The members present at any meeting of the general membership shall constitute a quorum necessary for the transaction of business.
- F. Notification of meetings: U.S. mail or electronic mail will serve as official notification to the membership.

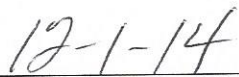
ARTICLE XII: REVISION OF BY-LAWS

- A. The by-laws may be revised at any general membership meeting. The by-laws may be revised by two-thirds (2/3) majority of the Board of directors and approved by two-thirds (2/3) majority of the general membership 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 in an acceptable means of notification.
- B. The association Secretary/Treasurer 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 XIII: 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 district's Farm Bureau foundations according to the number of members in each district 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 and not part of 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.


Amber M. Steinberg – Secretary/Treasurer


Date