

BY-LAWS OF  
THE FRANKLIN COUNTY FARM BUREAU ASSOCIATION

\*\*\*\*\*

ARTICLE I

Name and Location

Section 1. The name of this association shall be the FRANKLIN COUNTY FARM BUREAU ASSOCIATION and its headquarters shall be in County of Franklin, State of Kansas.

ARTICLE II

Objects and Purposes

It shall be the general object and purpose of this association.

Section 1. To promote the development of the most profitable and permanent system of agriculture; the most wholesome and satisfactory living conditions; the highest ideals in home and community life and a general interest in the business of farming and in rural life; and to encourage active citizenship responsibility in local, state, national and international affairs.

Section 2. To affiliate with or become a member of the Kansas Farm Bureau, Inc., and the American Farm Bureau Federation: Subscribe to, become a member of, sponsor or cooperate with any other association, educational institution, or any department, bureau, board, division, or agency of the United States government, or state government, or any agency or a political subdivision thereof, whose objects are all together, or in part, similar to those of this association.

Section 3. To conduct research and inquiry into the fields of agriculture, industry, commerce, marketing and transportation, and into economic conditions; to disseminate information in respect thereto; to make public from time to time the results of its investigations and to provide for the publication of its reports.

Section 4. To study proposed and pending matters of Federal and State legislation and particularly affecting agriculture and the marketing of agricultural products. And in addition to all of the foregoing to do any or all of the things and exercise all of the privileges and powers mentioned in the Articles of Incorporation.

### ARTICLE III

#### Membership

Section 1. Qualifications –Voting Members: A member who has an agricultural interest with income earned through production agriculture shall be deemed “voting”. Any such person or family may make application to become a member of this association and if accepted shall, upon the payment of the membership dues, hereinafter specified, be entitled to the rights and privileges of membership. Voting membership shall be either on an individual basis or on a family basis. Both husband and wife shall have voting privileges, but each shall cast his or her vote individually. The term “family” as used herein shall mean husband and wife, or either of them, and their minor children residing in their household. A family shall be considered as one member. Minor children shall not have the right to hold office or vote unless they individually are voting members and pay dues as such.

Section 2. Non-Voting Associates: Cooperative associations which are organized under Articles 15 and 16 of Chapter 17 G.S. 1949 and bonafide employees thereof or corporations or associations which are subsidiaries of or affiliated with this association and bonafide employees thereof and other persons interested in the particular business and objects of this association and desiring to aid in the furtherance of such business or objects, but not qualified for voting membership, shall upon payment of the annual dues provided in Article IV of these by-laws be eligible for membership as non-voting associates. Such non-voting associates shall not be qualified to vote or to hold elective office.

Section 3. Transfer of Membership: ~~Each member shall be entitled to a membership card signed by the Secretary of this association.~~ Membership shall not be transferable by assignment or sale or by transfer to heirs or assigns.

Formatted: Strikethrough

Section 4. The Board of Directors of this association may reject any application for membership or may cancel any such membership, provided that two-thirds of the elected members of the Board of Directors shall vote in favor of the rejection of such application or cancellation of such membership.

### ARTICLE IV

#### Dues

Section 1. The annual dues for voting membership in this association for either family or single individual, as well as for non-voting associates, shall be \$56.00 (2018) payable in advance. Out of the aforesaid membership dues there shall be paid to the Kansas Farm Bureau, Inc. the annual dues fixed by its voting delegates for each paid-up membership of this association. Any increase or decrease in members' dues approved by Kansas Farm Bureau will be automatically added to/removed from the Franklin County Farm Bureau Association dues. Dues are non-refundable.

ARTICLE V

Meeting of Members

Section 1. The annual meeting of the members shall be between 30 days after the end of the fiscal year and 20 days before the State Annual Meeting, the date and place to be selected by the Board of Directors. The Board of Directors shall have the right to call a special meeting of the members at any time and ten percent of the members may file a petition stating the specific business to be brought before the association and demand a special meeting at any time and upon the filing of such petition the Board of Directors shall call such special meeting.

Electronic Meetings. The Board of Directors may, in its sole discretion, determine that the annual meeting of the members shall be held partially or solely by electronic means; provided, however, that on such conference telephone or video call, all voting members participating in the meeting can hear each other and communicate simultaneously. Participation in a meeting held by electronic means shall constitute presence of the voting members at the meeting.

Formatted: Indent: First line: 0.5"

Section 2. Notice: Notice of all meetings, together with a statement of the purpose thereof, shall be ~~mailed~~ **delivered by electronic or regular mail,** to each member at least ten days prior to the meeting, provided, however, that such notice may be given by publication in a newspaper of general circulation published at the principal place of business of the association.

Deleted:

Formatted: Strikethrough

Section 3. Quorum: Those present holding voting membership in this association shall constitute a quorum at all regular and special meetings.

Section 4. No person shall be allowed to vote by proxy or by mail.

## ARTICLE VI

### The Board of Directors

Section 1. Number and Authority: The business and property of this association shall be managed and controlled by a Board of Directors consisting of 8 active at large directors and 2 directors at large who shall serve as chairman of the county Farm Bureau Women and the appointed chairman of the Young Farmers and Ranchers. Each director shall be elected for a two year term with a maximum of four consecutive terms.

Section 2. In addition to the foregoing number of directors there shall be elected by the members at the Annual Meeting a director-at-large who shall be a woman holding voting membership in this association. The election of such women as director-at-large shall likewise constitute her election as Chairman of the County Farm Bureau Women. She shall serve as such director-at-large and Chairman of the County Farm Bureau Women for a term of one year and may succeed herself more than once.

Section 3. Qualifications: The members of the Board of Directors must be voting members of this association with voting privileges and in good standing. No director or officer &/or immediate family may be a regularly paid or salaried employee of this association; other than its Secretary-Treasurer, or a paid or salaried employee or agent in regular and continuing employment of or working on a commission basis for an associated or subsidiary company of the association or the Kansas Farm Bureau, Inc., or the Farm Bureau Mutual Insurance Company, Inc., or the Kansas Farm Life Insurance, Inc. When a member of the Board of Directors shall cease to be eligible for such office a vacancy shall immediately occur. No salaried employee &/or agency personnel &/or their immediate families shall be eligible to participate in any membership contest sponsored by the state or county Farm Bureau unless approved by the Board of Directors.

Section 4. Manner and Time of Election County Leaders and of Directors: All 8 Directors elected shall be at large. The directors of the association shall be elected by the members at the annual meeting as many persons as they shall be entitled to represent the County Farm Bureau board. The Board of Directors shall each year appoint a nominating

committee to nominate at large directors of the County Farm Bureau as many persons as they shall be entitled to have represented the County Farm Bureau board. The names of the persons thus nominated shall be voted upon by the members of the association at the annual meeting for the election of directors along with the names of such other persons as may be nominated at the annual meeting and from all of the persons thus nominated the members shall elect such number of directors as shall have been apportioned to the board.

Section 5. The election of a county women’s committee: to be elected in the same manner that the county board is now elected.

Section 6. Eligibility of Officers and Board of Directors: A person holding a partisan elective or appointive or salaried office in the County, State or National Government shall be considered as having resigned from said position in this association and shall be automatically dropped from his position.

Section 7. Meetings: The Board of Directors shall meet as soon as practicable after the annual meeting of the County Farm Bureau Association for election of officers of the association and for the transaction of any other business. Such boards shall meet in regular session as often as may be necessary to conduct the business of this association. The regular meetings of such board shall be held on such dates and at such time and place as may be fixed by the Board of Directors. ▾

Electronic Meetings. Any meeting may be held partially or solely by electronic means; provided, however, that on such conference telephone or video call, all Board members participating in the meeting can hear each other and communicate simultaneously.

Special Meetings. Special meetings may be called by the President at any time and shall be called by the president upon request in writing signed by not less than one-third of the entire number of members of the Board of Directors. Notice of meeting shall be given in such manner as the board may from time to time determine. Attendance at any meeting shall constitute waiver of notice thereof.

Section 8: Quorum. A majority of the members of the Board of Directors, participating in person or via remote, electronic, or virtual means, shall constitute a quorum for the transaction of all business of this association. A minority of the members of the board present at any meeting may, in the absence of a quorum, adjourn to a later date.

Deleted: ¶

Deleted:

Commented [#CFB1]: Recommended addition

Commented [#CFB2]: Recommended Addition

Section 9. Failure to Attend Meetings: Failure on the part of a member of the Board of Directors to attend 30% of either regular or special meetings of the board may, at the discretion of the board, be determined sufficient cause to remove any such member from office and declare a vacancy, but such action shall be by vote of not less than two-thirds of the entire number of the duly elected members of the Board of Directors.

Section 10. Vacancy: In case of any vacancy in the Board of Directors or officers through death, resignation, disqualification or otherwise, the remaining members of the Board of Directors, though less than a quorum, may elect by majority vote a successor, having the qualifications herein prescribed for directors, to hold office for the unexpired portion of the term of office of the director or officer whose place shall be vacant.

Section 11. Duties of the Board of Directors:

- (a) The Board of Directors shall have all of the powers and duties customary to Boards of Directors of corporations, including the supervision and direction of the financial and business affairs of this association and the preparation of an annual budget for provision for adequate reserve to insure financial stability of the organization.
- (b) Recognizing that membership is fundamental to the success of this association, the board shall strive constantly to secure and maintain a membership which shall include all agricultural producers in the county.
- (c) They shall annually review the activities of the past year and outline a general program of the County Farm Bureau to be carried out during the ensuing year.

## ARTICLE VII

### Voting Delegates

Section 1. The voting members of this association shall, at the annual meeting, elect from the voting membership as many voting delegates as the association shall be entitled, by virtue of the by-laws, rules and regulations of the Kansas Farm Bureau, Inc., to have represent it at any annual or special meeting of the members of the Kansas Farm Bureau, Inc. (The voting members shall elect as one of the official voting delegates a woman who shall also serve as the County Farm Bureau Woman Chairman. She may be either one of the delegates allotted to this association by the Kansas Farm Bureau, Inc., based on total membership, or as an added delegate

depending upon the by-laws of said Kansas Farm Bureau, Inc.) The nominees receiving the highest number of votes for the remaining number of positions to be filled, together with the County Farm Bureau Woman Chairman, shall be considered the official delegates of this association in all official meetings of the Kansas Farm Bureau, Inc. The voting members shall likewise elect an alternate for each official voting delegate. The Board of Directors shall have the right to fill vacancy in the position of official voting delegate or alternate. The official delegates so elected, including the County Farm Bureau Woman Chairman, shall serve for a term of one (1) year and until their successors are elected and qualified.

#### ARTICLE VIII

##### Offices, Powers and Duties

Section 1. Officers: The officers of this association shall consist of a President, Vice-President and a Secretary and a Treasurer, which offices may be combined and designated as Secretary-Treasurer.

Section 2. Election of President and Vice-President: At the annual meeting of the members and after the election of the directors for the ensuing year, the members shall nominate and recommend to the Board of Directors a President and a Vice-President from among those persons who have been duly elected as directors for the ensuing year. Following the meeting in which the President and Vice-President have been nominated by the members, the Board of Directors of this association shall meet, organize and elect from among their number a President and Vice-President of the association, both of whom shall hold their respective offices for a term of one (1) year and until their successors are elected and qualified.

Section 3. Election of Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and one person may hold said office and shall be designated as Secretary-Treasurer. Such Secretary-Treasurer shall be elected by the Board of Directors but need not be a member of such board. Such Secretary-Treasurer shall hold office for one year and until his successor is elected and qualified.

Section 4. The President. Shall:

- (a) Preside over all meetings of members and directors.

- (b) Subject to the advice of the directors, direct the affairs of the County Farm Bureau.
- (c) Call the directors together whenever necessary.
- (d) Sign, as President, all contracts, notes, and other instruments when so directed by the Board of Directors.
- (e) Discharge such other duties as may be required of him by these by-laws or by the Board of Directors.

Section 5. The Vice-President. It shall be the duty of the Vice-President that if at any time the President shall be unable to act, the Vice-President shall perform the duties of President as listed under duties of President. Should the Vice-President also be unable to perform these, the board shall appoint a director to do so.

Section 6. The Secretary-Treasurer.

- (a) To keep a record of the proceedings of the meetings of the Board of Directors, of the Executive Committee, and of the members.
- (b) To keep a proper membership record, showing the name of each of the County Farm Bureau, township and address.
- (c) To receive, deposit and pay out, under the direction of the Board of Directors, funds necessary and consistent with the business of the association and account for all receipts, disbursements and balance on hand.
- (d) To furnish bond in such form and in such amount as the Board of Directors may require. The premium of such bond to be paid for by the association.
- (e) To attest all contracts, notes, papers and documents.
- (f) To discharge such other duties as pertain to this office or may be prescribed by the Board of Directors.

~~Section 7. District Leaders. It shall be the duty of the district leaders elected, as provided by Section 4 of Article VI of these by laws, to assist in planning programs and coordinating the work of this association in each of their respective districts, all under the direction of the Board of Directors.~~

Formatted: Strikethrough

ARTICLE IX  
Committees



Section 1. Executive Committee. The Board of Directors shall appoint an Executive Committee consisting of the President, the Vice-President and one other member of the board.

The Executive Committee shall have such tenure and may exercise during the intervals between meetings of the board such duties and powers as may from time to time be prescribed by the Board of Directors subject to the general direction, approval and control of the Board of Directors.

Section 2. Policy Committee. The board shall appoint from among the active members a policy committee chair.

The Policy Committee shall have such tenure and shall perform such duties as may be prescribed by the Board of Directors including the duty of studying, investigating and reporting on all legislative matters affecting agriculture or the transportation or marketing of agricultural products as well as taxation of the property and effect of this association and its members.

Section 3. Membership Committee. The board shall appoint annually a Membership Committee Chair whose duty it shall be to strive to maintain membership in this association at the highest possible level.

Section 4. Other Committees. The President shall appoint annually, with the approval of the Board of Directors, such other standing or special committees, including a Marketing Committee, as may be determined necessary or advisable.

## ARTICLE X

### By-Laws

Section 1. The members shall have authority by a majority vote to adopt, amend or repeal the by-laws of the association whenever determined necessary or expedient, provided, notice ~~in writing~~ **by electronic or regular mail,** of the proposed changes have been given to all members at least ten days previous to the time of meeting, and such members shall also have the power to delegate to the Board of Directors the right to adopt, amend or repeal any of the by-laws of the association. When said power is delegated to the Board of Directors it shall be exercised on an affirmative vote of at least two-thirds of all the directors.

## ARTICLE XI

Formatted: Strikethrough

Miscellaneous

Section 1. Members not liable for debts. The private property of the members, officers and directors of this association shall not be liable for the debts of the association.

Section 2. Rights of Membership in Property Equal. The members of this association shall have equal rights in the property of the association.

Section 3. Audit. There shall be an annual audit of the financial affairs of the association.

Section 4. Seal. This association may have a seal which shall bear thereon the words: "The Franklin County Farm Bureau Association."

Section 5. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the Board of Directors shall, from time to time, designate for that purpose.

Section 6. Fiscal Year. The fiscal year shall commence on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June each year.

Section 7. Order Of Business at Meetings of Members. The order of business at meetings of members shall be as follows:

Call to order

- (a) Reading and disposal of unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Election of directors.
- (f) Election of voting delegates.
- (g) Nomination of President and Vice-President.
- (h) Adjournment.

~~June 8, 2016~~ January 11, 2022

Formatted: Strikethrough