

Delaware Farm Bureau



Delaware Farm Bureau

By-Laws 2022-2023

Revised: December 5, 2022

DELAWARE STATE FARM BUREAU, INC. BYLAWS

(ARTICLE I)

Voting Members and Associate Members

Section 1-A Regular Voting Members. Only persons and partnerships, unincorporated associations and corporations organized for agricultural purposes, actively engaged in the production of agricultural products, including lessees and tenants of land used for the production of such products, lessors and landlords who receive as rent, either in kind or cash, all or part of the crop raised on the leased or rented premises, are eligible for membership in this Association. Any such person, partnership, unincorporated association, or corporation may make application to become a member of this Association, and if accepted, shall, upon execution of this membership agreement and assumption of all obligations attached thereto, be entitled to the rights and privileges of membership, as hereinafter set forth. Provided no person, partnership, unincorporated association, or corporation shall be accepted for membership in this Association from a county whose County Farm Bureau accepts members jointly with this Association, unless such person, partnership, unincorporated association, or corporation is accepted as a member in such County Farm Bureau.

Section 1-B Professionally Engaged Voting Members. Only persons, and partnerships, unincorporated associations and corporations organized for agricultural purposes that are professionally engaged in an agriculturally related career (as defined by the Board of Directors of this Association) which supports the production of agricultural products. Any such person, partnership, unincorporated association, or corporation may make application to become a member of this Association, and if accepted, shall, upon execution of this membership agreement and assumption of all obligations attached thereto, be entitled to the rights and privileges of membership, as heretoeafter set forth. Provided, no person, partnership, unincorporated association, or corporation shall be accepted for membership in this Association from a county whose county Farm Bureau accepts members jointly with this Association, unless such person, partnership, unincorporated association, or corporation is accepted as a member in such county Farm Bureau.

Section 2. Farm Community Members. Other persons, partnerships, unincorporated associations, and corporations interested in agriculture may make application to become a Farm Community member of this Association and, if accepted, shall, upon execution of the Membership Agreement and assumption of all obligations attached thereto, be entitled to the rights and privileges of a Farm Community membership, as hereinafter set forth. Provided, no person, partnership, unincorporated association, or corporation shall be accepted for a Farm Community Member membership in this Association from a county whose County Farm Bureau accepts members jointly with this Association unless such person, partnership, unincorporated association, or corporation is accepted as a Farm Community member in such County Farm Bureau.

Section 3. Membership Rights. The membership rights of members and associate members are as follows:

- (a) Only voting members as described in Section 1 have the right to vote on any and all matters at regular or special meetings of members, directly or through delegates, shall be restricted to named persons, partnerships, unincorporated associations, and corporations who are members of this Association in good standing. Each member shall have one vote. The voting rights of any partnership, unincorporated association, or corporation member shall be exercised by a representative thereof duly authorized in writing.
- (b) Associate Members as described in Section 2 shall have no voting rights or the right to serve as a Delegate.
- (c) Rights and privileges of membership in the case of partnerships, unincorporated associations, and corporations shall accrue and belong only to such named partnerships, unincorporated associations, or corporations, and not to any individual who is a member, shareholder, officer, employee, or agent thereof, other than the individuals named in writing in Section 3(a).
- (d) Any partnership or unincorporated association not a named member of this Association shall be entitled to the rights and privileges of membership, except the right to vote, if all of the individual members of such partnership or unincorporated association are members or associate members of this Association in good standing in their individual capacities.
- (e) The dependent member of the family household of a natural person, member, or associate member of this Association, as “dependent members” of the family may be defined from time to time by the Board of Directors of this Association, shall be entitled to the rights and privileges of membership, except that they shall not be entitled to vote, to hold office, or to hold membership shares of capital stock in an affiliate or associate corporation where such right to hold such membership shares is based upon membership in this Association in good standing.

Such dependent members shall, however, be entitled to the benefits and privileges of the cooperative marketing and cooperative purchasing services of any affiliated or associated corporation when the transactions are conducted in the name of the member upon whom they are dependent and shall be entitled to the benefits and privileges of any affiliated or associated insurance company service except such as may be expressly limited to named members of this Association in good standing.

Section 4. Dues

- (a) The annual dues in the Delaware State Farm Bureau, Inc., shall be payable to the State Farm Bureau on behalf of the county farm bureau's for distribution to County, State and National organizations.
- (b) The dues payable shall be determined at the annual State meeting by the elected delegates. The assessment shall become effective the following fiscal year.

Section 5. New Members. Applications may be accepted at any time during the fiscal year. Membership will be for twelve months from anniversary date and will be due the same month the following year.

(ARTICLE II)
Annual Meeting

Section 1. Meetings. The annual meeting of members shall be held each year before the Fifteenth (15th) of December, the date and place to be selected by the Board of Directors. Regular and special meetings of members may be called by the President, or by two-thirds (2/3) vote of the duly elected Board of Directors and shall be called by the President upon written request signed by a majority of the Voting members or by Voting Delegates representing a majority of the members. The Annual Meeting is to be governed by the current addition of Roberts Rule of Order.

Section 2. Notice. Notice of meetings of members and of all matters concerning this Association shall be deemed to have been duly given by placing in the mail, postage prepaid, to the last known post office address of the member, at least ten (10) days previous to such meeting, notice thereof in writing, or as appearing printed in an official publication circulated among its members in good standing.

Section 3. Quorum. A majority of Voting Delegates in good standing shall constitute a quorum.

Section 4. Presiding Officer. The President, if present, shall preside at all meetings of members of this Association. In his absence the next officer, in due order, who may be present shall preside. For the purpose of these bylaws, the order of officers shall be as follows: President, Vice President, Second Vice President, Treasurer, and Secretary.

Section 5. Voting Delegates. The members of this Association in each county shall be represented in all meetings of this Association by Voting Delegates and Alternates. The Voting Delegates from each county shall consist of the President of the County Farm Bureau in such county and one additional Voting Delegate for each twenty-five (25) members in the county in good standing, or major fraction thereof, according to the membership as determined by the Board of Directors. Voting Delegates other than the President of the County Farm Bureau shall be elected from and by the Voting members in good standing in such county in connection with the annual meeting of the County

Farm Bureau. Due notice of such election shall be given. The vice presidents of the County Farm Bureaus shall serve as alternates for the Presidents of the County Farm Bureaus. An officer of the County Farm Bureau shall furnish proper credentials to the Voting Delegates. The President of the County Farm Bureau shall serve as a voting delegate during his incumbency of such office, and other voting delegates shall serve until the election and acceptance of their duly qualified successors.

Section 6. Qualifications. All voting delegates must be Voting members who are in good standing. In no event shall any salaried or paid employee of this Association or of any County Farm Bureau, or any paid employee or agent in regular and continuing employment of its association or subsidiary companies, be qualified to serve in such capacity.

Section 7. Voting by Delegates. The voting delegates from each county shall represent the members of this Association within such county and shall vote on all matters before the annual meeting or any special meeting of this Association, including the election of directors and officers as herein provided.

Section 8. Expense of Voting Delegates. All necessary expenses of subsistence and travel incurred by delegates in attending regular or special meetings of members of this Association may be compensated as determined by the Board of Directors.

Section 9. Privilege of the Floor. Voting Members of this Association in good standing shall be entitled to the privilege of the floor, subject to the rules governing the meeting.

(ARTICLE III) **Board of Directors**

Section 1. Number and Authority. Subject to such policies as may be duly adopted by the voting delegates assembled in regular or special meeting, the business and property of this Association shall be managed and controlled by the Board of Directors, twenty-three (23) in number, including the President, First Vice President, Second Vice President, the Presidents of each County Farm Bureau, and the State Chair of the Women's Committee, and the Chair of each County Women's Committee, and the State Chair of the Young Farmers and Ranchers Committee, and the Chair of each County Young Farmers and Ranchers Committee, each of whom, upon election to such position, shall possess and may exercise all of the powers of director. Each member of the Board of Directors shall be nominated by voting delegates of their respective county and shall be elected for a term of three (3) years or until their successors have been elected and qualified.

Section 2. Qualifications. The members of the Board of Directors must be a Regular or Professionally Engaged Voting member, in good standing of this Association. No county may nominate more than one Professionally Engaged

Voting Member to serve on the Board at a time. No director may be regularly paid or salaried employee of this Association, or a paid or salaried employee or agent, in regular and continuing employment of an associated or subsidiary company. No member of the Board of Directors shall be qualified to hold more than two (2) successive terms of three (3) years each. After any one (1) year interval any person formerly a member of this Board of Directors will be qualified for two (2) additional successive terms.

Section 3. Meetings. The Board of Directors shall meet for the transaction of business as soon as practical after the annual meeting of this Association and as often thereafter as may be necessary to conduct the business of this Association. Special meeting of the Board of Directors shall be held at such times and on such notice as the Board may from time to time determine. Meetings are to be governed by the current edition of Roberts Rule of Order.

Section 4. Quorum. A majority of the duly elected Board of Directors shall constitute a quorum, and a majority of the Voting members in attendance at any meeting shall, in the presence of a quorum, decide its action. A minority of the Board present at any meeting may, in the absence of a quorum, adjourn at a later date, but may not transact any business.

Section 5. Removal of Officers and Directors. Any officer or director of this Association may be removed at any time by a two-thirds (2/3) vote of the Board of Directors.

Section 6. Vacancy. In case of any vacancy in the Board of Directors through death, resignation, disqualification, or otherwise, a successor to fill such vacancy shall be elected by the County in which the person who created the vacancy resided. In case of any vacancy in the officers through death, resignation, disqualification, or otherwise, the Board of Directors may elect a successor to fill such vacancy until the next succeeding annual meeting of the Association. If vacancy occurs for the Secretary-Treasurer, the Board of Directors shall elect a replacement.

Section 7. Compensation. The Directors shall be paid mileage or compensation as established by the Board of Directors.

Section 8. Standing and Special Committees. Unless otherwise provided for herein, the President, with the advice and approval of the Board of Directors, shall appoint all standing and special committees, and shall be a member ex-officio of all such committees. Members of special and standing committees shall be members in good standing of this Association. No standing or special committee shall have authority to take final action on any matter without approval and due concurrence of the Board of Directors.

Section 9. Cooperative Relations. The Board of Directors shall have authority by a two-thirds (2/3) vote of the entire Board of Directors and may establish and maintain, by suitable arrangement and agreement duly entered into, cooperative relations with any department, bureau, board, division, or

agency of the United States Government, or agency of a political sub-division thereof, with other agricultural organizations, and with others.

(ARTICLE IV)
Officers

Section 1. Officers. The officers of this Association shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. Any additional offices deemed necessary shall be created by resolutions of the Board of Directors.

Section 2. Election of President and Vice Presidents. The President and Vice Presidents shall be elected by the voting delegates at the annual meeting in the even-numbered years for terms of two (2) years or until the election and acceptance of their respective qualified successors. The President and Vice Presidents shall be voting members of this Association in good standing and whose principal occupation and interest is farming. The President and Vice Presidents shall be elected in such a manner as to represent all three counties.

The compensation of the President shall be determined on an annual basis by the Board of Directors and shall be on a per diem basis. The First and Second Vice Presidents, when performing the duties of the President, shall receive the same per diem as determined by the Board for the President. In addition, thereto, the President, and First and Second Vice Presidents, may be reimbursed for the necessary expenses of subsistence and travel in connection with services performed for and on behalf of the Association.

Section 3. President. The President shall be chief executive officer of the Association and shall preside at all meetings of its members, and at all meetings of the Board of Directors. Subject to the control of the Board of Directors, the President shall have general supervision of the business of the Association.

Section 4. Vice Presidents. *First Vice President.* The First Vice President shall, in the absence of the President, exercise the powers and perform the duties of the President; otherwise, shall have such powers and perform such duties as may be assigned by the President or the Board of Directors.

Second Vice President. The Second Vice President shall, in the absence of the President and First Vice President, perform the duties of the President; otherwise, shall have such powers and perform such duties as may be assigned by the President or by the Board of Directors.

Section 5. Secretary, Treasurer and Executive Director. The Secretary and Treasurer shall be elected in even numbered years for a term of two years by the Board of Directors and shall serve until the election and acceptance of their respective qualified successors. The Secretary or Treasurer of the Association may be removed at any time by a two-thirds (2/3) vote of the duly elected Board

of Directors. The compensation of the Secretary and of the Treasurer shall be determined and fixed by resolution of the Board of Directors.

The Board of Directors shall have power and may designate the Secretary as Executive Secretary, with powers and obligation usual and incident to such office.

Section 6. *Executive Director.* The *Executive Director*, subject to the control, supervision, and under the direction of the Board of Directors, through the President, shall have charge of and manage all of the business of the Association, including recommendations for employment and supervision of all employees of the Association, and shall see that all orders and resolutions of the Board of Directors or the Executive Committee are executed expeditiously.

Section 7. *Secretary.* The Secretary shall keep minutes of the meetings of the members and of the Board of Directors and record all actions of the Association and the Board of Directors in a book or books to be kept for that purpose; and shall attend to the giving of all notices required to be given. The Secretary shall have charge of and keep the seal of the Association and shall affix the seal, attested by his signature, to such instruments as may be required. They shall, in addition, perform all duties incident to the office of secretary, subject to the control of the Board of Directors.

Section 8. *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; shall receive and give receipts for moneys due and payable to the Association from any source whatsoever; shall deposit all moneys in the name of the Association in such banks, trust companies, or other depositories as may be designated by the Board of Directors; shall disburse the funds of the Association in accordance with due authorization of the Board of Directors and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

The Treasurer shall be required by the Board of Directors to give bond for the faithful discharge of his duties in such sum and with such surety or sureties as shall be determined by the Board of Directors. The premium on any corporate fidelity bond so required and given shall be paid out of the funds of the Association.

(ARTICLE V) **Executive Committee**

Section 1. *Executive Committee.* At the first meeting of the Board of Directors held after the Annual Meeting of the members, the President shall appoint an Executive Committee of eight persons: consisting of the President, two Vice Presidents, three County Presidents, state Women's Committee chair, and state Young Farmers and Ranchers chair. Such committee shall have authority to function in the interim periods between meetings of the Board of Directors and shall, within the policies of the organization and budget

limitations, act upon such matters as may be referred from time to time to it by the Board of Directors. The President shall, ex-officio, be Chairman of such committee with full voting privileges. The Executive Committee shall keep minutes of all meetings and report all proceedings to the committee during such interim periods to the next succeeding regular meeting of the Board of Directors for such action as may be appropriate.

(ARTICLE VI)

Finance

Section 1. Investment of Surplus Funds. Investments of surplus funds of the Association, over and above its cash requirements in its operations, may be made by the Treasurer of the Association, on its behalf and in its name, in United States and Treasury Bonds and United States Treasury Certificates and Notes. Other investments of surplus corporate funds, within the limitations of law, may be authorized from time to time by the Board of Directors.

Section 2. Books of Accounts—Audits. The Association shall keep accurate and complete books and records of account. Such books and records shall be audited annually by a Certified Public Accountant to be selected by the Board of Directors. A complete statement or report upon the finances of the Association shall be presented before each annual meeting of the Association.

Section 3. Distribution of Assets. No distribution of the property of this Association shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, and as otherwise provided by law; nor shall any distribution be made except by vote of a majority of the members. But this prohibition shall not operate to prevent the Association while acting in the capacity of agent, from receiving or distributing or disbursing any fund or funds.

(ARTICLE VII)

Cooperative Business Services

Section 1. Cooperative Business Services. Whenever the Association shall exercise the power to perform cooperative service, either as a corporate agency or through agencies controlled by it, there shall not be paid under such corporate service, dividends on stock or membership capital in excess of eight per cent (8%) per annum. And any net income in excess of reasonable additions to reserves as established shall be distributed to the patron members, as producers or consumers, on the basis of patronage. In the conduct of any one of such activities, this Association, in such capacity or capacities, shall not deal in the products of, nor handle supplies for, non-members, to an amount greater in value than such as are handled by it for members during any fiscal year.

Section 2. Membership Interest. Each member in good standing in this Association and a County Farm Bureau cooperating with this Association automatically shall be entitled, upon compliance with any other membership requirements to membership in and to the services, privileges and benefits of each affiliate or subsidiary of this Association or of such County Farm Bureau which requires membership in good standing in this Association or such County Farm Bureau as a prerequisite to membership therein. In case the membership in this Association and such County Farm Bureau shall be terminated for any cause, thereupon the right to membership and the membership in each such affiliate or subsidiary shall terminate and the benefits, privileges, and membership interest of such member in such affiliate, or subsidiary other than the unimpaired portion of any membership fee or membership payment, shall automatically revert to and vest in this Association or the County Farm Bureau in which the membership was held. As between this Association and such County Farm Bureau Association, such benefits, privileges, and interest shall revert to and vest in the organization with which such affiliate or subsidiary was associated.

(ARTICLE VIII)
Sundry Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of November and terminate on the 31st day of October of each year.

Section 2. Order of Business. The order of business at all meetings, as far as possible, shall be as follows:

- Call to Order
- Prayer
- Pledge of Allegiance
- Roll Call
- Reading of the Minutes
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Other Reports
- Unfinished Business
- New Business
- Elections and Appointments
- Adjournment

Section 3. Corporate Seal. The Corporate Seal of this Association shall consist of two concentric circles, between which shall be the name of the Association, and in the center shall be inscribed "Corporate Seal" and such seal, as impressed on the margin hereof is hereby adopted as the Corporate Seal of the Association.

Section 4. Representation in Meetings of American Farm Bureau.

While and during such periods as this Association shall be a member in American Farm Bureau Federation, the Association, by due action of its Board of Directors, conforming to the bylaws of American Farm Bureau Federation, shall annually elect a voting delegate or voting delegates, to represent this Association at regular and special meetings of the American Farm Bureau Federation, which representative or representatives shall serve until a qualified successor, or successors is elected. Only a member in good standing of this Association shall be eligible for selection as a voting delegate to the American Farm Bureau Federation. The Administrator or any staff salaried employee of this Association shall not be qualified to become a voting delegate of the American Farm Bureau Federation.

Section 5. Disqualification. The holder of any federal, state, or county public office, which office carries with its salaried compensation to the holder thereof, other than an expense per diem, shall not be eligible to serve as an officer or director of this Association. In the event an officer of this Association shall be elected or appointed to such a public office, he or she shall not be qualified as an officer or director of the Association and shall immediately and automatically be terminated.

(ARTICLE IX)
Women's Committee

Section 1. Membership. The Women's Committee of the Delaware State Farm Bureau, Inc., shall consist at least of one member from each county in the State, and the Chairman of the Committee. No one shall be eligible for membership on this committee unless she is a member in good standing of this association.

Section 2. Nomination and Election. The officers of the Women's Committee shall be elected by the members of this committee and shall serve until their successors are elected and qualified.

Section 3. Function of Committee. The Women's Committee shall constitute a standing committee of the Delaware State Farm Bureau, Inc.; in the same manner as any other standing committee and shall perform and carry out its work under the supervision and direction of the Board of Directors of this Association.

Section 4. Vacancies. Vacancies occurring among the officers of the Women's Committee through death, resignation, disqualification, or otherwise, shall be filled by the committee members.

Section 5. Chairman of Committee. The Chairman shall be the presiding officer of the Women's Committee and shall perform such other duties as may be provided for by the resolution of the Board of Directors or in the bylaws of the Delaware State Farm Bureau, Inc.

(ARTICLE X)

Young Farmers and Ranchers Committee

Section 1. Membership. The Young Farmers and Ranchers Committee of the Delaware State Farm Bureau, Inc., shall consist of members from all three counties which make up the statewide organization. The officers of this organization shall consist of the Chairman, Vice Chairman, Secretary/Treasurer. No one shall be eligible for membership on this committee unless he or she is a member of a bona fide farm family or is a member in good standing of this Association, or a member of a family, the head of which is a member in good standing of this Association. This committee should be comprised of members in good standing between the ages of 18 and 40 years of age.

Section 2. Nomination and Election. The officers of the Young Farmers and Ranchers Committee shall be elected by the members of this committee and shall serve until their successors are elected and qualified.

Section 3. Function of Committee. The Young Farmers and Ranchers Committee shall constitute a standing committee of the Delaware State Farm Bureau, Inc., in the same manner as any other standing committee. It shall assist in an active, organized way in carrying forward the programs of the Delaware Farm Bureau to promote, and represent the business, economic, social, educational, and spiritual interests of the farm families in the State.

Section 4. Vacancies. Vacancies occurring among the officers of the Young Farmers and Ranchers Committee through death, resignation, disqualification, or otherwise, shall be filled by the committee members.

Section 5. Chairman of the Committee. The Chairman shall be the presiding officer of the Young Farmers and Ranchers Committee and shall perform such other duties as may be provided for by the resolution of the Board of Directors or in the bylaws of the Delaware State Farm Bureau, Inc.

(ARTICLE XI)

Amendments

Section 1. Articles of Incorporation and Bylaws. The Articles of Incorporation and bylaws may be amended, repealed, or altered in whole or in part, at the Annual Meeting of this Association, by a two-thirds (2/3) affirmative vote of members in good standing and represented in the meeting by qualified voting delegates present, or by like vote at any special meeting, due notice thereof having been given, and provided, always, that a quorum shall be present at such

meeting. Provided, further, that such amendment shall be in the hands of the Secretary at least twenty (20) days previous to such meeting of this Association, and that the Secretary shall have placed in the mail, at least ten (10) days previous to such meeting of the Association, a copy thereof, to the last known post office address of each member of the Board of Directors, and to each County Farm Bureau having in force contractual relations with this Association.

(ARTICLE XII)
Indemnification

Section 1. Delaware Farm Bureau shall indemnify each Director, Officer or Employee (or former Director, Officer or Employee), his heirs, executors, and administrators, against any and all liability and reasonable expenses that may be incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or have been, a Director, Officer or Employee of the Delaware Farm bureau, or, at its request, of any other corporation affiliated with it or of which it is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for recklessness or intentional conduct.

Section 2. The foregoing right of indemnification shall be in addition to, and not exclusive of, any rights to which such Director, Officer or Employee may be entitled.