

**AMENDED  
AND  
RESTATED  
BY-LAWS**



Oklahoma State Union of  
The Farmers Educational and  
Cooperative Union of  
America, Inc.

1 AMENDED AND RESTATED

2  
3 BY-LAWS

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6 THE OKLAHOMA STATE UNION

7  
8 OF THE

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10 FARMERS EDUCATIONAL AND CO-OPERATIVE

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13 UNION OF AMERICA, INC.

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16 ARTICLE I

17  
18 TITLE, OBJECTS, LOCATION, SEAL

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21 Section 1: TITLE

22 The STATE UNION shall be known as THE OKLAHOMA STATE UNION OF  
23 THE FARMERS EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA,  
24 INC. (hereinafter called the "STATE UNION") which shall at all times be operated  
25 and conducted as a non-profit corporation, organized under the laws of the State of  
26 Oklahoma, Title 18, O. S. § 851-862.

27  
28 Section 2: OBJECTS

29 The objects of the STATE UNION shall be to fulfill the purposes set forth in the  
30 Articles of Incorporation to wit:

31 THE OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL AND  
32 CO-OPERATIVE UNION OF AMERICA, INC. generally known as the Oklahoma  
33 Farmers Union and hereinafter referred to as the STATE UNION (having a Charter  
34 issued to the Indianahoma State Union on the 23rd Day of March, 1906, and a  
35 Charter issued to it as successor to the Indianahoma State Union on the 11th Day of  
36 October, 1920, by the National Union), adopts the said foregoing purposes as its  
37 own. Because of the change in conditions in the intervening years, it is considered  
38 desirable and therefore included herein the following statement of principle and  
39 purpose:

40 1. To adopt programs calculated to promote better conditions for persons in  
41 agricultural pursuits;

42 2. To operate, aid in the organization and maintenance of a non-profit  
43 commodity and service co-operative for members thereof;

44 3. To distribute and disseminate information to farm families and especially to  
45 its members for carrying out a program of education in cooperation and co-  
46 operative philosophy generally and engage in such activities in carrying out its  
47 declared purposes and, if possible and practical in a way that will entitle it,  
48 operating for its members, to exemption from the payment of income taxes as such  
49 organization, and;

50  
51 4. To publish periodicals one of which shall be identified as the "Farm News &  
52 Views." The Farmers Union is especially designed to promote the general welfare  
53 of family-type farmers and as set forth in the Articles of Incorporation of the  
54 National Union and the specific and general purposes herein before enumerated  
55 and as here-in after provided in these By-Laws, and as further set forth in its action  
56 program adapted annually by its State Convention.

1 The STATE UNION is not operated for pecuniary profits as such, but is operated  
2 for the savings it can make for its members and benefits to its members of an  
3 educational and fraternal nature. It is not its purpose to accumulate large assets  
4 for the direct benefit of members as such.  
5

6 Section 3: PLACE OF BUSINESS

7 Business may be conducted at any place convenient to such members or  
8 officers as may be participating. The official address of the STATE UNION shall  
9 be:

10  
11 THE OKLAHOMA STATE UNION OF THE FARMERS  
12 EDUCATIONAL AND CO-OPERATIVE UNION OF  
13 AMERICA, INC.  
14 4400 Will Rogers Parkway, PO Box 24000  
15 Oklahoma City, Oklahoma 73124  
16

17 Section 4: CORPORATE SEAL

18 The Corporate Seal of the STATE UNION shall be in the charge of the  
19 Secretary and shall be inscribed with the STATE UNION'S official name.  
20

21  
22 ARTICLE II

23  
24 MEMBERSHIPS AND MEETINGS  
25

26 Section 1: ELIGIBILITY

27 Membership in THE OKLAHOMA STATE UNION OF THE FARMERS  
28 EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC. shall be limited  
29 and qualified and no person may acquire membership except as hereinafter  
30 provided.  
31

32 Section 2: REGULAR MEMBER

33 Any person, without regard to sex, race, creed, color, national origin or  
34 handicap status, sixteen (16) years of age or over, and of a good moral character  
35 and habits, believing in a Supreme Being, bearing allegiance to the Government of  
36 the United States of America, and who derives an appreciable portion of his or her  
37 income from engaging in agricultural pursuits, the production of agricultural,  
38 horticultural, livestock, poultry, or forestry products or from employment of this  
39 STATE UNION. THE OKLAHOMA STATE UNION OF THE FARMERS  
40 EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC. or any division  
41 or subdivision thereof, or any business enterprise subsidiary or affiliate of this  
42 STATE UNION in which the STATE UNION owns at least fifty percent of the  
43 authorized and outstanding capital stock or equivalent interest; from employment  
44 by any co-operative affiliated with this corporation or any of its divisions or  
45 subdivisions and engaged in marketing agriculture, horticulture, livestock, poultry  
46 or forestry products or in providing the producers thereof of said products, but who  
47 is not engaged in an occupation, enterprise, business or activity inconsistent with  
48 injurious to the interests or the welfare of family-type farming, may apply for and be  
49 admitted to "Regular" membership in the STATE UNION upon the affirmative  
50 action of the Board of Directors of this organization or a division hereof to which a  
51 Farmers Union charter has been lawfully issued as hereinafter provided and  
52 remains un-revoked or unsuspended, and upon payment of the prescribed  
53 membership fees or dues so long thereafter as said membership fees or dues shall  
54 not be delinquent shall be entitled to vote and to all other privileges of membership,  
55 subject to the limitation and conditions hereinafter set forth in the By-laws.

1 Section 3: ASSOCIATE MEMBERSHIP

2 Any person, without regard to sex, race, creed, color, national origin or  
3 handicap status, sixteen (16) years of age or over, and of a good moral character  
4 and habits, believing in a Supreme Being, bearing allegiance to the Government of  
5 the United States of America may apply for, and be admitted to "Associate"  
6 membership upon the affirmative action of the Board of Directors of this STATE  
7 UNION or a division to which a STATE UNION charter has been lawfully issued as  
8 hereinafter provided and remains un-revoked or unsuspended and upon the  
9 payment of the prescribed dues shall be entitled to all privileges of membership  
10 except the right to vote or hold office in this STATE UNION subject to the  
11 limitations and conditions hereinafter set forth in these By-Laws.

12  
13 Section 4: SPOUSE AND CHILDREN

14 Any spouse of a "Regular" dues paying member and his or her unmarried  
15 children sixteen (16) years of age or over and who have not reached their twenty-  
16 first (21<sup>st</sup>) birthday shall be a "Regular" member of this STATE UNION without  
17 payment of additional membership dues or fees and shall be entitled to all the  
18 rights and privileges of the dues paying member of her or his family in good  
19 standing, except members desiring to participate in the financial benefits of the  
20 STATE UNION shall pay dues.

21  
22 Section 5: HONORARY MEMBERSHIP

23 Any person eligible to become a "Regular" or "Associate" member of this  
24 STATE UNION may become an "Honorary" member by action of the Board of  
25 Directors.

26  
27 ARTICLE III

28  
29 DUES

30  
31 Section 1

32 The annual dues of each member shall be a minimum thirty-five dollars  
33 (\$35.00). The dues shall be divided in the following proportions: to the County  
34 Union, six dollars (\$6.00), to the Local Union, three dollars (\$3.00) and National  
35 Union shall receive six dollars (\$6.00) for 2013, seven dollars (\$7.00) for 2014 and  
36 eight dollars (\$8.00) for 2015 and thereafter per member. Annual dues will be  
37 distributed by the State Office to the counties and/or locals properly constituted  
38 with the election of officers and to the National Union. The balance of the money  
39 will be kept at the state to be appropriated for programs, expenses, etc.

40  
41 Section 2

42 In counties having no County Union, the county dues shall be used for  
43 organizational purposes by the STATE UNION.

44  
45 Section 3

46 Provision is hereby made for non-voting membership. All non-voting members  
47 shall participate in the financial, educational and social benefits. The Local  
48 Secretary shall keep a separate record of voting and non-voting members.

49 Section 4

50 All money belonging to the National Union, STATE UNION and County Union  
51 shall be sent by the Local Secretary or Agent to the State Treasurer, and such  
52 moneys distributed by the State Treasurer.

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Section 5

The first priority of county and/or local dues money is for the County or Local meeting. The remaining money must promote agriculture, youth, or Farmers Union. All checks written for the expenditures of county and/or local money should be signed by both the county and/or local secretary or president and subject to audit by the STATE UNION.

Section 6

Once a county has accumulated a balance equaling the previous 2 years' receipts from the STATE UNION that county will be required to spend the amount sent them each calendar year, or the next year's payments will be suspended.

ARTICLE IV

STATE UNION — HOW COMPOSED

Section 1

The STATE UNION shall be composed of its officers and delegates from County and Local Unions; each County Union to be entitled to one delegate and each Local Union to be entitled to one delegate for every fifty (50) paid-up regular members of the Local represented, or fraction thereof, PROVIDED that only one vote can be cast by a delegate who attends – a Local Union must have at least fifteen (15) regular members to be entitled to a delegate. The membership of the STATE UNION, for the purposes of calculating the number of county and local delegates allowable at the State Convention and for determining the eligibility of members to be convention delegates, will be those dues paid members of record on December 31<sup>st</sup> of the year immediately preceding the State Convention. To be eligible for election as a delegate or alternate to the STATE UNION Convention, a person must have been a member of the STATE UNION for at least the entire fiscal year proceeding the year of the Convention.

The local secretary will report their slate of delegates to the county president no later than fifteen (15) days prior to the opening session of the State Convention. If a local has not elected its maximum number of delegates, then the county president may appoint those delegates subject to approval by the county board. These delegates will be appointed from within the county membership.

A delegate list will be furnished by each county president listing names of all delegates, including alternates voting at the State Convention and must be received in the office of the State Secretary seven (7) days prior to the opening session of the Convention.

Section 2

In order to be seated at a convention, each delegate must be properly certified by the Local or County Union. Credential forms to be used will be supplied by the STATE UNION and must be signed by the President and Secretary of the Local or County Union.

Section 3

Management of the STATE UNION shall be by the President under the supervision of the Board of Directors.

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ARTICLE V  
COUNTY AND LOCAL UNIONS

Section 1

No Local Union shall be organized with less than five (5) dues paying members and no charter issued until fifteen (15) members have paid their dues. To be considered an active local, a meeting must be held annually to conduct business and elect officers. When inactive, the local funds will be transferred to the county.

Section 2

A County Union may be formed in any county having one or more locals. To retain charter and receive county funds, the County Union must be active and hold at least one annual meeting. When the County Union is inactive, the County funds will be sent to the STATE UNION.

Section 3

If the office of Secretary, Treasurer, or Secretary/Treasurer of a Local or County Union becomes vacant by removal or otherwise, or a successor is elected or appointed, all of the books, files and records of such officer, as such, shall immediately be turned over to his successor or to a designated officer or committee of such Union, or, if the Union is no longer active, turned over to the Secretary of the STATE UNION or to the President of the STATE UNION. The State President shall appoint an auditing committee of three to five members, unless there is already an auditing committee that can serve in such a capacity.

Section 4

The Officers of the County and Local Union shall be a President, Vice President, Secretary/Treasurer and three (3) or more Board Members.

Section 5

Officers shall be elected for one (1) or three (3) year terms. The length of the term shall be the same for all officers. The Board of Directors shall be elected for either a one or three-year term. Directors shall have the same length of term, although terms may be staggered. A member who has a conflict of interest may not hold an office.

Section 6

The management of a County or Local Union shall be by the County or Local President under the supervision of his/her respective Board of Directors.

Section 7

A financial statement of the County and/or Local will be made available to all members at each annual meeting.

ARTICLE VI  
CHARTERS

Section 1

A Charter is the authority under which a Union works. The State President shall issue all County and Local Union Charters. In case the Charter is lost or destroyed, the President of the STATE UNION shall have the power to issue a duplicate Charter; provided satisfactory evidence is furnished showing that the same had been lost or destroyed and provided further that the names of the officers are supplied. The President of the STATE UNION, with the approval of the

1 Board of Directors, shall have the power to revoke or suspend the Charter of  
2 County or Local Unions. Such suspension shall prevent the suspended Union from  
3 operating as a Chartered Local or County Union and shall be in effect until the next  
4 annual meeting of the STATE UNION at which time the County or Local Union,  
5 whose Charter has been suspended or revoked, shall have an opportunity to  
6 appear before the meeting and appeal the decision of the President suspending or  
7 revoking their Charter. In case of such appeal, the Convention by a majority vote  
8 may overrule the action of the President and reinstate said Charter.  
9

10 Section 2

11 In case the Charter of a County or Local Union has been suspended or  
12 revoked, the STATE UNION shall take steps to protect the rights of the members  
13 of the suspended Union and shall take charge of all books and finances of the  
14 Union, pending the action of the State Convention.  
15

16 ARTICLE VII

17 ANNUAL MEETING  
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20 Section 1

21 The Annual Meeting of the STATE UNION shall be held during the month of  
22 January, February or March at a place designated by the State Board of Directors.  
23 The Notice of the Annual Meeting, including the day, hour and place, shall be  
24 provided to members by printing said Notice in the "Farm News & Views," or by  
25 other means determined by the board of directors not less than seven (7) days nor  
26 more than thirty days preceding the meeting.  
27

28 Section 2: SPECIAL MEETINGS

29 A special meeting of the members of the STATE UNION may be called upon  
30 resolution of the Board of Directors or upon petition of at least five thousand  
31 (5,000) members filed with the Secretary. The purpose of every special  
32 membership meeting shall be stated in the Notice thereof, and no business shall  
33 be transacted except as specified in the Notice thereof, and no business shall be  
34 transacted except as specified in the Notice. Notice of such meeting, including the  
35 day, hour, place, and purpose, shall be provided to members by printing said  
36 Notice in the "Farm News & Views," or by other means determined by the Board of  
37 Directors, not less than seven (7) days nor more than thirty (30) days preceding the  
38 meeting.  
39

40 Section 3: QUORUM

41 A quorum for any regular or special meeting will consist of at least a simple  
42 majority of all the delegates elected and in attendance.  
43

44 Section 4

45 When special rules are not adopted, Robert's Rule of Order will apply.  
46

47 ARTICLE VIII

48 BOARD OF DIRECTORS  
49

50 Section 1: TERM

51 Control of this STATE UNION shall be vested in a Board of seven (7) Directors.  
52 The seven (7) Directors shall be elected for terms of three (3) years or until their  
53 successors are chosen and qualified. There shall be elected three (3) Directors for  
54 a 3-year term, two (2) Directors for a 2-year term, and two (2) Directors for a 1-year  
55 term. Provided, upon the adoption of these By-Laws, the presently elected  
56 Directors shall continue for the balance of their term.  
57

1 Control of this STATE UNION shall be vested in a Board of seven (7) Directors.  
2 The seven (7) Directors shall be elected for terms of three (3) years or until their  
3 successors are chosen and qualified. The Board of Directors shall be divided into  
4 three (3) classes. Each class shall consist, as nearly as possible, of one-third of  
5 the whole number of the Board of Directors. Except as otherwise provided herein,  
6 the term of office of those Directors whose term is expiring as of the 2011 Annual  
7 Meeting of the members of the Corporation shall be considered Directors in the  
8 first class, the term of office of those Directors whose term expires as of the 2012  
9 Annual Meeting of members of the Corporation shall be considered Directors in the  
10 second class, and the term of office of those Directors of the Corporation whose  
11 term expires as of the 2013 Annual Meeting of the members of the Corporation  
12 shall be considered Directors in the third class. Except as otherwise provided  
13 herein, at each annual election the successor to the class of Directors whose terms  
14 have expired in that year shall be elected to hold office for a term of three (3)  
15 years.

16  
17 Notwithstanding the above, the Board of Directors shall at all times be  
18 comprised of a majority of Directors who are independent. To be considered  
19 independent for purposes of this Article VIII, the Director and his/her "Family  
20 Member(s)" (defined as a spouse, parent, children and siblings, whether by blood,  
21 marriage or adoption, or anyone residing in such person's home) may not, other  
22 than in the capacity as a member of the Board of Directors of the Company or  
23 committee of the Board, accept any consulting, advisory other compensatory fee  
24 from the Company, be an affiliated person of the Company or subsidiary thereof  
25 since the first day of the year in which the "Director" files for office. A "Director"  
26 shall not be an "insurance producer or agent" (defined as a person required to be  
27 licensed under the laws of Oklahoma to sell, solicit, or negotiate insurance) for  
28 AFRMIC, its subsidiaries or affiliates while serving as a Director and shall not have  
29 been an "insurance producer or Agent" for AFRMIC, its subsidiaries or affiliates at  
30 any time during the two (2) years prior to the date of his or her election as a  
31 Director of the Corporation,

#### 32 33 Section 2: POWERS

34 The Board of Directors, subject to restrictions of law, or these By-Laws, shall  
35 exercise all of the powers of the STATE UNION and perform all acts which said  
36 Board may deem in the best interest of the STATE UNION and its members. The  
37 STATE UNION has the powers to perform all acts which said Board may deem in  
38 the best interest of the STATE UNION and its members. The powers of the Board  
39 of Directors shall include, without limiting in any other way, other powers which  
40 said Board should have in accordance with the laws of the State of Oklahoma and  
41 the By-Laws of the STATE UNION the power to sell, lease, mortgage, or otherwise  
42 dispose of property of this Corporation and to perform all acts which said Board  
43 may deem in the best interests of its members. Any decision of the Board  
44 regarding the business of the STATE UNION shall be binding upon the Officers of  
45 the STATE UNION. In the event an interpretation of these By-Laws or a part  
46 hereof is necessary, the Board's decision regarding same shall be binding.

#### 47 48 Section 3: VACANCIES

49 When vacancies occur in the Board of Directors, the remaining members of the  
50 Board shall fill the vacancy by a qualified eligible member and each person so  
51 elected shall serve for the unexpired term created by the vacancy.

#### 52 53 Section 4: ELIGIBILITY

54 All candidates for Board members shall have been regular members of the  
55 STATE UNION the preceding five (5) years and have been actively engaged in  
56 production agriculture during this time, AND RECEIVED an appreciable portion of



1 their income from producing agriculture OR BE INVOLVED IN COOPERATIVE  
2 WORK WITH THE STATE UNION not have a conflict of interest and meet the  
3 eligibility requirements to serve on the Board of Directors of the American Farmers  
4 & Ranchers Mutual Insurance Company. For purposes of this provision, any  
5 activity or business endeavor that permits the person to favor business benefits in  
6 a similar organization, not in the best interest of, or in competition with the STATE  
7 UNION and its activities, shall constitute a conflict of interest.

8  
9 A candidate for a particular office must file in writing with the State Secretary  
10 not earlier than one hundred and twenty (120) calendar days and not later than  
11 ninety (90) calendar days prior to the next Convention. In case of there being no  
12 candidate for a position, the Board of Directors shall re-open the filing period.

13  
14 The time limit rules will be suspended in the case of the death of a candidate.  
15 In case a candidate, having filed, dies after the filing period is closed, but before  
16 the convention convenes, the Board shall then re-open the filing period for the  
17 position affected.

#### 18 19 Section 5: MEETINGS

20 The Board of Directors shall meet at least four (4) times per year. A  
21 meeting of the Directors may also be called at any time by the President or a  
22 majority of the then existing Board of Directors. Unless waived by attendance or in  
23 writing, seven (7) days notice of all meetings (except the meeting immediately  
24 following the Annual Meeting) shall be given by mail, telegram, or telephone. A  
25 quorum for all Directors' meetings shall be a majority of Directors.

26  
27 Any action which might be taken at a meeting of the Board of Directors may be  
28 taken without a meeting if a record or memorandum thereof is made in writing and  
29 is signed by all of the members of the Board.

#### 30 31 Section 6

32 Each Director shall receive for services rendered seventy-five dollars (\$75.00)  
33 per day, plus traveling expenses for regular meetings. A written report of all  
34 expenses of Officers and Directors, beginning with 1996, will be made available to  
35 the delegates at each Annual Meeting.

#### 36 37 Section 7

38 The Directors shall see that all Officers and employees having custody of or  
39 handling of the funds, securities, or property of the STATE UNION shall be bonded  
40 at the expense of the STATE UNION.

#### 41 42 Section 8

43 The Board of Directors shall control the policy of the Oklahoma paper, "Farm  
44 News & Views," appoint an auditor to audit the books annually, budget the finances  
45 of the STATE UNION, provide for hearings in case of controversy on membership,  
46 charters, and decide the question.

#### 47 48 Section 9

49 Officers or Board members filing for any other position within the STATE  
50 UNION must resign their present position, to be effective the day of the election at  
51 the State Convention and notify in writing (limited to letter, fax or email) the  
52 Secretary no later than one hundred and twenty (120) calendar days before the  
53 opening day of the State Convention. The filing period for the position being  
54 vacated shall be the period described in Section 4 above.

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The election shall be for the unexpired term of the position unless the position was scheduled for election at the next state Convention. Notification of the vacant position will be by letter to each County and Local Union and other means as determined by the Board of Directors. Such notification must be mailed, sent, or posted within ten (10) days of the Officer or Board member notifying the Secretary.

Section 10

The Board of Directors shall be elected by statewide vote with each of four defined districts having a minimum of one (1) Director each. No district may have more than two (2) Directors. The districts are indicated by map. Incumbents will be designated as either District or At-Large Directors according to the following designations:

DIRECTOR	DISTRICT
Terry Peach .....	1
Joe Ed Kinder .....	2
Jim Shelton .....	3
Bob Holley .....	4
Roy Perryman .....	At Large
Justin Cowan .....	At Large
Mike Humble .....	At Large

The Board of Directors shall be elected by statewide vote with (a) one (1) independent Director elected from each of four (4) districts defined in the map below ("District Directors"),, and (b) three (3) Directors, who are not required to be independent, elected as At-Large Directors. Each district shall have a minimum of one (1) Director. No district may have more than two (2) Directors. Only individuals who are independent shall be elected as a District Director. At-Large Directors may be, but are not required to be, independent.



ARTICLE IX  
OFFICERS OF THE STATE UNION

Section 1

The Officers of the STATE UNION shall be: President, Vice President,

1 Secretary and Treasurer. The Treasurer shall be appointed by the President and  
2 approved by the Board of Directors. Assistant Secretaries and Assistant  
3 Treasurers may also be appointed by the President and approved by the Board of  
4 Directors. The Chaplain and Doorkeeper shall be appointed by the President and  
5 approved by the Board of Directors. The Chaplain and Doorkeeper must be  
6 members of the STATE UNION  
7

## 8 Section 2: HOW ELECTED

9 The President, Vice President, and Secretary of the STATE UNION shall be  
10 elected by the voting delegates at their Annual Meeting to serve staggered terms.  
11 Such officers elected at the 1994 State Convention shall serve terms as follows:  
12 President three (3) years, Vice President two (2) years, Secretary one (1) year.  
13 Officers elected thereafter shall serve three year terms.  
14

## 15 Section 3: ELIGIBILITY

16 To be eligible for an elective position, all candidates for STATE OFFICE shall  
17 have been regular members of the STATE UNION the preceding five (5) years and  
18 have been actively engaged in production agriculture during this time, AND receive  
19 an appreciable portion of their income from production agriculture, OR BE  
20 INVOLVED IN CO-OPERATIVE WORK WITH THE STATE UNION and not have a  
21 conflict of interest. For purposes of this provision, any activity or business  
22 endeavor that permits the person to favor business benefits in a similar  
23 organization, not in the best interest of, or in competition with the STATE UNION  
24 and its activities, shall constitute a conflict of interest.  
25

26 A candidate for a particular office must file in writing with the State Secretary not  
27 earlier than one hundred and twenty (120) calendar days and not later than ninety  
28 (90) calendar days prior to the next convention. In case of there being no  
29 candidate for a position, the Board of Directors shall reopen the filing period.  
30

### 31 (a) PRESIDENT

32 The President shall be elected at the State Convention and shall hold office for a  
33 term of three (3) years and until a successor is elected and qualified. The  
34 President shall preside at State Conventions, shall preside at all meetings of the  
35 Board of Directors, may vote in case of a tie vote and perform such other duties as  
36 may be required by the Board of Directors. The President shall receive for  
37 services rendered a salary, the amount of which shall be determined and  
38 authorized by the Board of Directors and be reimbursed for necessary expenses  
39 when away from home on the business of the STATE UNION.  
40

### 41 (b) VICE PRESIDENT

42 Except as provided in Article IX, Section 2; the Vice President shall be elected at  
43 the State Convention and shall hold office for a term of three (3) years and until a  
44 successor is elected and qualified. The Vice President shall succeed to the office  
45 of President and serve for the unexpired term should the President's office become  
46 vacant for any reason, and shall have the power and authority to perform the duties  
47 and to exercise the powers of the President in the absence of or disability of the  
48 President. The Vice President shall have such other duties as are assigned from  
49 time to time by the President or Board of Directors and may advise the Board but  
50 cannot vote except while acting in the absence of the President where there is a tie  
51 vote.  
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55

1 (c) SECRETARY

2 Except as provided in Article IX, Section 2; the Secretary shall be elected at the  
3 State Convention and shall hold office for a term of three (3) years and until a  
4 successor is elected and qualified. The Secretary shall attend all sessions of the  
5 Board of Directors and meetings of the members and record all votes and minutes  
6 in a book to be kept for that purpose, together with the seal and charter, and shall  
7 have authority to affix the seal. The Secretary shall give, or cause to be given,  
8 notice of all meetings of the members and/or Board of Directors; the Secretary  
9 shall attest all deeds and contracts executed by the STATE UNION, and shall have  
10 such other duties as may be determined by the Board of Directors. The Secretary  
11 shall receive for services rendered a salary, the amount of which shall be  
12 determined and authorized by the Board of Directors and shall be reimbursed for  
13 necessary expenses when away from home on the business of the STATE UNION.

14 (d) TREASURER

15 The Treasurer shall have general custody of the corporate funds and securities  
16 and shall keep, or cause to be kept, full and accurate accounts of receipts and  
17 disbursements in books belonging to the STATE UNION, and shall cause to be  
18 deposited all monies and other valuable effects in the name and credit of the  
19 STATE UNION. The Treasurer shall render to the Directors at regular meetings of  
20 the Board, or whenever they may require it, a proper account and statement  
21 showing the financial condition of the STATE UNION and shall be bonded in the  
22 amount and manner determined by the Board of Directors. The Treasurer shall be  
23 reimbursed for necessary expenses when away from home on the business of the  
24 STATE UNION.

25 (e) ASSISTANT SECRETARY AND ASSISTANT TREASURER

26 Any Assistant Secretary or Assistant Treasurer that may be appointed shall  
27 perform such duties and be under such supervision as may be prescribed by the  
28 President.

29  
30 Section 4: VACANCIES

31 If a vacancy occurs in the office of President, the Vice President shall succeed  
32 to the office of President and serve for the unexpired term. If the Vice President is  
33 unable to serve as President or a vacancy occurs in the office of Vice President,  
34 the Board of Directors may, at its discretion, elect a person or persons from among  
35 its number to fill such vacancies, and the person so elected shall serve for the  
36 unexpired term. In the event a vacancy occurs in the office of Secretary or the  
37 Secretary is unable to serve for any reason, the Board of Directors may elect a  
38 person from the membership who may not be a Director, to fill such vacancy and  
39 serve the balance of the unexpired term. Any Board Member so elected to fill an  
40 officer vacancy for the unexpired term will not be required to resign from the Board  
41 of Directors until the next Annual Meeting.

42  
43 Section 5: REMOVAL FROM OFFICE

44 The Board of Directors, may by a vote of five (5) or more Directors, remove any  
45 Officer, elected or appointed, for incompetency, dishonesty, negligence of duties,  
46 or immoral conduct after the Officer accused has had an opportunity to be heard in  
47 person or through counsel.

48  
49 Section 6: COMMITTEES

50 The President may appoint, at the President's discretion, one or more  
51 committees, or at the direction of the Board of Directors, shall appoint one or more  
52 committees as is necessary for the best interest of the STATE UNION, and shall  
53 appoint a chairperson for such committees with the advice and consent of the  
54 Board of Directors. The Policy and Credential Committees and special  
55 appointments shall be made by the President and approved by the Board of  
56 Directors.

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Section 7

The Officers and Board Members of the STATE UNION are elected delegates to the National Convention.

Additional delegates and alternates to the maximum number allowable based on State Membership are elected from the floor. There shall be a limit of one (1) per family.

At least one (1) alternate for every two (2) delegates shall be elected to attend the National Convention.

A member Spouses of elected delegates to National Convention will be elected to act in the absence of alternate delegates will be eligible as a delegate every 3<sup>rd</sup> year. In the event of a full slate of delegates is not nominated for the National Convention, the Board is given the authority to waive the 3<sup>rd</sup> year eligibility rule. This three (3) year rule will not apply to the spouse serving as alternate delegate.

To be eligible for election as a delegate or alternate to the National Farmers Union Convention, a person must have been a member of the STATE UNION for at least the last two (2) years and must have been a delegate to and present at the State Convention.

Employees of STATE UNION are excluded from being delegates to the National Convention. Elected Officers and Board Members are not considered employees for the purpose of this amendment.

ARTICLE X

INITIATIVE AND REFERENDUM

Section 1

The right of the Initiative and Referendum, the Recall, and the Imperative Mandate shall not be denied the members of the Union.

Section 2

Five thousand (5,000) of the members may petition the President to submit to a referendum vote any measure, or ask the recall of any office, and upon receipt of such petition shall submit within thirty (30) days the same to a referendum vote of the delegates of the previous Convention by first class mail addressed to said delegates' last known address.

The referendum ballot must be submitted to the delegates, considered, and returned not later than sixty (60) days from the date on which the ballots were sent out by the Referendum Committee. The Referendum Committee shall count the votes of the referendum and notify the Board of Directors at the next meeting. The results of the referendum shall be published in the Oklahoma paper, "Farm News & Views."

ARTICLE XI

EXECUTION OF CONTRACTS

Except as otherwise required by statute, the Certificate of Incorporation, or these By-Laws, any contracts or other instruments may be executed and delivered in the name and on behalf of the STATE UNION by such Officer or Officers (including any Assistant Officer) of the STATE UNION as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these By-Laws, an Officer or agent or employee shall not have any power or authority to bind the STATE UNION by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

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ARTICLE XII

INSPECTION OF BOOKS

The Directors shall determine from time to time whether and, if allowed, when and under what conditions and regulation the accounts (except such as may be required by statute to be open to inspection), or any of them, shall be open to the inspection of the members and the members' rights in this respect are and shall be restricted and limited accordingly.

ARTICLE XIII

LOANS

The Directors may, from time to time, authorize by resolution of the Officers to effect loans and advances from a Corporation or a bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances, may make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the STATE UNION but no Officer(s) shall mortgage, pledge, hypothecate or transfer any securities or other property of the Organization, except when authorized by the Board.

ARTICLE XIV

CHECKS, DRAFTS, ETC.

All checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the STATE UNION and all notes or other evidences of indebtedness of the STATE UNION shall be signed in the name and on behalf of the STATE UNION by such persons and in such manner as shall from time to time be authorized by the Board.

ARTICLE XV

DEPOSITS

All funds of the STATE UNION not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an Officer(s) of the STATE UNION to whom such power of the designation may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the checks, drafts and orders for the payment of money which are payable to the order of the STATE UNION may be endorsed, assigned and delivered by any Officer or agent of the STATE UNION or in such other manner as the Board may determine by resolution.

ARTICLE XVI

GENERAL AND SPECIAL BANK ACCOUNTS

The Board may, from time to time, authorize the opening and keeping of general bank accounts with such banks, trust companies or other depositories as the Board may designate or as may be designated by any Officer(s) of the STATE

1 UNION to whom such power of designation may from time to time be delegated by  
2 the Board. The Board may make such special rules and regulations with respect to  
3 such bank accounts, not inconsistent with the provisions of these By-Laws, as it  
4 may deem expedient.

5  
6 ARTICLE XVII

7  
8 INDEMNIFICATION

9  
10 Section 1

11 The STATE UNION shall have power to indemnify any person who was or is a  
12 party or is threatened to be made a party to any threatened, pending or completed  
13 action, suit or proceeding, whether civil, criminal, administrative or investigative  
14 (other than action by or in the right of the STATE UNION) by reason of the fact that  
15 the person is or was a Director or Officer of the STATE UNION or is or was serving  
16 at the request of the STATE UNION as a Director or Officer of another corporation  
17 or other enterprise, against expenses (including attorney's fees), judgments, fines  
18 and amounts paid in settlement actually and reasonably incurred by the individual  
19 in connection with such action, suit or proceeding if the person acted in good faith  
20 and in a manner he or she reasonably believed to be in or not opposed to the best  
21 interests of the STATE UNION and with respect to any criminal action or  
22 proceeding, had no reasonable cause to believe his or her conduct was unlawful.  
23 The termination of any action, suit or proceeding by judgment, order, settlement,  
24 conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself,  
25 create a presumption the person did not act in good faith and in a manner which  
26 this person reasonably believed to be in or not opposed to the best interest of the  
27 STATE UNION and, with respect to any criminal action or proceeding, had no  
28 reasonable cause to believe that his or her conduct was unlawful.

29  
30 Section 2

31 The STATE UNION shall have the power to indemnify any person who was or  
32 is a party or is threatened to be made a party to any threatened, pending or  
33 completed action or suit by or in the right of the STATE UNION to procure a  
34 judgment in its favor by reason of the fact that this person is or was a Director or  
35 Officer of the STATE UNION or is or was serving at the request of the STATE  
36 UNION as a director or officer of another corporation, or other enterprise against  
37 expenses (including attorney's fees) actually and reasonably incurred by the  
38 individual in connection with the defense or settlement of such action or suit if the  
39 person acted in good faith and in a manner he or she believed to be in or not  
40 opposed to the best interest of the STATE UNION and except that no  
41 indemnification shall be made in respect of any claim, issue or matter as to which  
42 such person shall have been adjudged to be liable for negligence or misconduct in  
43 the performance of this person's duty to the STATE UNION unless and only to the  
44 extent that the District Court or the court in which such action or suit was brought  
45 shall determine upon application that, despite the adjudication of liability but in view  
46 of all the circumstances of the case, such person is fairly and reasonably entitled to  
47 indemnify for such expenses which the District Court or such other court shall  
48 deem proper.

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Section 3

Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the STATE UNION in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that the individual is entitled to be indemnified by the STATE UNION as authorized in this section.

Section 4

The STATE UNION shall have power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the STATE UNION or is or was serving at the request of the Corporation as director or officer of another corporation or other enterprise against any liability asserted against this person and incurred by this person in any such capacity, or arising out of this person's status as such, whether or not the STATE UNION would have the power to indemnify this person against such liability under the provisions of this section.

Section 5

Determination of the right to such indemnification and the amount thereof may be made pursuant to procedure set forth from time to time in these By-Laws or by any of the following procedures: (a) order of the court or administrative body or agency having jurisdiction of the action, suit or proceeding; (b) resolution adopted by a majority of a quorum of the Board of Directors of the STATE UNION without counting in such majority or quorum any Directors who have incurred expenses in connection with such action, suit or proceeding; (c) if there is no quorum of Directors who have not incurred expenses in connection with such action, suit or proceeding, then by resolution adopted by a majority of a committee of members or Directors who have not incurred such expenses, appointed by the Board of Directors; (d) resolution adopted by a majority or a quorum of the members entitled to vote at any meeting. Any such determination that a payment by way of indemnity should be made shall be binding upon the STATE UNION.

ARTICLE XVIII

AMENDMENT TO BY-LAWS

Amendments to these By-Laws may be proposed by resolution from the County Union, Local Union, or the Board of Directors, and filed with the Secretary not less than ninety (90) days preceding any special or annual meeting, which proposals are to be published or included in a mailed notice at least thirty (30) days prior to the meeting.

The President shall appoint a By-Laws Committee, with the approval of the Board of Directors, for the purpose of consideration of proposed changes and to make recommendations with regard to the proposed changes to the delegates at the Annual Meeting. Proposed amendments shall be presented to the Annual Meeting by the Chairperson of the By-Laws Committee and may be adopted and these By-Laws amended by a two-thirds favorable vote of the delegates voting at the Annual Meeting.

County and Local Unions may adopt such By-Laws as do not conflict with By-Laws of the National and STATE UNION.



ARTICLE XX  
PROMOTIONAL FEE

The Mutual Insurance Company shall pay up to one percent (1%) of its annual premium to the State Union to support programs that further the purpose and promotes the Mutual Insurance Company, with the exact amount being set at the discretion of the Board of Directors,

ARTICLE XXI

APPROVAL

The foregoing By-Laws, after having been read article by article, were adopted and certified by the members of THE OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC. at their first meeting held on the 8<sup>th</sup> day of February, 1982.

The By-Laws, as amended and restated herein, are the true and complete By-Laws of THE OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC., as amended by its members through February 23, 2013.

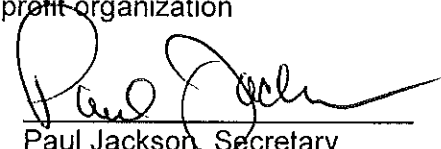
IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and attested by its Secretary, this 21<sup>st</sup> day of February, 2014.

OKLAHOMA STATE UNION OF  
THE FARMERS EDUCATIONAL  
AND CO-OPERATIVE UNION OF  
AMERICA, INC., an Oklahoma  
nonprofit organization

By:   
Terry Detrick, President

ATTEST:

OKLAHOMA STATE UNION OF  
THE FARMERS EDUCATIONAL  
AND CO-OPERATIVE UNION OF  
AMERICA, INC., an Oklahoma  
nonprofit organization

By:   
Paul Jackson, Secretary