

**MISSION STATEMENT AND BYLAWS
OF THE
KANSAS BANKERS ASSOCIATION
AG BANKERS DIVISION
(Amended March 3, 2022)**

MISSION STATEMENT

The mission of the Kansas Ag Bankers Division of the Kansas Bankers Association is to support, enhance and promote the agricultural banking industry in Kansas with and through:

- Proactive and competent leadership in Agricultural Banking
- Identifying Agricultural banking needs/issues that affect the Division, its Members and Ag communities in Kansas
- Offering Agricultural education activities and training specifically designed for Ag Bankers
- Promoting legislative policies that benefit banks and their customers and public relations initiatives designed to improve the image of the agricultural banking industry

BYLAWS

In order to empower the KBA Ag Bankers Division to accomplish its Mission, the Members of the KBA Ag Bankers Division have adopted, and agree to abide by, the following Bylaws:

Article I – Name

This Division shall be called the Kansas Bankers Association Ag Bankers Division.

Article II – Membership

Section 1. Members. Any State or National Bank located in the State of Kansas servicing agriculture, which is a member of the KBA, may become a Member of the KBA Ag Bankers Division, upon the payment of such dues as prescribed by the KBA Ag Bankers Division. Each member bank shall be entitled to one vote within the Division. Employees of members of the KBA Ag Bankers Division shall be eligible to participate in all KBA Ag Bankers Division activities.

Section 2. Associate Members. Any entity or individual which is involved in activities related to the delivery of agricultural services, and which is a member or an associate member of the KBA, upon approval of the Board of Directors, may become an Associate Member of the KBA Ag Bankers Division, upon payment of such dues as may be prescribed by the KBA Ag Bankers Division. Associate Members shall not have the right to vote or hold office.

Section 3. Membership List. The Division's Membership List shall not be used by anyone except the KBA Ag Bankers Division without prior approval of the Board of Directors.

Section 4. Suspension or Expulsion. Any Member or Associate Member of the KBA Ag Bankers Division may be suspended or expelled from membership in the Division by a two-thirds written vote of the voting delegates present and voting at the Annual Meeting of the Division.

Section 5. Non-payment of Dues. Non-payment of dues by any Member or Associate Member of the KBA Ag Bankers Division by the date of the annual meeting of the year to which the dues apply shall result in automatic forfeiture of membership in the Division.

Article III – Annual Membership Meeting

Section 1. Authority. The supreme authority of the Division is vested in its members.

Section 2. Meetings. The membership of the Division shall convene an annual meeting to be held on property during the KBA Ag Bankers Division Conference. The President may call a special meeting of the membership upon the approval of the Board of Directors. In addition, upon request made to the President in writing by at least one-fifth of the members of the Division, or by at least two-thirds of the members of the Board of Directors, the President shall call a special meeting of the Membership. The Secretary of the Division, at least ten days prior to any membership meeting, shall give written notice by U.S. Postal Service or electronic mail, of the time and place thereof to all members, which for special meetings shall specify the purpose thereof.

Section 3. Elections. The membership, at its annual meeting, shall elect the Officers and Directors, in accordance with Article VI of these Bylaws. Officers and Directors duly elected at the annual meeting of the KBA Ag Bankers Division shall be installed and take office as of that date.

Section 4. Procedure. All proceedings of the annual membership meeting shall be governed by Roberts' Rules of Order to the extent consistent with these Bylaws, except as otherwise may be determined by a majority of the voting delegates present and voting.

Section 5. Voting by Members. Each Member shall be entitled to one vote at the annual meeting. Voting at such meeting shall be in person and not by proxy. All votes shall be by voice, unless otherwise ordered by a majority vote of the voting members present. Any number of voting members present and voting at the time and place duly designated for any meeting of the membership, or adjournment thereof, shall constitute a quorum for the transaction of all business.

Article IV– Officers

Section 1. President. The President of the KBA Ag Bankers Division shall perform such duties as may be imposed by these Bylaws and by direction of the Board of Directors. The President shall preside at all annual or special meetings of the Board of Directors; shall have the power to create committees and task forces, appoint members thereto and designate chairpersons thereof; shall present such reports summarizing the general condition of the Division as may be required by the Board of Directors at its annual meeting; and shall make a report of the Division's activities at each meeting of the Governing Council of the KBA.

Section 2. Vice President. The Vice President shall assist the President and shall perform such duties as are requested of him or her by the President. The Vice President shall perform the duties of the

President during the President's absence, and shall succeed the President in office upon termination of the President's term.

Section 3. Secretary-Treasurer. The Secretary-Treasurer of the Division with assistance from KBA Staff, shall be responsible for the books and records of the KBA Ag Bankers Division. The Secretary-Treasurer shall be responsible for the preparation and reading of the minutes at each meeting of the Board of Directors. The Secretary-Treasurer shall be responsible for the administration of the funds of the Division, subject to the directions of the Board of Directors. The Secretary-Treasurer shall render such financial reports and data as may be deemed appropriate by the Board of Directors.

Article V– Board of Directors

Section I. Representation. The Board of Directors shall represent the membership of the Division.

Section 2. Membership. The Board of Directors shall be composed of thirteen voting members: nine directors which shall be elected at the annual meeting, four of which shall be the President, Vice President, Secretary-Treasurer and Immediate Past President; and four directors which shall be appointed by the KBA Chairman on or before the annual meeting.

Section 3. Terms. The non-officer members of the Board of Directors shall be elected for a term of three years, and shall not succeed themselves more than once.

Section 4. Meetings. The Board of Directors shall meet at least annually at such time and place within the State of Kansas as announced by the Board of Directors. Special meetings of the Board of Directors shall be held at the call of a majority of the Board of Directors. At least ten days written notice of the time and place of a special meeting of the Board of Directors shall be given to each member of the Board of Directors by the Secretary-Treasurer of the Division. Unless otherwise restricted by law, directors may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such manner shall constitute attendance at such meeting. Nothing in these bylaws shall prevent any action required or permitted to be taken at a regular or special meeting of the Board of Directors from being taken without a meeting, if all of the directors entitled to vote on the matter consent in writing to the action taken.

Section 5. General Functions. The Board of Directors shall determine Division policy, review and evaluate activities of the Division, administer affairs of the Division, and have full authority to act for the Division. The Board of Directors shall have general supervision over all elements of the Division, whether created under these Bylaws, or by resolution of the general membership at its annual meeting. The decision of the Board of Directors on such matters shall be binding unless or until reversed or modified by the general membership at its annual meeting. Upon request of the Board of Directors, any entity under its supervision shall report to the Board of Directors as to any of its actions.

Section 6. Committees. The President or the Board of Directors shall have the power to establish committees and task forces of the Division and appoint members thereto.

Section 7. Depository for Division Funds. The Board of Directors shall deposit all funds of the Division with the depository of the Kansas Bankers Association. The KBA CFO is authorized to pay any and all bills of the Division presented for payment by the Board of Directors.

Article VI – Elections

Section 1. Election of Officers and Directors. Each year the Nominating Committee shall nominate one candidate for election as Vice President, one candidate for election as Secretary-Treasurer, and one candidate for each director position which will be vacant. The Nominating Committee shall obtain the consent of any nominee to his or her name being placed on the ballot. Notice of those persons nominated shall be included in the Notice of Annual Meeting of the Membership. Nominations to any office, or position on the Board of Directors, can be made during the annual meeting by any Member of the KBA Ag Bankers Division; providing, however, that any such nomination from the floor must be seconded by at least five Members of the KBA Ag Bankers Division. The candidate receiving the highest number of votes shall be elected to the office for which he or she was nominated and that candidate shall assume office on the day of the annual membership meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President, Vice President, and Immediate Past President of the KBA Ag Bankers Division. If any of them is unable to serve, the President shall appoint members to serve on the Nominating Committee.

Article VII – Vacancies

In the event of a vacancy in the office of President, the Vice President shall automatically assume the office of President for the remainder of the term. At the expiration of such term, he or she shall continue as President of the Division until the next annual meeting of the Board of Directors. In the event of a vacancy in the office of Vice President or Secretary-Treasurer, the Board of Directors shall elect one of the Directors to hold such office for the remainder of the term. In the event of a vacancy on the Board of Directors for any reason other than the expiration of term of office, the Board of Directors shall fill the vacancy at its next meeting. Such appointees shall serve the remaining term of the Director he or she replaced, and will be considered to have served one term.

Article VIII – Amendments to Bylaws

Section 1. Adoption of Amendments. These Bylaws may be amended at any annual or special meeting of the Board of Directors by a majority vote of the voting members present or voting by mail. At least ten days prior to any meeting of the Board of Directors at which any proposed amendment will be considered, written notice of any proposed amendment shall be given to all Members by the Secretary-Treasurer. Amendments may be proposed by any Member of the Division to the Board of Directors, and if approved by a majority of the members of the Board, shall be adopted.

Section 2. Review of Bylaws. The President shall appoint a task force every year to review these Bylaws, and to recommend improvements thereof.

Article IX – Waiver of Notice

Section 1. Whenever any notice is required to be given under the provisions of these bylaws, or of any law, a waiver thereof, if permitted by law, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article X – Membership Dues

Section 1. Amount of Dues. Annual dues for Members and Associate Members shall be determined by the Board of Directors.

Section 2. Assessment. Dues will be assessed annually, unless changed by a majority vote of the Board of Directors of the KBA Ag Bankers Division.

Article XI– Termination and Dissolution

Upon termination of this Division, the Board of Directors may dispose of any remaining assets, tangible and intangible, to any organization or organizations organized or operated exclusively for charitable, education, religious or scientific purposes, if that organization or organizations qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and amendments thereto. Any assets remaining after such disposition shall be distributed to the Kansas Bankers Association