

AMENDMENT A

EXPLANATION:

1. Allows for improved administration of proposed bylaw changes.
2. Affords more time to consider proposed bylaw changes in the committee process.
3. Allows more time to prepare proposal for the printing and notice process.

AMENDMENT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OKLAHOM STATE UNION OF THE FARMERS EDUCATIONAL
AND CO-OPERATIVE UNION OF AMERICA, INC.**

ARTICLE IX

These Articles of Incorporation may be altered, amended, or repealed by a resolution of the Board of Directors which resolution must be ratified by the vote of two-thirds (2/3) majority of the members of the Corporation present in person or at a regular or special meeting of the members of which notice in writing of said proposed amendments to be filed with the Secretary not less than ~~ninetysixty~~ (690) 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.

Amendments to the corporation's By-Laws may be proposed by resolution of the Board of Directors or upon petition signed by at least five thousand (5,000) policyholders and filed with the Secretary not less than ~~ninetysixty~~ (690) 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. Proposed amendments may be adopted and the corporation's By-Laws amended by a 2/3 favorable vote of the policy holders voting at a regular or special meeting of the members subject to said notice requirements.

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AMENDMENT B

EXPLANATION:

1. Allows for the publication of periodicals including the Farm News and Views.

AMENDMENT B

**AMENDED AND RESTATED
BYLAWS
OF
OKLAHOM STATE UNION OF THE FARMERS EDUCATIONAL
AND CO-OPERATIVE UNION OF AMERICA, INC.**

ARTICLE I

TITLE, OBJECTS, LOCATION, SEAL

Section 2: OBJECTS

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

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

1. To adopt programs calculated to promote better conditions for persons in agricultural pursuits;
2. To operate, aid in the organization and maintenance of a non-profit commodity and service co-operative for members thereof;
3. To distribute and disseminate information to farm families and especially to its members for carrying out a program of education in cooperation and co-operative philosophy generally and engage in such activities in carrying out its declared purposes and, if possible and practical in a way that will entitle it, operating for its members, to exemption from the payment of income taxes as such organization, and;
4. To publish ~~periodicals one of a newspaper~~ which shall be identified as the "Farm News & Views." The Farmers Union is especially designed to promote the general welfare of family-type farmers and as set forth in the Articles of Incorporation of the National Union and the specific and general purposes herein before enumerated and as here-in after provided in these By-Laws, and as further set forth in its action program adapted annually by its State Convention.

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AMENDMENT C

EXPLANATION:

1. The federal exemption has expired.
2. Allows for additional dues at all levels of our organization.
3. Specifically provides an additional dollar of dues to each county and local.
4. Help offset the dues increase already passed by the National Union.
5. Reduces the need for Mutual to subsidize the Cooperative.

AMENDMENT C

ARTICLE III

DUES

Section 1

~~___ In the event the federal tax exemption is eliminated,~~ The annual dues of each member shall be a minimum thirty-five dollars (\$35.00). The dues shall be divided in the following proportions: to the County Union, ~~six five~~ dollars (\$~~65~~.00): to the Local Union, ~~threetwo~~ dollars (\$~~32~~.00) and National Union shall receive six dollars (\$6.00) for 2013, seven dollars (\$7.00) for 2014 and eight dollars (\$8.00) for 2015 and thereafter per member. Annual dues will be distributed by the State Office to the counties and/or locals properly constituted with the election of officers ~~as set forth in ARTICLE V and to the National Union.~~ The balance of the money will be kept at the state to be appropriated for ~~any national dues and~~ programs, expenses, etc.

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AMENDMENT D

EXPLANATION:

1. Removes requirement to issue special membership cards.

AMENDMENT D

ARTICLE III

DUES

Section 3

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

separate record of voting and non-voting members. ~~The State Secretary shall issue special membership cards to non-voting members.~~

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AMENDMENT E

EXPLANATION:

1. To require candidates for the Cooperative board of directors to also meet the qualifications of the Mutual board of directors.
2. To allow for a filing period to seek office.

AMENDMENT E

ARTICLE VIII

BOARD OF DIRECTORS

Section 4: ELIGIBILITY

All candidates for Board members shall have been regular members of the STATE UNION the preceding five (5) years and have been actively engaged in production agriculture during this time, AND RECEIVED an appreciable portion of their income from producing agriculture OR BE INVOLVED IN COOPERATIVE WORK WITH THE STATE UNION, ~~and~~ not have a conflict of interest and meet the eligibility requirements to serve on the Board of Directors of the American Farmers & Ranchers Mutual Insurance Company. For purposes of this provision, any activity or business endeavor that permits the person to favor business benefits in a similar organization, not in the best interest of, or in competition with the STATE UNION and its activities, shall constitute a conflict of interest.

A candidate for a particular office must file in writing with the State Secretary not earlier than one hundred and twenty (120) calendar days and not later than ninety-sixty (690) calendar days prior to the next Convention. In case of there being no candidate for a position, the Board of Directors shall re-open the filing period.

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AMENDMENT F

EXPLANATION:

1. Requires officers and board members seeking a different office to declare so no later than 120 days before the next Convention.

2. Allows for a candidate filing period as stated in Amendment E.

AMENDMENT F

ARTICLE VIII

BOARD OF DIRECTORS

Section 9

Officers or Board members filing for any other position within the STATE UNION must resign their present position, to be effective the day of the election at the State Convention and . ~~The Officers or Board members must notify in writing (limited to letter, fax or email) the Secretary no later than file for the office~~ one hundred and twenty (1020) calendar days before the opening day of the State Convention. The filing period for the position being vacated shall be the period described in Section 4 above. will end sixty (60) calendar days prior to the opening day of the next State Convention. 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 filing for the new office.

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AMENDMENT G

EXPLANATION:

1. Allows for the Treasurer to be appointed instead of elected.

AMENDMENT G

ARTICLE IX

OFFICERS OF THE STATE UNION

Section 1

The Officers of the STATE UNION shall be: President, Vice President, and Secretary, and/ Treasurer. The Treasurer shall be appointed by the President and approved by the Board of Directors. The Officers may include on or more Assistant Secretaries and Assistant Treasurers may also be appointed, determined by the President and approved by the Board of Directors. The Chaplain, and Doorkeeper shall will be appointed by the President and approved by the Board of Directors. The Chaplain, and Doorkeeper appointees must be members of the STATE

UNION. _____

Section 2: HOW ELECTED

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

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AMENDMENT H

EXPLANATION:

1. Allows for the filing period as stated in Amendment E.

AMENDMENT H

ARTICLE IX

OFFICERS OF THE STATE UNION

Section 3: ELIGIBILITY

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

A candidate for a particular office must file in writing with the State Secretary not earlier than one hundred and twenty (120) calendar days and at least not later than ninety-sixty (690) calendar days prior to the next convention. In case of there being no candidate for a position, the Board of Directors shall reopen the filing period.

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AMENDMENT I

EXPLANATION:

1. Places in the Bylaws the current custom and practice of the President and board of directors regarding the Policy and Credentials Committees.

AMENDMENT I

ARTICLE IX

OFFICERS OF THE STATE UNION

Section 6: COMMITTEES

The President may appoint, at the President’s discretion, one or more committees, or at the direction of the Board of Directors, shall appoint one or more committees as is necessary for the best interest of the STATE UNION, and shall appoint a chairperson for such committees with the advice and consent of the Board of Directors. The Policy and Credential Committee and special appointments shall be made by the President and approved by the Board of Directors.

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AMENDMENT J

EXPLANATION:

1. Allows for improved administration of proposed bylaw changes.
2. Affords more time to consider proposed bylaw changes in the committee process.
3. Allows more time to prepare proposal for the printing and notice process.
4. Allows the board of directors to approve the Bylaws Committee.

AMENDMENT J

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-sixty (690) 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.

AMENDMENT K

EXPLANATION:

1. Allows for improved administration of proposed bylaw changes.
2. Affords more time to consider proposed bylaw changes in the committee process.
3. Allows more time to prepare proposal for the printing and notice process.

AMENDMENT K

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY**

ARTICLE IX

These Articles of Incorporation may be altered, amended, or repealed by a resolution of the Board of Directors which resolution must be ratified by the vote of two-thirds (2/3) majority of the members of the Corporation present in person or at a regular or special meeting of the members of which notice in writing of said proposed amendments to be filed with the Secretary not less than ~~ninetysixty~~ (690) 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.

Amendments to the corporation's By-Laws may be proposed by resolution of the Board of Directors or upon petition signed by at least five thousand (5,000) policyholders and filed with the Secretary not less than ~~ninetysixty~~ (690) 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. Proposed amendments may be adopted and the corporation's By-Laws amended by a 2/3 favorable vote of the policy holders voting at a regular or special meeting of the members subject to said notice requirements.

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AMENDMENT L

EXPLANATION:

1. Clarifies and updates the language regarding notice for the convention.

AMENDMENT L

**AMENDED AND RESTATED
BYLAWS
OF
AMERICAN FARMERS & RANCHERS MUTUAL INSURANCE COMPANY**

ARTICLE III

MEETINGS

Section 1 - Annual Meeting. The Annual Meeting of policyholders shall be held at a time and place fixed by the Board of Directors, which shall coincide so far as possible with the time and place of the Annual Convention of the State Union. The Notice of the Annual Meeting, including the day, hour, and place, shall be provided to policyholders by ~~printing~~distributing said Notice in the “Farm News & Views,” or by other means determined by the Board of Directors not less than seven (7) days nor more than thirty (30) days preceding the meeting.

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AMENDMENT M

EXPLANATION:

1. Clarifies that eligibility for the board of directors of Mutual requires the candidate be a policyholder of Mutual or a subsidiary.
2. To be eligible to stand for reelection a current board member would be required to complete certain educational requirements.

AMENDMENT M

ARTICLE IV

BOARD OF DIRECTORS

Section 3 - Eligibility. Eligibility for membership on the Board of Directors shall be limited to policyholders of the Corporation or a subsidiary. No person shall be eligible to serve as a

member of the Board of Directors of the Corporation who has a conflicting interest in a similar organization as an officer, director, or agent, or who would, by reason of other affiliations, be in a position to engage in or profit from transactions prohibited by statute, or who is not then lawfully serving as a Director of the State Union. Once a Director has been elected to be eligible for reelection he/she must have a current farm mutual director certificate from NAMIC or a similar certificate and be current on continuing education opportunities from NAMIC or other similar organization at the time he/she files for reelection.

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AMENDMENT N

EXPLANATION:

1. Allows for the Treasurer to be appointed instead of elected.

AMENDMENT N

ARTICLE IV

BOARD OF DIRECTORS

Section 5 – Officers.

- (a) Officers. The Officers of the Corporation may include a Chief Executive Officer (CEO), a President, a Vice President, a Secretary/ and a Treasurer. The Treasurer, One or more Assistant Secretaries and one or more Assistant Treasurers may be appointed by the Chief Executive Officer upon the approval of the Board of Directors.
- (b) How Elected. The President, Vice President, and Secretary/~~Treasurer~~ shall be elected by the policyholders at their Annual Meeting to serve the same term and office of this Corporation as they serve for the State Union. No person shall be eligible to serve and hold such offices who has a conflicting interest in a similar organization as an officer, director, or agent, who would, by reason of other affiliations be in a position to engage in or profit from

transactions prohibited by statute, or who is not then lawfully elected to serve in the same office of the State Union.

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AMENDMENT O

EXPLANATION:

1. Requires officers or board members seeking a different office to declare so no later than 120 days before the next Convention.
2. To allow for a filing period to seek office.

AMENDMENT O

ARTICLE IV

BOARD OF DIRECTORS

Section 7 - Officers or Board Members filing for any other position within the Corporation must resign their present position, to be effective the day of the election at the State Convention ~~and. The Officers or Board Members must file for the office~~ notify in writing (limited to letter, fax or email) the Secretary no later than one hundred ~~and twenty~~ (1020) calendar days before the opening day of the State Convention. The filing period for the position being vacated will begin no earlier than one hundred and twenty (120) calendar days and no later than ninetysixty (690) calendar days prior to the opening day of the next State Convention. 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 notifying the Secretary~~member filing for the new office.~~

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AMENDMENT P

EXPLANATION:

1. Allows for improved administration of proposed bylaw changes.

2. Affords more time to consider proposed bylaw changes in the committee process.
3. Allows more time to prepare proposal for the printing and notice process.

AMENDMENT P

ARTICLE IX

AMENDMENT TO THE BYLAWS

Amendments to these By-Laws may be proposed by resolution of the Board of Directors or upon petition signed by at least five thousand (5,000) policyholders and filed with the Secretary not less than ~~ninetysixty~~ (690) days preceding any special or annual meeting. Which proposals are to be published or included in a mailed notice at least (30) days prior to the meeting Proposed amendments may be adopted, and these By-Laws amended by a two-thirds (2/3) favorable vote of the policyholders voting at a regular or special meeting of the members subject to said notice requirements.

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