

FARM EQUIPMENT MANUFACTURERS ASSOCIATION

BYLAWS

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FARM EQUIPMENT MANUFACTURERS ASSOCIATION
Bylaws

ARTICLE I

Name, Purpose, Mission Statement, Location, and Corporate Seal

Section 1. *NAME* The name of this association shall be Farm Equipment Manufacturers Association (hereinafter referred to as the "Association," "FEMA," or "Corporation").

Section 2. *PURPOSE* The purpose of the Farm Equipment Manufacturers Association is to enhance the shortline farm equipment manufacturing industry in accordance with the mission statement and strategic plan.

Section 3. *MISSION STATEMENT* The Farm Equipment Manufacturers Association shall provide industry leadership to enhance business opportunities and profitability to the Membership.

Section 4. *LOCATION* The location of the principal office of the Association shall be determined by the Board of Directors. The registered office of the Association, required by the General Not-For-Profit Corporation Act to be maintained in the State of Missouri, may be, but need not be, identical with the principal office of the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 5. *CORPORATE SEAL* The Association shall have a corporate seal which shall have inscribed thereon the name of the Association and the words "Corporate Seal" and "State of Missouri."

ARTICLE II
Limitations

Section 1. *LIMITATIONS* No recommendation, representation, or report of any Officer, Committee, Product Council, or Member of the Association shall be binding upon the Association nor shall be considered as representing the opinion or policy of the Association, unless the same shall be submitted to and approved by the Board of Directors.

ARTICLE III
Membership

Section 1. *REGULAR MEMBERSHIP* Any entity possessing fixed manufacturing assets within the United States and/or Canada and actively engaged in the manufacture and sale of shortline farm equipment may apply for membership.

Section 2. *FOREIGN MEMBERSHIP*

- a. Any individual entity meeting the above requirements for Regular Membership except having manufacturing facilities in the United States and/or Canada subject to the conditions listed below may apply for Foreign Membership.
 - 1 The Member must maintain a United States and/or Canadian-based sales office, and
 - 2 The Member must provide proof of adequate product liability insurance coverage or bonding by a United States and/or Canadian-based insurer.
- b. *MANAGEMENT* Management of the affairs of the Foreign Membership shall be vested in the Board of Directors.

Section 3. *SUPPLIER ASSOCIATE MEMBERSHIP*

- a. Any entity not qualifying for Regular or Foreign Membership, yet supplying raw materials, component parts of whole goods, or other services to farm equipment manufacturers approved by the Board of Directors, not to include marketing of whole goods, may apply for Supplier Associate Membership.
- b. **MEMBERSHIP** A Supplier Associate Member of FEMA shall automatically and without payment of additional membership dues become a member of FEMA's Supplier Associate Membership.
- c. No Supplier Associate Member shall identify themselves as an "approved" or "endorsed" FEMA supplier unless so approved by the FEMA Board of Directors. Violation of this is subject to immediate termination of membership.
- d. **MISSION STATEMENT**
 1. The Supplier Associate Membership will strive to provide an environment for the exchange of ideas, friendship, and selling goods and services to industry represented by the Regular Membership.
 2. The Supplier Associate Membership will support and enhance the shortline farm equipment manufacturing industry in accordance with the Regular Membership's mission.
 3. The Supplier Associate Membership, together with the Regular Membership, will build a healthy and financially strong FEMA.
- e. **SUPPLIER BOARD OF GOVERNORS** Any designated representative of a member in good standing of the Supplier Associate Membership shall be eligible to serve on the Supplier Board of Governors.
 1. The Supplier Board of Governors shall consist of nine (9) members including a Chairman, Vice Chairman, Secretary, Treasurer, and five (5) Governors.
 2. Governors shall be elected for terms of three (3) years and may not serve more than two (2) successive, elected terms.
 3. Election of Governors shall be held annually.
 4. In exceptional situations where the Supplier Board of Governors by majority vote deems it necessary to extend the term of a Governor and/or Officer, such action shall require confirmation by a two-thirds (2/3) "yea" vote by the Regular Membership at the Annual Business Session.
 5. Vacancies created by resignation or death may be filled by appointment by the Chairman. The Governor so appointed shall serve out the remaining term of the seat vacated.
 6. The election shall be held in conjunction with the FEMA Spring Management Clinic; and, if this meeting is not held, then the election shall be held at the next meeting of the Association. Supplier Associate Members shall be notified in writing of said election not less than thirty (30) days prior to said election.
 7. Nominations for election shall be recommended to the Supplier Associate Membership at the FEMA Spring Management Clinic by a committee to be appointed by the Chairman of the Supplier Board of Governors.

- f. VOTING Supplier Associate Members shall have one (1) vote per company in any ballot conducted by the Supplier Associate Membership.
- g. ELECTIONS Special elections of the Supplier Associate Membership may be called on thirty (30) days notice with the approval of the President of FEMA. Ten percent (10%) of the Supplier Associate Membership shall constitute a quorum. If a quorum is present, a majority vote of the Supplier Associate Members in attendance shall be required in all elections, except in an assessment involving payment of funds for any purpose, a two-thirds (2/3) majority shall be necessary for a proposal to be adopted.
- h. QUORUM A majority of the Supplier Board of Governors shall constitute a quorum. The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Supplier Board of Governors, except where otherwise provided by law or by these bylaws.
- 1. MANAGEMENT Management of the affairs of the Supplier Associate Membership shall be vested in the Supplier Board of Governors. At other than regular meetings of the Supplier Board of Governors, the Executive Committee, consisting of the Chairman, Vice Chairman, Secretary, and Treasurer, may act for the Supplier Board of Governors.
- 2. ELECTION OF OFFICERS Following the report of the Nominating Committee and election of the Supplier Board of Governors, the Governors shall, that day, hold an organizational meeting and elect from among the Governors a Chairman, Vice Chairman, Secretary, and Treasurer. Within ten (10) days of said election, the Secretary shall notify the President of FEMA of the results.
- 3. DUTIES OF OFFICERS AND GOVERNORS Officers and Governors shall serve without compensation, and the Supplier Associate Membership shall incur no expense in their attendance at Board or committee meetings.

The Chairman shall preside at all meetings of the Supplier Associate Membership.

The Vice Chairman shall preside at all meetings in the absence or inability to serve of the Chairman and shall carry out all duties assigned by the Chairman.

The Secretary shall be responsible for proper notice of all meetings; shall write minutes of all meetings, copies of which shall be furnished to FEMA not more than sixty (60) days after each meeting; and, shall draft a printed agenda and circulate it to all members at least ten (10) days before each meeting.

The Treasurer shall disburse all funds of the Supplier Associate Membership, establishing a separate bank account for the deposit of funds. Said account shall require the signature of both the Chairman and the Treasurer for withdrawal and collections, and withdrawals shall have been approved by the general Membership by vote either in a regular or special meeting or by mail ballot or by approval of the Supplier Board of Governors. Said funds shall never exceed three (3) times the amount of dues received by the Supplier Associate Membership in the preceding year.

The Treasurer shall maintain a proper set of books which shall be audited by FEMA or their appropriate designee. The Chairman of the Supplier Board of Governors shall be required to make a written report at the next annual meeting of the Supplier Board of Governors.

A designated representative elected by majority vote of the Supplier Board of Governors shall be responsible for the communications of official information to and from the FEMA Board of Directors and will have a three-year (3) term on the FEMA Board of Directors, yet not serve as an Officer.

Contracts and actions of the Supplier Associate Membership shall in no way be represented as the action of the Farm Equipment Manufacturers Association. FEMA accepts no legal or financial obligations incurred by the Supplier Associate Membership.

Section 4. *MARKETING ASSOCIATE MEMBERSHIP*

- a. Any entity involved in the marketing of farm, garden, power, and light industrial equipment (“Equipment”) who possesses a warehouse facility for wholesale distribution of the Equipment or purchases and resells the Equipment or physically markets or earns a sale-based commission from the manufacturer or distributor of the Equipment may apply for Marketing Associate Membership.
- b. **MEMBERSHIP** A Marketing Associate Member of FEMA shall automatically and without payment of additional membership dues become a member of FEMA’s Marketing Associate Membership.
- c. **MARKETING BOARD OF GOVERNORS** Any designated representative of a member in good standing of the Marketing Associate Membership shall be eligible to serve on the Marketing Board of Governors.
 1. The Marketing Board of Governors shall consist of nine (9) members including a Chairman, Vice Chairman, Secretary-Treasurer, and six (6) Governors.
 2. Governors shall be elected for terms of three (3) years and may not serve more than two (2) successive, elected terms.
 3. Election of Governors shall be held annually.
 4. In exceptional situations where the Marketing Board of Governors by majority vote deems it necessary to extend the term of a Governor and/or Officer, such action shall require confirmation by a two-thirds (2/3) “yea” vote by the Regular Membership at the Annual Business Session.
 5. Vacancies created by resignation or death may be filled by appointment by the Chairman. The Governor so appointed shall serve out the remaining term of the seat vacated.
 6. The election shall be held in conjunction with the FEMA Fall Convention; and, if this meeting is not held, then the election shall be held at the next meeting of the Association. Marketing Associate Members shall be notified in writing of said election not less than thirty (30) days prior to said election.
 7. Nominations for election shall be recommended to the Marketing Associate Membership in regular business sessions by a committee to be appointed by the Chairman of the Marketing Board of Governors.
- d. **VOTING** Marketing Associate Members shall have one (1) vote per company in any ballot conducted by the Marketing Associate Membership.
- e. **ELECTIONS** Special elections of the Marketing Associate Membership may be called on thirty (30) days notice with the approval of the President of FEMA. Ten percent (10%) of the Marketing Associate Membership shall constitute a quorum. If a quorum is present, a majority vote of the Marketing Associate Members in attendance shall be required in all elections, except in an assessment involving payment of funds for any purpose, a two-thirds (2/3) majority shall be necessary for a proposal to be adopted.

- f. **QUORUM** A majority of the Marketing Board of Governors shall constitute a quorum. The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Marketing Board of Governors, except where otherwise provided by law or by these bylaws.
- g. **MANAGEMENT** Management of the affairs of the Marketing Associate Membership shall be vested in the Marketing Board of Governors. At other than regular meetings of the Marketing Board of Governors, the Executive Committee, consisting of the Chairman, Vice Chairman, and Secretary-Treasurer, may act for the Marketing Board of Governors.
- h. **ELECTION OF OFFICERS** Following the report of the Nominating Committee and election of the Marketing Board of Governors, the Governors shall, that day, hold an organizational meeting and elect from among the Governors a Chairman, Vice Chairman, and Secretary-Treasurer. Within ten (10) days of said election, the Secretary-Treasurer shall notify the President of FEMA of the results.
- i. **DUTIES OF OFFICERS AND GOVERNORS** Officers and Governors shall serve without compensation, and the Marketing Associate Membership shall incur no expense in their attendance at Board or committee meetings.

The Chairman shall preside at all meetings of the Marketing Associate Membership.

The Vice Chairman shall preside at all meetings in the absence or inability to serve of the Chairman and shall carry out all duties assigned by the Chairman.

The Secretary-Treasurer shall be responsible for proper notice of all meetings; shall write minutes of all meetings, copies of which shall be furnished to FEMA not more than sixty (60) days after each meeting; and, shall draft a printed agenda and circulate it to all members at least ten (10) days before each meeting. A designated representative who has served a minimum of one (1) term on the Marketing Board of Governors shall be elected by majority vote of the Marketing Board of Governors and be responsible for the communication of official information to and from the FEMA Board of Directors and will have a three-year (3) term on the FEMA Board of Directors, yet not serve as an Officer.

Contracts and actions of the Marketing Associate Membership shall in no way be represented as the action of the Farm Equipment Manufacturers Association. FEMA accepts no legal or financial obligations incurred by the Marketing Associate Membership.

Section 5. *APPLICATION FOR MEMBERSHIP*

- a. Application for membership in FEMA shall be made in writing on a form approved by the Board of Directors and the applicant shall be sponsored by a member in good standing or the Executive Vice President of the Association.

b. The applicant may be approved for membership by the Board of Directors according to Article V.

Section 6. *PERSONAL REPRESENTATION* Each Association Member shall certify in writing to the Executive Vice President the name of its representative, preferably an officer or member of the firm, who shall vote and act for the Member in all Association activities. A member may change its representative by giving notice to the Executive Vice President.

Section 7. *RESIGNATION* Any Association member may resign upon notice to the Association, provided

all dues or other financial obligations to the Association shall have been discharged up to the effective date of withdrawal.

Section 8. *SUSPENSION* Any member whose dues are three (3) months in arrears may be suspended from the Membership by a majority vote of the Board of Directors fifteen (15) days following written notice by the FEMA office stating the reason(s) for such suspension. An opportunity will be given to the Member to be heard, orally or in writing, not less than five (5) days before the effective date of suspension, by the President who is authorized to decide that the proposed suspension not take place.

Section 9. *EXPULSION* Following fifteen (15) days written notice by the FEMA office, any member may be expelled for failure to abide by the Association bylaws or any cause considered just by a two-thirds (2/3) vote of the Regular Membership at any regular or special meeting, or by a unanimous vote of the Board of Directors. An opportunity will be given to the Member to be heard, orally or in writing, not less than five (5) days before the effective date of expulsion, by the President who is authorized to decide that the proposed expulsion not take place.

Section 10. *REFUND* In the event of resignation, suspension, or expulsion, there shall be no division of surplus or refund of dues or other assessments paid.

Section 11. *REINSTATEMENT*

- a. A former member of the Association whose resignation was accepted by the Board of Directors may be reinstated under the provisions for new membership.
- b. A member who has been suspended for non-payment of dues may be reinstated, after payment of all past obligations to the Association, under the provisions for new membership.
- c. A former member who has been expelled by the Association, upon application for membership as provided for new members, may be reinstated by a two-thirds (2/3) vote of the Regular Membership or by a unanimous vote of the Board of Directors.

ARTICLE IV **Product Councils**

Section 1. *CREATION OF COUNCILS* The Board of Directors shall provide for such Product Councils as it deems necessary.

Section 2. *ELIGIBILITY* To be eligible for participation in a Product Council, a company must manufacture one or more products included within the Product Council's designated area of interest or supply raw materials or services to the manufacturers in that designated area of interest. Non-FEMA members, meeting the same criteria, are also eligible for participation in Product Councils.

Section 3. *CHAIRMAN* The FEMA Regular Members of each Product Council shall annually elect a Chairman who must also be a Regular Member. The Product Council Chairman shall call meetings and shall preside at such meetings. He/she may appoint such committees from the Product Council as deemed appropriate and shall exercise powers authorized and approved by the FEMA Board of Directors. Product Council Chairmen are to prepare a written report that shall be delivered to the Board of Directors annually. In addition, the Chairman shall be responsible for all meeting minutes or designate an appropriate Product Council Regular Member to keep such minutes if FEMA staff is unavailable.

Section 4. *VICE CHAIRMAN* The FEMA Regular Members of each Product Council shall annually elect a Vice Chairman who must also be a Regular Member. The Vice Chairman shall act in the place of the Chairman in his/her absence or in the event of the Chairman's inability to serve.

ARTICLE V
Voting and Mail Ballots

Section 1. *VOTING* Each Regular Member, through its designated representative, shall be entitled to one vote in any annual, semi-annual, or special meeting of the Association. There shall be no voting privileges extended to Foreign Members or Associate Members.

Section 2. *MAIL BALLOTS* Any vote of the Board of Directors, unless otherwise specifically provided in these bylaws, may be taken by letter, electronic, or facsimile ballot and must receive unanimous approval of the Board of Directors. Directors not recording their vote within the voting period shall be deemed to have voted in the affirmative. All solicitations for votes by written ballot shall:

- a. Specify the time by which a ballot must be received by the Association in order to be counted, and
- b. Any vote not unanimous shall be taken up at the next meeting of the Board of Directors.

ARTICLE VI
Initiation Fee, Dues, Prorating, and Assessments

Section 1. *INITIATION FEE* All applications for membership shall be accompanied by an initiation fee in any amount to be determined by the Board of Directors.

Section 2. *DUES* Dues shall be paid in advance quarterly, semi-annually, or annually in amounts to be established by the Board of Directors.

Section 3. *PRORATING* Dues for the fiscal year in which a member is approved shall be prorated for not less than three (3) months.

Section 4. *ASSESSMENTS* Special assessments may be levied by the Board of Directors for extraordinary expenses incurred by the Association.

ARTICLE VII
Fiscal Year

Section 1. *FISCAL YEAR* The fiscal year of the Association shall commence on September 1 of each year and end on August 31 of the succeeding year.

ARTICLE VIII
Meetings

Section 1. *ANNUAL MEETING* The annual meeting of the Association shall be held at a time and place to be selected by the President and the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. *SPECIAL MEETINGS* Special meetings of the Association may be called by the President at any time and shall be called by him/her upon the request of the Board of Directors or upon the written request of five percent (5%) of the Regular Members. The purpose of any special meeting shall be stated in the call.

Section 3. *SEMI-ANNUAL MEETING* At the discretion of the President and the Board of Directors, a semi-annual meeting of the Association may be held in the spring at a time and place to be selected by the President and Board of Directors.

Section 4. *NOTICES* Notice of all meetings shall be sent to each Member at least twenty (20) days, but no more than sixty (60) days, prior to the date of such meetings.

Section 5. *QUORUM* At all duly-called meetings of the Association, a majority of those Regular Members in attendance shall constitute a quorum, but a lesser number may adjourn the meeting. A proxy will not be considered part of the quorum. Unless one-third (1/3) or more of the voting power is present in person, the only matters that may be voted upon at an annual or regular meeting of the Members are those matters that are described in the meeting notice.

ARTICLE IX Management

Section 1. *BOARD OF DIRECTORS* The management of the Association shall be vested in a Board of Directors, consisting of sixteen (16) members, one (1) of whom shall be the designated representative of the Supplier Associate Membership, and one (1) of whom shall be the designated representative of the Marketing Associate Membership. The other fourteen (14) Directors shall be elected by the Regular Membership. Association Past Presidents shall serve as ex officio, non-voting members of the Board of Directors.

Section 2. *NOMINATION* At least one hundred eighty (180) days before the annual meeting, the President shall appoint the Nominating Committee for Directors. The Committee shall consist of five (5) Regular Members, the Chairman to be an active Past President at least one of whom shall be a Past President and none of whom shall be members of the Board of Directors. A Past President shall serve as the Chairman. At least one hundred twenty (120) days prior to the annual meeting, names of prospective Directors shall be submitted to the Board of Directors for comment.

The Nominating Committee for Directors shall propose, at the time of the annual meeting, the names of persons representing Regular Members in good standing who have agreed to serve, if elected, on the Board of Directors to replace those whose terms expire. After the report of the Nominating Committee for Directors at the annual meeting, it shall be the privilege of any Regular Member of the Association to place in nomination the name of any Regular Member he/she may desire. These names shall be added to those reported by the Nominating Committee for Directors.

Section 3. *ELECTIONS* Elections shall be conducted at the annual meeting of the Association, and a majority of those voting shall elect.

Section 4. *TERM OF OFFICE* The terms of the Directors shall be staggered so that members of the Board of Directors shall hold office for three (3) years and until their successors are duly elected and take office. No member of the Board of Directors may serve more than two (2) successive terms of three (3) years each unless a Director be elected to serve as an Officer of the Association, which election shall make him/her eligible for one (1) additional three-year (3) term as a Director. In exceptional situations where the Board of Directors by majority vote deems it necessary to the Regular Membership to extend the term of a Director and/or Officer, such action shall require confirmation by a two-thirds (2/3) "yea" vote by the Regular Membership at the Annual Business Session.

Section 5. *QUORUM* A majority of the Board of Directors shall constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 6. *MEETINGS OF THE BOARD* The Organizational Meeting of the Board of Directors shall be held immediately following the Annual Business Session of the Association. Special meetings of the Board may be called by the President or by any three (3) members of the Board. The President shall designate the time and place of special meetings of the Board of Directors. Notices of special meetings shall be mailed twenty (20) days in advance of the meeting and shall state the time, place, and purpose of the meeting.

Section 7. *VACANCIES* By majority vote of the Board of Directors, vacancies in the membership of the Board or any office of the Association may be filled for the unexpired term and until a successor has been elected or appointed and takes office.

Section 8. *EMPLOYMENT* If the Director is no longer employed by a Regular Member or his/her company's membership ceases, his/her service as a Board member is terminated. If the Director changes employment to another Regular Member company, the Board shall review his/her continued service.

ARTICLE X
Officers

Section 1. *OFFICERS* The Officers of the Association shall be President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. Other officers or agents as from time to time may appear to be necessary in the conduct of the affairs of the Association may be elected by the Board of Directors.

Section 2. *ELECTION*

- a. The Board of Directors shall elect at its annual Organizational Meeting, from its own membership, the President, 1st Vice President, 2nd Vice President, Treasurer, and Secretary.
- b. The Nominating Committee for Officers shall be composed of five (5) members, two (2) of whom shall be active Past Presidents and two (2) of whom shall be Directors currently serving. The Immediate Past President shall serve as the Chairman. The Committee shall present to the Board of Directors, at its meeting, nominees for the five (5) Officers. It shall be the privilege of any member of the Board of Directors to place in nomination the names of any other candidates, such names to be added to those reported by the Nominating Committee for Officers.

Section 3. *TERM OF OFFICE*

- a. The Officers of the Association shall take office at the conclusion of the election and shall hold office for the term of one (1) year and until their successors are elected and take office.
- b. If no annual meeting of the Members is held within approximately twelve (12) months of the last preceding annual meeting, the newly-elected Officers of the Association shall take office on the anniversary of the last preceding annual meeting.
- c. Any Officer may be removed by a majority vote of the Board of Directors at any meeting of the Board.
- d. No Officer may serve in the same office for more than two (2) successive terms, except the Treasurer who shall be limited to serve a maximum of three (3) full, one-year (1) consecutive terms.

Section 4. *REPLACEMENT* In the event of death, resignation, or removal of an Officer, the Board of Directors may fill such vacancy for the unexpired term.

ARTICLE XI
Committees

Section 1. *COMMITTEES* The President shall appoint committees as he/she deems advisable to assist in the proper functioning of the Association or to carry out its mission.

Section 2. *EXECUTIVE COMMITTEE* The Executive Committee shall consist of five (5) Directors who have been elected or are now serving as its Officers — President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. The Immediate Past President and Executive Vice President shall serve as non-voting members of the Executive Committee. This Committee shall have full power of the Board to conduct urgent Association business between official meetings of the Board of Directors. The duties of this Committee shall consist of, but not be limited to, the following:

- a. Annually administer a formal performance review and establish the compensation of the Executive Vice President;
- b. Annually submit a financial plan and operating budget to the Board of Directors; and,
- c. Manage the Association in the absence of the Executive Vice President.

The Executive Committee may not:

- a. Authorize distributions to Members, Directors, Officers, agents, or employees except in exchange for value received;
- b. Approve or recommend to Members dissolution, merger, sale, pledge, or transfer of all or substantially all of the Association's assets;
- c. Unless otherwise stated in the bylaws or Articles of Incorporation, elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or,
- d. Adopt, amend, or repeal the Articles or bylaws.

Section 3. *RESPONSIBILITIES* The committees shall be responsible to and report to the Board of Directors as defined for each by the Board.

Section 4. *ANNUAL REPORT* The Chairman of each committee shall submit an annual report to the Board of Directors. The Chairman may be required to report at any meeting of the Board of Directors.

Section 5. *QUORUM* A majority of those committee members in attendance shall constitute a quorum.

ARTICLE XII **Duties of Officers**

Section 1. *PRESIDENT* The duties of the President shall consist of, but not be limited to, the following:

- a. Officiate the Fall Convention, Spring Management Clinic, Board of Directors meetings, and Executive Committee meetings;
- b. Set the agenda for all Board of Directors meetings, Executive Committee Meetings, and budget and finance meetings;
- c. Appoint committee Chairmen and committee members;
- d. Preside over strategic planning functions;
- e. Provide leadership for the Association;
- f. Issue awards, commendations, and special recognitions;
- g. Represent the Association to the public, media, government bodies, and Membership;

- h. Meet with FEWA, AIMRA, FEMA Supplier and Marketing Associate Memberships, and other associations deemed appropriate;
- i. Contact non-participating Board members, encouraging them to attend Board of Directors meetings. If they do not, the President shall ask them to resign;
- j. Perform all activities necessary to carry out the purposes of the Articles of Incorporation and of the bylaws and the actions of the Board of Directors; and,
- k. Serve as an ex officio, non-voting member of all committees.

Section 2. *1st VICE PRESIDENT* The duties of the 1st Vice President shall consist of, but not be limited to, the following:

- a. Assume the responsibilities of President when required;
- b. Chair the Convention Committee;
- c. Prepare to assume presidential duties by supporting all FEMA activities, receiving guidance from the Executive Vice President and the President;
- d. Meet with FEWA, AIMRA, FEMA Supplier and Marketing Associate Memberships, and other associations deemed appropriate; and,
- e. Undertake Association activities as the President may delegate to him/her.

Section 3. *2nd VICE PRESIDENT* The duties of the 2nd Vice President shall consist of, but not be limited to, the following:

- a. Deliver the invocation at the Fall Convention, Spring Management Clinic, Board of Directors meetings, and Executive Committee meetings; and,
- b. Meet with FEWA, AIMRA, and other associations deemed appropriate.

Section 4. *TREASURER* The duties of the Treasurer shall consist of, but not be limited to, the following:

- a. Review the financial expenditures of the Association;
- b. Actively participate in budget and financial responsibilities;
- c. Recommend financial goals and investment decisions to the Association;
- d. Review the financial report for the Board of Directors at each regular meeting;
- e. Receive and disburse the moneys of the Association;
- f. Deposit the moneys in the name of the Association in such banks as may be designated by the Board of Directors;
- g. Pay out money only upon the order or approval of the Board of Directors, Executive Committee, or President; and,
- h. Maintain custody of the Association's surety bonds.

Section 5. *SECRETARY* The duties of the Secretary shall consist of, but not be limited to, the following:

- a. Keep a record of all meetings and review minutes prepared by staff;
- b. Issue all meeting notices;
- c. Maintain custody of and affix the Seal of the Association; and,
- d. Perform such other duties as may be prescribed by the Board of Directors, Executive Committee, or President.

The Secretary may delegate any or all of his/her duties to the Executive Vice President.

Section 6. *BOARD OF DIRECTORS* It shall be the duty of the Board of Directors to perform such duties from time to time as may be necessary for carrying out the spirit and intent of the mission of the Association. It shall receive reports from the appointed committees and take such action the Directors deem necessary or desirable.

Section 7. *SURETY BONDS* At the discretion of the Board of Directors, the Officers, Executive Vice President, or any other agents of the Association shall be bonded for the faithful performance of the duties. Premiums on such bonds shall be paid by the Association, and the bonds shall be in the custody of the Treasurer.

Section 8. *COMPENSATION OF OFFICERS* No salary or compensation for services shall be paid to any elected Officer or Director of the Association or any committee member by reason of his/her office. However, this provision shall not preclude reimbursement to Officers, Directors, or Past Presidents of such expenses as may be incurred in the course of their duties and which shall be approved by the Board of Directors.

ARTICLE XIII

Indemnification of Officers and Directors

Section 1. *INDEMNIFICATION* The Association shall indemnify its Officers, Directors, Committee members, and Product Council members to the fullest extent permitted by the Missouri General Not-for-Profit Corporation Act, as amended.

Section 2. *INDEMNIFICATION AGAINST EXPENSES* The Corporation shall also indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, or Officer, of the Corporation against expenses (including attorneys' fees) actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Notwithstanding the foregoing, no such indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

Section 3. *NON-EXCLUSIVE RIGHTS* The indemnification provided by this Article shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw provision or under any agreement, or otherwise, and shall not limit in any way any right which the Corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

Section 4. *INSURANCE AUTHORIZED* The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee or Product Council Chairman of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

Section 5. *ARTICLE OF INCORPORATION SUPERSEDE* To the extent that the foregoing provisions concerning indemnification and liability conflict with any provisions of the Articles of Incorporation as now in effect and as hereafter amended, the said Articles shall control.

ARTICLE XIV **Assets and Liabilities**

Section 1. *INTEREST OF MEMBERS* All interests of each Member in the funds, investments, and other assets belonging to the Association shall *ipso facto* immediately cease and terminate in the event that the Membership of such Member in the Association shall terminate for any reason except through the dissolution of the Association. In the event of such termination, such Member and the representatives of such Member shall have no claim on the account of such assets against the Association, or against the other Members or their representatives, or any of them.

Section 2. *DISSOLUTION* Upon the dissolution of the Association, and after payment of all indebtedness of the Association, any remaining funds, investments, and other assets of the Association shall be divided among the Members of the Association in proportion to the amount of dues paid by them respectively during the five (5) calendar years preceding the calendar year in which such dissolution takes place.

ARTICLE XV **Resolutions**

Section 1. *RESOLUTIONS* All resolutions pertaining to the Association's policies with regard to public affairs shall first be submitted in writing to the Board of Directors and approved by them before presentation to the Regular Membership convened in any annual or special meeting.

ARTICLE XVI **Antitrust Policy**

The Farm Equipment Manufacturers Association (hereinafter referred to as the "Association" or "FEMA") is a Missouri Not-For-Profit Corporation as provided in its bylaws.

The FEMA Board of Directors consists of representatives of the Regular and Associate Member companies and elects the FEMA Executive Committee (Officers). The policies adopted by the FEMA voting delegates and programs instituted by the FEMA Board of Directors are implemented by the FEMA professional staff. These policies and programs are carried out by function, which include government relations, member services, and public relations.

It shall be FEMA's policy that the policies and programs shall be implemented at all times in accordance with federal and state anti-trust laws. FEMA is not to play any role in the competitive decisions of Regular and/or Associate Members nor in any way restrict competition among the Members, Associate Members, non-FEMA member companies, customers, or other trade associations. In order to carry out this policy and assure adherence to the anti-trust laws, FEMA's Board of Directors approves the following anti-trust guidelines for observance by FEMA, its Board, staff, and Regular and Associate Members.

1. All Board of Directors, Executive Committee, Committee, and Product Council meetings shall be conducted in accordance with a written agenda distributed prior to such meetings.

2. Minutes shall be kept of all Board of Directors, Executive Committee, Committee, and Product Council meetings which accurately report what actions, if any, were taken. Meeting topics will avoid discussion of anti-competitive subjects, pricing, and industry information which may be construed to be in violation of any federal or state anti-trust laws.
3. All statistical information collected from Regular and Associate Members shall be voluntary, and the information made available to members and non-members.
4. FEMA-sponsored seminars, conferences, and meetings shall be conducted in a manner as to avoid discussion of pricing, product or commodity market shares, exclusive supplier agreements, or any other subjects which could be construed as being of an anti-competitive nature.
5. FEMA-funded research projects and programs which result in compilation of data to be used to promote shortline equipment that may have an anti-competitive affect on the farm equipment industry shall be considered “proprietary” or “trade sensitive” and upon review for determination of any anti-competitive consequences by legal counsel, shall be used internally and disseminated only upon consent of other parties if directly affected.
6. Legal counsel is to be present at all meetings of the Board of Directors, Executive Committee, Committees, and Product Councils that involve subjects which could be considered “sensitive” anti-trust subjects. Staff members should be aware of avoiding anti-trust subjects and be prepared to halt such discussions in all Board of Directors, Executive Committee, Committees, Product Councils, or other meetings when legal counsel is not present.

All incumbent members of the FEMA Board of Directors and FEMA staff shall be advised of this Anti-Trust Policy upon adoption and all new Directors and staff members shall be furnished with a copy of this Policy upon assuming their respective positions.

ARTICLE XVII **Amendments**

Section 1. *AMENDMENTS* Any amendment or alteration of the bylaws may be made at any regular meeting of the Association or at any special meeting called for the specific purpose by a vote of a majority of the Regular Members present. Written notice of changes to be voted upon shall be submitted to the Regular Membership at large at least twenty (20) days prior to such meeting.

Amended: *September 1956*
Amended: *October 1960*
Amended: *March 1964*
Amended: *March 1971*
Amended: *November 1973*
Amended: *April 1975*
Amended: *October 1986*
Amended: *November 1987*
Amended: *November 1993*
Amended: *November 1994*
Amended: *November 1995*
Amended: *November 1997*
Amended: *April 1998*
Amended: *November 1999*
Amended: *November 2001*
Amended: *November 2002*
Amended: *November 2003*