



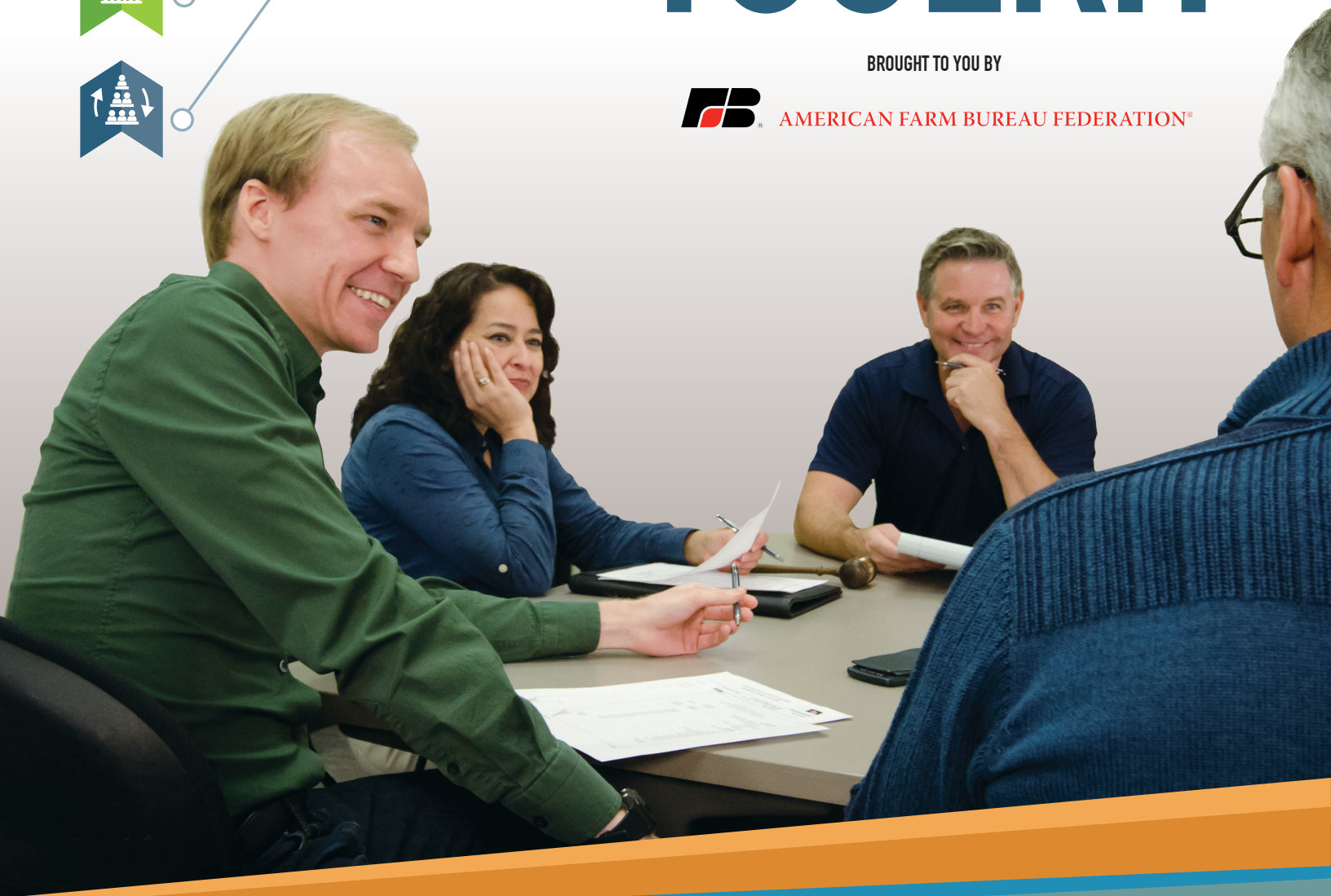
VERSION 2.0

# BOARD ESSENTIALS TOOLKIT

BROUGHT TO YOU BY



AMERICAN FARM BUREAU FEDERATION®



# VERSION 2.0 SECTIONS COVERED



JOB DESCRIPTIONS

FARM BUREAU BUILDER

KEY DOCUMENTS

MEETINGS



## BOARD ESSENTIALS TOOLKIT

BROUGHT TO YOU BY



AMERICAN FARM BUREAU FEDERATION®

Board members can quickly learn a lot of useful information about their role and the organization by reviewing foundational documents like the bylaws, code of conduct, and board member job descriptions.



# NAVIGATING THE TOOLKIT

## JOB DESCRIPTIONS

CLICK ON THE  
PAGE YOU  
WOULD LIKE  
TO VIEW

### REVIEW

- 5 Responsibilities of Directors and Officers
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- 15 Sample Board Member Contract
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### ACTION

- Review sample job descriptions.
- Obtain a copy of your board member job description and compare to the sample descriptions or, **if one does not exist**, complete a job description for your board position.

### ASK

- When did we last update our county board job descriptions?
- How well does my current job description reflect my actual roles and responsibilities?
- Which items from the sample descriptions should be added to your board member job descriptions?
- What other items should be included to accurately reflect each role?

## FARM BUREAU BUILDER

### REVIEW

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### ACTION

- Obtain a copy of your most recent Farm Bureau Builder results. If these do not exist, walk through these record sheets with your current Board President or Farm Bureau staff and take the online assessment through Farm Bureau University.
- Discuss the questions below with the Board President or Farm Bureau staff.

### ASK

- Which items did you not know the answers to? How can you find out the answer?
- In which areas are we healthy?
- Which one to two areas could use the most improvement? Why?
- What are the steps you could take to improve those areas today?
- What changes need to be discussed at the next board meeting to improve in those areas?

# NAVIGATING THE TOOLKIT

## KEY DOCUMENTS

CLICK ON THE  
PAGE YOU  
WOULD LIKE  
TO VIEW

### REVIEW

- 27 Example Bylaws (AFBF)
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- 43 Financial Responsibilities for County Farm Bureau Board Members
- 46 Blank Form 990
- 47 Form 990 Checklist
- 51 Sample Board Policies
- 52 Example Article of Incorporation
- 53 Sample Program of Activities
- 55 Whistleblower Policy

### ACTION

- Locate all key documents and organize them in one location.
- Review all documents and determine which documents should be updated.
- Determine future dates and frequency for updating key governance documents.

### ASK

- Which documents, if any, are not available? Who should be responsible for drafting this document?
- When did we last review each key document?
- How often should we review these key documents?
- What changes or additions would you suggest be made to these documents?

## MEETINGS

### REVIEW

- 57 How to Build an Agenda
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- 59 Template: Meeting Agenda
- 60 What's In & What's Out of Minutes
- 61 Template: Board Meeting Minutes
- 64 Template: Committee Meeting Minutes
- 66 Tips for Managing Discussions

### ACTION

- Obtain a copy of your most recent meeting agendas and cross-reference them to the templates provided. Note any necessary changes and ensure the next agenda follows the suggested format.
- Determine a location to save agenda templates.
- Discuss the questions below with the Board President or Farm Bureau staff.

### ASK

- In what ways can we improve our meeting agendas?
- What steps can I take to improve those areas today?
- What changes need to be discussed at the next board meeting to improve in those areas?
- How can we teach our board members effective interpersonal communication skills?
- What would be the best way to model proper discussion management for our members?



# RESPONSIBILITIES OF DIRECTORS AND OFFICERS

*Produced by The American Farm Bureau Federation® 2017*

## INTRODUCTION

Thank you for agreeing to serve on your Farm Bureau® board of directors. As a director, you have certain responsibilities to the corporation. This guide will provide an overview of those responsibilities as well as information regarding the rights you have in carrying out those responsibilities.

Corporations exist as legal entities in their own right distinct from their shareholders, stakeholders, or members. This means that corporations can generally enter and perform under contracts, incur and satisfy debts, or assert legal rights against others in much the same way that a person might. Any particular corporation's powers are governed by its constitution or articles of incorporation, bylaws, and the state statute under which it is organized. State and county Farm Bureau corporations are typically organized under a state's not-for-profit corporation laws. For-profit affiliates usually are organized under a state's general business corporation act.

State corporate law commonly provides that the business and affairs of every corporation shall be managed under the direction of a board of directors except as otherwise provided in the corporation's constitution or articles of incorporation. Directors of a corporation are ultimately responsible for overseeing and directing the business of the corporation. This can be accomplished by adopting policies, providing direction and continuity, and electing and supervising the officers of the corporation. Corporate officers generally manage the day-to-day business of the corporation. The number and titles of the officers are typically identified in the bylaws but could include, for example, a president, vice president, secretary, and treasurer. Directors should not become involved in the day-to-day affairs of the corporation unless they have been assigned executive responsibilities by the board.

## EXERCISE OF POWERS

Powers of the board of directors commonly include the power to:

- Establish basic corporate objectives
- Select competent senior executives
- Monitor management's policies and procedures
- Monitor the performance of company managers
- Adopt or amend bylaws subject to bylaw provisions
- Appoint or change the registered agent
- Designate the registered office
- Approve any plan of merger, consolidation, or dissolution
- Elect corporate officers
- Call special shareholder or member meetings
- Declare dividends
- Ensure that diligent attention is given to changes in assets of the corporation (e.g., capital investment, acquisitions, dispositions, new business, etc.)
- Ensure that the corporation's disclosure documents are complete and accurate
- Appoint audit and executive committees



**The legal responsibilities of board members have real meaning for what we can and can't do as county Farm Bureau board members. It's important to know the responsibilities and limits.**

Corporate power is vested in the board of directors not in directors as individuals. Action that could be taken by the board also can sometimes be taken by committee, such as an executive committee, if authority is delegated by the board in accordance with the corporation's bylaws. Directors acting as a body, such as by vote at a board or committee meeting, bind the company and its officers. Directors acting as individuals cannot bind the corporation, even though a majority of directors may support the action.

Differences of opinion among members of the board on corporate matters should be thoroughly discussed at board meetings. Members of the board have an obligation to abide by the position of the board after a decision is made, even if they opposed the action during the meeting.

## STANDARDS OF CONDUCT

In carrying out their functions for the corporation, both directors and officers are considered fiduciaries. This means that directors and officers are entrusted with responsibility for the organization's well-being and must follow certain standards of conduct. Directors and officers are subject to four primary obligations: **Duty of Care**, **Duty of Loyalty**, **Duty of Obedience**, and **Duty of Transparency**. These principles should guide all actions taken by a director or officer.

- **DUTY OF CARE** — The duty of care requires that a board member be informed and that he/she perform his/her duties in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In the course of making corporate decisions, a board member should be fully informed, deliberate<sup>1</sup> carefully, and exercise independent judgment.
- **DUTY OF LOYALTY** — The duty of loyalty requires that board members exercise their powers in good faith and in the best interests of the corporation rather than in their own interests or the interests of another entity or person. Avoid conflicts of interest and, just as importantly, avoid the appearance of conflicts of interest.<sup>2</sup>
- **DUTY OF OBEDIENCE** — The duty of obedience requires board members to strongly support any policy of the federation. As an individual, one might oppose a particular motion, argue against it, or even vote against it. But once the board approves the motion, all directors must support that motion in good faith. The board form of governance requires directors to obey and follow board policies.
- **DUTY OF TRANSPARENCY** — The duty of transparency requires board members to exhibit that they are following the law. Nonprofit organizations are granted tax-exempt status based on their declared purpose. Therefore, these organizations have a duty to properly file public records that substantiate to the public that the organization dealings are in line with their defined purpose.

## OTHER STATUTORY REQUIREMENTS

In addition to these general standards of conduct for directors and officers, federal and state statutes set forth other requirements for a corporation in the operation of its business. These laws relate to equal employment, wrongful termination of employment, occupational safety and health, environmental regulation, taxation, antitrust, employee benefits, corporate securities, and other areas. Failure to comply with these laws may result in penalties for the corporation. Therefore, a board of directors should provide oversight and require management to develop compliance programs to avoid violations of federal and state laws by the corporation and its officers and directors.

### SARBANES-OXLEY ACT OF 2002

The American Competitiveness and Corporate Accountability Act (known as the "Sarbanes-Oxley Act" or "SOX") was passed in 2002. The act is directed at improving the financial accountability of large, publicly traded corporations. Most of its provisions only apply to publicly traded corporations and, therefore, are beyond the scope of this booklet.

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<sup>1</sup> *Guidebook for Directors of Nonprofit Organizations — Third Edition*, Committee on Nonprofit Corporations, American Bar Association (2012), at 26.

<sup>2</sup> *Id.* at 43.

Two important provisions, however, directly affect nonprofit corporations. One provision makes it a crime to destroy or alter records that could impede a federal investigation. A second protects persons from retaliation who report financial misconduct relating to a federal offense. In light of these provisions, nonprofit corporations should adopt and enforce: (1) a document retention policy that promotes both compliance with applicable laws and good corporate practices, and (2) a whistleblower policy that clearly sets forth procedures for reporting allegations of corporate wrongdoing and safeguards against any retaliation for such reporting.

Additional recommendations for nonprofit corporations arising from SOX include:

- Creation of an independent and competent audit committee
- Engagement of independent auditors, changing every five years
- Creation and maintenance of certified financial statements

## ESSENTIAL INFORMATION FOR BOARD MEMBERS


A director must become familiar with the corporation's basic documents: constitution, articles of incorporation, bylaws, corporate disclosure statements, conflict of interest disclosure statements, annual stockholder reports, board structure charts, personnel policies, and management's long-range objectives and operating procedures.

In fulfilling his/her duty, a director has a right to:

- Reasonable access to management
- Reasonable access to the corporation's books and records and should freely scrutinize the same
- Develop informational sources for the board's use from sources outside the corporation (e.g., business publications, trade association reports, etc.)
- Receive adequate notice of meetings and be furnished with an agenda and related meeting materials before board meetings
- Receive minutes of all board and committee meetings (minutes will constitute evidence of actions taken by the board)
- Dissent and have that dissent recorded

In fulfilling his/her duty, a director also should be attentive to:

- The authority granted to top management and executives to obligate the corporation in substantial transactions
- The corporation's asset protection program, including adequate employee bonding, liability insurance coverage, and arrangements to assure employee loyalty through conflict of interest policies and disclosure requirements



After being elected, I had all of these ideas but didn't know how they would fit in... now I do!



## LIABILITY AND INDEMNIFICATION

Breaches of fiduciary duty may result in personal, monetary liability for directors and officers. Thus, directors and officers should take their duties seriously and strive at all times to act responsibly and in the corporation's best interest.

A director may be liable for a wrongful act of the board when the director voted for the act. A director may also be liable for an act of the board when the director was present and failed to oppose such act. To help protect against liability for wrongful action of other directors, a director should not hesitate to express an objection if the board is considering action that the director believes is unlawful.

Most state statutes provide that directors and officers must be indemnified by the corporation for their costs when found not liable by a court of law or administrative agency for claims made against them for their actions as directors and officers of the corporation. Some state statutes limit the liability of officers and directors under certain circumstances.

The Revised Model Business Corporation Act and many state corporation laws provide that a corporation has discretionary power to indemnify directors and officers against expenses, judgments, fines, or settlement payments (except in derivative actions). Generally, to be indemnified, the director or officer being sued must have acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation. If the proceeding is for alleged criminal action, the director or officer must have had no reasonable cause to believe the conduct was unlawful.

In addition to indemnification, a corporation and its directors and officers may be further protected through the purchase of directors and officers insurance. Exclusions under directors and officers insurance usually include libel or slander, personal profit, excess remuneration, and dishonesty. Libel and slander, however, may be covered under comprehensive liability coverage. With regard to personal profit taking, it is the director's responsibility to return to the corporation any personal gains the director has wrongfully obtained.

Corporate indemnification, statutory limitation of liability, and the procurement of insurance all assist corporations in attracting and retaining competent individuals to serve as officers and directors.

## CONCLUSION

Directors and officers' standards of conduct are, essentially, duty of care, loyalty, obedience, and transparency. These standards involve honesty, the exercise of sound business judgment, attentiveness to corporate affairs, and adherence to state and federal laws.

Principles of liability have been discussed only in a general sense in this booklet. Counsel experienced in corporate practice should be consulted whenever questions relating to conduct, specific corporate transactions, or liabilities arise.



# JOB DESCRIPTIONS

## CRITERIA FOR JOB DESCRIPTIONS



### **FUNCTION**

Why does the job exist? What purpose does it serve in the organization?

### **REPORTABILITY**

When, how, and to whom does this individual report? This is the vertical line of authority.

### **AUTHORITY**

What may this person do or decide without consulting a superior? Consider money, operating policies, and work procedures.

### **RESPONSIBILITY**

What are the specific areas of activity in which this person is expected to produce results?

### **RELATIONSHIP**

What type of information is this person expected to communicate laterally and to whom? Indicate the specific responsibility for informing relevant persons or departments of matters that will affect their actions or decisions.

*Source: American Management Association*







# COUNTY FARM BUREAU

## BOARD MEMBER

### FUNCTION:

- To control and govern the business of the county Farm Bureau

### REPORTABILITY:

- The board reports to the delegate body of the county Farm Bureau at the annual meeting of the members. Directors represent all members of the county Farm Bureau, whether they are elected by members in a given district or at large

### AUTHORITY:

- The board's authority is a collective one, and individual directors have no executive powers except when acting collectively as a board or when delegated specific authority by the board. In the collective decision-making, individual directors must subordinate the special interests of their districts or committees to the best interest of the county Farm Bureau

### RESPONSIBILITIES:

- Determine the goals, objectives, and administrative policies of the county Farm Bureau within the framework of the articles, bylaws, and policies established by the membership
- Become familiar with, and adhere to, the relationship agreement between the state and county Farm Bureau
- Elect or appoint such officers and employees as authorized by the bylaws
- Protect and control the corporate assets and maintain the solvency of the county Farm Bureau through the adoption of fiscally sound policies including an annual budget and audit
- Delegate the administrative responsibilities to the county president or designated employee
- Approve the selection and appointment of county committees to carry out county programs and activities
- Determine, review, appraise, and support the activities, programs, and economic services offered to members by the county Farm Bureau
- Ensure that a yearly membership drive is planned and conducted
- Require progress and financial reports from those to whom responsibilities have been delegated
- Maintain adequate minutes of all meetings since they will constitute legal evidence of actions taken by the board
- Plan and conduct a county annual meeting at which
  - Progress and financial reports are made to the membership
  - Policies on county issues are adopted
  - Recommendations on state and national issues are determined
  - The delegates, officers, and board of directors are elected

### RELATIONSHIPS:

- To inform other county Farm Bureaus, the state Farm Bureau, and affiliated companies of issues that may affect their wellbeing. The board should project a positive image to the community and other agricultural organizations



## COUNTY FARM BUREAU

### BOARD PRESIDENT

#### FUNCTION:

- To manage the day-to-day activities of the county organization
- To give leadership to the activities and organization of the county Farm Bureau
- To preside over board and general meetings of the members

#### REPORTABILITY:

- If elected by the member delegate body, the president reports to the delegates at the annual meeting of members
- If elected by the Board of Directors, the president reports to them

#### AUTHORITY:

- Supervision of general operations of the county Farm Bureau and personnel (if applicable)

#### RESPONSIBILITIES:

- Manage and administer county programs and services
- Preside at county board meetings, annual meeting of members, and special meetings, as called
- Delegate responsibilities to board members and committee Chairmen
- Select committee Chairmen and committee members with approval by the board
- Serve as ex-officio member of all committees
- Lead the board in goal setting and long-range planning programs
- Ensure that actions by the board and members are implemented
- Organize, delegate, supervise, and coordinate any staff activities
- Represent the organization on official business when the need arises
- Prepare agendas for all board and membership meetings
- Work with other county Farm Bureaus on state- and county- sanctioned programs
- Sign all legal documents and seek compliance with county bylaws
- Keep personally informed on issues and Farm Bureau's positions
- Perform duties assigned by the board

#### RELATIONSHIPS:

- Build an effective working relationship with Farm Bureau staff
- Build an effective working relationship with the office staff including conducting yearly employee evaluations (if applicable)
- Build a good working relationship with insurance agents and others who work for affiliate companies



## COUNTY FARM BUREAU

### BOARD VICE PRESIDENT

#### FUNCTION:

- Aid the president in managing the county organization
- Give leadership to the activities and organization of the county Farm Bureau

#### REPORTABILITY:

- Reports to the president or board as needed

#### AUTHORITY:

- None unless granted by the president or board of directors

#### RESPONSIBILITIES:

- Preside as chair of the Policy Development Committee
- Assist the president in the selection of Chairmen and committee members with approval by the board
- Preside at county board meetings, annual meeting of members, and special meetings in the absence of the president
- Perform duties assigned by the president and board
- Accomplish the objectives, goals, and policies as determined by the board and membership
- Keep personally informed on issues and Farm Bureau's positions
- Represent the organization on official business when asked by the president or board of directors
- Fulfill all other duties as assigned by the president

#### RELATIONSHIPS:

- Build an effective working relationship with the president, board, and staff of the county Farm Bureau
- Build a good working relationship with insurance agents and others who work for affiliate companies



## COUNTY FARM BUREAU

### BOARD SECRETARY

#### FUNCTION:

- Maintain the official records of the county Farm Bureau

#### REPORTABILITY:

- Report to the president and board as needed

#### AUTHORITY:

- Review any and all documents of the county organization

#### RESPONSIBILITIES:

- Maintain and preserve the official county minutes, records, documents, and reports
- Record motions and other official actions taken by the board at board meetings
- Prepare copies of board minutes and distribute to each board member
- Secure approval of minutes as accurate or as corrected
- Notify state Farm Bureau of all changes of the county board and committees
- Prepare and send all official correspondence
- Work with the president to provide an agenda for each meeting
- Assist with the preparation of the county program plan and budget
- Authenticate all personnel records by personal signature

#### RELATIONSHIPS:

- Build an effective working relationship with the president, board, and staff of the county Farm Bureau



## COUNTY FARM BUREAU

### BOARD TREASURER

#### FUNCTION:

- Manage the finances of the county Farm Bureau

#### REPORTABILITY:

- Report to the president and board as needed

#### AUTHORITY:

- Review and maintain all financial records of the county organization

#### RESPONSIBILITIES:

- Annually provide a complete report of all financial transactions for audit
- Provide leadership in preparing the annual budget
- Ensure all financial records are kept up to date and accurate
- Submit a monthly treasurer's report to be placed on file
- Act as the official custodian of the organization's funds
- Disburse all funds as directed by official action
- Fulfill all other duties as may be assigned by the president or board of directors

#### RELATIONSHIPS:

- Build an effective working relationship with the president, board, and staff of the county Farm Bureau



# SAMPLE BOARD MEMBER CONTRACT

As a board member of the \_\_\_\_\_ County Farm Bureau, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I am fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving and monitoring the budget and fundraising to meet it.
2. I know my legal responsibilities for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.
3. I accept the bylaws and operating principles manual and understand that I am morally responsible for the health and well being of this organization.
4. I will actively engage in membership activities for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good faith agreement to do my best to encourage others to join the county Farm Bureau.
5. I will actively promote the county Farm Bureau and encourage and support its staff and leaders.
6. I will attend board meetings, be available for phone consultation, and serve on at least one county committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
7. In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We are trusting each other to carry out the above agreements to the best of our ability.

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Signature

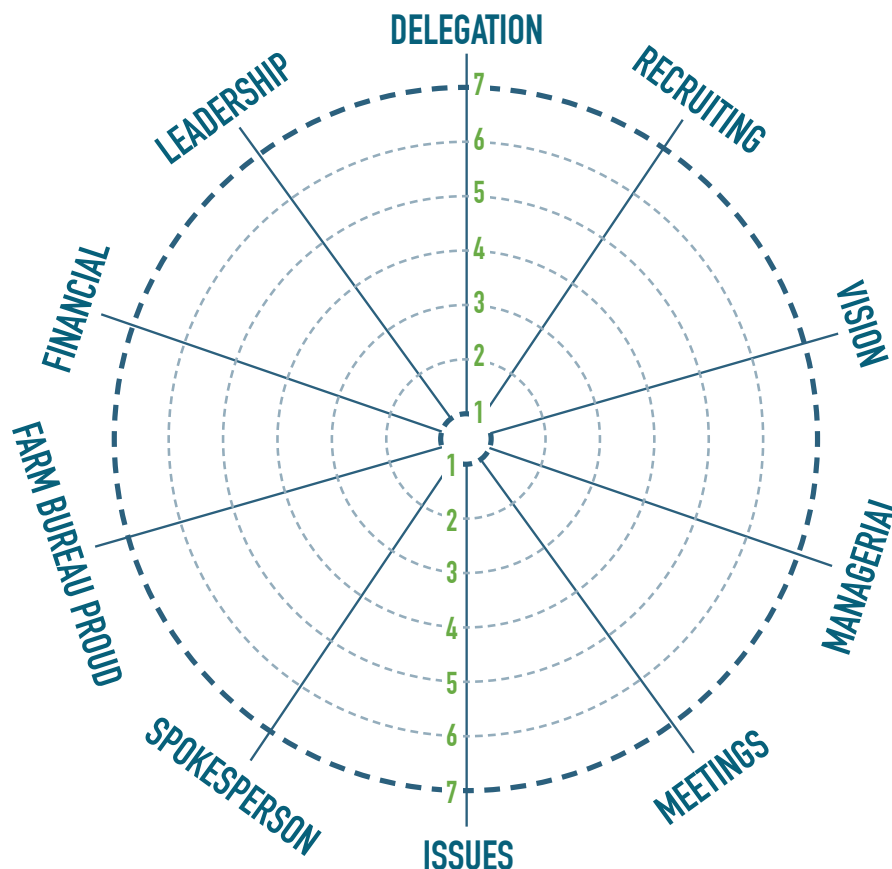
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Date

# COUNTY BOARD MEMBER SELF-EVALUATION

Ten components of leadership are listed below. Each of the components is a spoke in the leadership wheel below. Use the wheel to rate your skill level in each of the ten components. Place an X on each spoke that best reflects your skill level today. Number 1 reflects a low skill level and number 7 reflects a high skill level. When you are finished with each component, draw a circle connecting your marks. For your lowest scored items, use the Farm Bureau Builder tool to determine actions you can take to improve in your lowest scored area(s).

- FINANCIAL** Understanding financial statements, budgeting, investments
- LEADERSHIP** Motivating and coaching others; being open to new ideas; building a team
- DELEGATION** Giving others assignments and responsibilities; holding them responsible while being supportive
- RECRUITING** Recruiting new members and new volunteers; involving many members in the work of the organization
- VISION** Developing goals and a plan of work for the organization
- MANAGERIAL** Managing the work of the organization to meet deadlines and accomplish goals
- MEETINGS** Running and participating in effective meetings using parliamentary procedure
- ISSUES** Understanding local issues and Farm Bureau's priority issues
- SPOKESPERSON** Communicating effectively to the public and the media
- FARM BUREAU PROUD** Understanding Farm Bureau structure and the resources available through the state organization and AFBF, while proactively supporting the mission of the organization



# FARM BUREAU BUILDER



## MISSION

To improve the strength of county Farm Bureaus by assessing and developing the building blocks of organizational health. To find your county's "level of health," visit Farm Bureau University (<http://university.fb.org>) to use the Farm Bureau Builder tool and receive your results.



### FINANCE

Oversee the financial well-being of the county organization

### GOVERNANCE

Maintain a solid governance model, including documentation, reports, agreements, and strategic plans

### PROGRAMS

Carry out well-thought-out programs to enhance the level of member and non-member participation in county initiatives

### PLANNING

Develop a clear plan of activities to provide a road map for achieving the mission and vision of the county organization

### POLICY DEVELOPMENT

Develop and propose policies that reflect positions that will help farmers and ranchers thrive

### IMAGE

Communicate the county Farm Bureau's core mission, values, and goals through programs and actions

### MEMBERSHIP

Grow county membership through effective recruitment programs and activities

### VOLUNTEER ENGAGEMENT

Create great member experiences to engage the grassroots base and build a bench of leaders



# FARM BUREAU BUILDER

## Finance Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Finance Assessment	Response
The county Farm Bureau® has an up-to-date IRS letter of determination on file.	
The county Farm Bureau® has a budget committee that is responsible for financial oversight and decision making.	
The county Farm Bureau® has a document retention policy for financial and audit records.	
The county Farm Bureau® has a Federal Employer Identification Number (FEIN).	
There is a process in place for approving accounts payable.	
The county Farm Bureau® identifies, and if necessary, pays Unrelated Business Income Tax (UBIT).	
The county Farm Bureau® has an annual budget.	
The county Farm Bureau® board of directors receives a financial report to review several days before each board meeting.	
The county Farm Bureau® conducts an annual financial audit, review, or compilation.	
The county Farm Bureau® has a plan for managing its savings and investments.	
Bank reconciliations are completed on a monthly basis by someone other than the person who signs the checks.	
The county Farm Bureau® does a monthly reconciliation of membership dollars in relation to the county Farm Bureau® membership roster.	

Level of Health: \_\_\_\_\_



**FARM BUREAU  
BUILDER**

## Governance Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

**County:** \_\_\_\_\_ **Date Completed:** \_\_\_\_\_

Governance Assessment	Response
The county Farm Bureau® board annually reviews the organizing documents to ensure that they are in compliance with state and IRS laws (i.e., articles of incorporation, by laws, IRS exemption letter, standard policies, etc.).	
The county Farm Bureau® files its annual information return, the Form 990, 990-T, 990-EZ, or 990-N (e-postcard), with the IRS.	
The county Farm Bureau® has governance policies that enable the organization to manage and reduce risks to a tolerable level (i.e., Conflict of Interest Policy, Whistleblower Policy, etc.).	
The county Farm Bureau® has insurance coverage to protect the organization and its assets including property and causality, liability, and directors and officers insurance.	
The county Farm Bureau® board members keep appropriate information confidential and disclose conflicts of interest when they occur.	
The county Farm Bureau® board approves meeting minutes, requires that the president and secretary sign meeting minutes, and keeps official copies of the minutes.	
The county Farm Bureau® board receives meeting notices, agendas, and supporting materials prior to each board meeting.	
The county Farm Bureau® plans and holds the number of official board meetings that are needed throughout the year.	
The county Farm Bureau® has a signed Memorandum of Understanding/Agreement with the state Farm Bureau® and reviews it annually.	
The county Farm Bureau® board creates and appoints committees that align with the core goals, mission, and values of the organization.	
The county Farm Bureau® has job descriptions for volunteers that define the responsibilities of officers, board members, committee chairs, staff, and others in supporting roles.	
The county Farm Bureau® provides training for board members pertaining to their responsibilities and potential liability, and gives each board member a copy of all governing and organizing documents (bylaws, policies, etc.).	

**Level of Health:** \_\_\_\_\_





# FARM BUREAU BUILDER

## Programs Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Programs Assessment	Response
The county Farm Bureau® board includes members of diverse backgrounds such as members varying in age, women, minorities, and members who produce a variety of commodities.	
The county Farm Bureau® provides leadership and personal development programs for volunteer leaders.	
The county Farm Bureau® develops programs to connect farmers/ranchers and consumers in learning more about local agriculture.	
Programs of the county Farm Bureau® appeal to a wide range of interests and needs of members.	
Standing committees of the county Farm Bureau® hold committee-specific planning and goal-setting sessions at the beginning of the program year.	
The county Farm Bureau® engages in a wide range of agricultural literacy efforts.	
The county Farm Bureau® evaluates and measures the results and effectiveness of programs it conducts throughout the year.	
The county Farm Bureau® annually budgets for program and activity expenses.	
The county Farm Bureau® provides spending autonomy to committees for program activities within the given budget.	
The county Farm Bureau® encourages and supports members participating in state and national Farm Bureau® programs.	

Level of Health: \_\_\_\_\_



# FARM BUREAU BUILDER

## Planning Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Planning Assessment	Response
The county Farm Bureau® has a plan of activities with mission and vision statements, goals, and objectives.	
The county Farm Bureau® identifies and grooms future leaders of the organization.	
The county Farm Bureau® prepares an agenda for its meetings.	
The county Farm Bureau® aligns activities with the organization's mission, vision, priorities, and goals.	
The county Farm Bureau® annually plans the year's activities and records them on a calendar.	
The county Farm Bureau® considers the costs (e.g., time, money, people) versus the benefits of local programs and activities during its annual planning session.	
The county Farm Bureau® identifies individuals or committees responsible for each task and project.	
Individuals and committees report to the board on the progress of tasks and projects.	

Level of Health: \_\_\_\_\_



# FARM BUREAU BUILDER

## Policy Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Policy Assessment	Response
The county Farm Bureau® engages in the legislative and regulatory process on local, state, and national issues.	
The county Farm Bureau® develops an action plan to address local issues.	
Elected representatives are invited to attend county Farm Bureau® meetings to discuss Farm Bureau® policy.	
Regulatory officials are invited to attend county Farm Bureau® meetings to discuss Farm Bureau® policy.	
The county Farm Bureau® board members take action (e.g., letters, phone calls, emails) on critical public policy issues.	
The county Farm Bureau® has an active policy development committee.	
The county Farm Bureau® has a process for members to surface and discuss issues that can be used to make policy recommendations and resolutions that can be presented at the county annual meeting.	
Policy recommendations are presented to the membership for review, consideration, and are acted on by the county Farm Bureau®.	
The approved resolutions from the county Farm Bureau® annual meeting are submitted to the state Farm Bureau®.	

Level of Health: \_\_\_\_\_



# FARM BUREAU BUILDER

## Image Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Image Assessment	Response
The county Farm Bureau® participates in county-wide events such as fairs, festivals, farmers markets, community sporting events, etc.	
The county Farm Bureau® contacts local media about events, issues, agricultural news, or county organization events.	
The county Farm Bureau® holds events that are open to the public (non-members) such as issues forums, farm tours, safety workshops, consumer experience events, etc.	
The county Farm Bureau® communicates with the local community, including members, through various communication channels such as newsletters, social media, print, radio, etc.	
The county Farm Bureau® brands all material with contact information (e.g., phone, address, web site, social media, email, etc.).	
The county Farm Bureau® utilizes resources from the state and American Farm Bureaus for community and/or media outreach.	
The county Farm Bureau® board utilizes a communications/public relations committee to communicate with the community.	
The county Farm Bureau® hosts recognition events for local media outlets.	

Level of Health: \_\_\_\_\_



# FARM BUREAU BUILDER

## Membership Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Membership Assessment	Response
The county Farm Bureau® has a volunteer membership campaign.	
The county Farm Bureau® provides training for volunteers to engage in member recruitment.	
The county Farm Bureau® explores new sources, activities, and channels to identify potential new members.	
The county Farm Bureau® has a new member program where staff and/or volunteers welcome new members with local Farm Bureau® events and activities.	
The county Farm Bureau® board or membership committee establishes local member benefit programs with area businesses.	
The county Farm Bureau® distributes welcome packet/information to new members.	
The county Farm Bureau® uses the Internet and social media channels to market the organization and recruit new members.	
The county Farm Bureau® recognizes volunteers who recruit new members.	
The county Farm Bureau® establishes annual membership recruitment and retention goals.	
The county Farm Bureau® has staff and/or volunteers personally contact non-renewed members to inquire about renewing membership.	

Level of Health: \_\_\_\_\_





## Volunteer Engagement Building Block

### Response Record Sheet

Use this sheet to record your responses from the online Farm Bureau® Builder assessment for this building block. Hold on to this sheet for future reference.

County: \_\_\_\_\_ Date Completed: \_\_\_\_\_

Volunteer Engagement Assessment	Response
The county Farm Bureau® reaches out to non-board members to seek input and ideas for programs and activities that will lead to greater member engagement.	
The county Farm Bureau® develops goals and programs that are attractive to a diverse mix of volunteers.	
The county Farm Bureau® surveys members to identify the needs, wants, talents and strengths of its members.	
The county Farm Bureau® provides information about member benefits and volunteer opportunities to members and potential new members.	
The county Farm Bureau® considers non-board members when assembling committees.	
A county Farm Bureau® representative personally greets and welcomes new participants at county hosted events and activities.	
County Farm Bureau® representatives ask new members to get involved by inviting them to participate in activities and events.	
The county Farm Bureau® leaders personally contact new members to welcome them to the organization, and introduce them to the benefits of membership.	
The county Farm Bureau® recognizes volunteers for service and dedication to the organization.	
The county Farm Bureau® provides multiple ways to volunteer for members to get involved.	

Level of Health: \_\_\_\_\_

# KEY DOCUMENTS



EXAMPLE BYLAWS (AFBF)

EXAMPLE CODE OF CONDUCT

EXAMPLE MEMORANDUM OF UNDERSTANDING

EXAMPLE CONFLICT OF INTEREST DISCLOSURE FORM (AFBF)

EXAMPLE CONFLICT OF INTEREST POLICY (AFBF)

CONTACT SHEET TEMPLATE



I can't wait to share these resources  
at our next board meeting!



# EXAMPLE BYLAWS

## AMERICAN FARM BUREAU FEDERATION

(as amended January 14, 2014)

### ARTICLE I

#### NAME

##### SECTION 1.

The name of this organization is AMERICAN FARM BUREAU FEDERATION.

### ARTICLE II

#### PURPOSE

##### SECTION 1.

The purpose of this organization shall be to correlate and strengthen the state Farm Bureaus and similar state organizations of the several states in the national Federation; to promote, protect and represent the business, economic, social and educational interests of the farmers of the nation; and to develop agriculture.

### ARTICLE III

#### MEMBERSHIP

##### SECTION 1.

The membership of this organization shall consist of two classes — Members and Associate Members. Members shall consist only of state Farm Bureau Federations and state Agricultural Associations which are organized on a Farm Bureau or similar plan, and which are desirous of affiliating and cooperating with this organization. Associate Members shall consist of County Farm Bureaus and individual Farm Bureau members where such County Farm Bureaus and individual members are affiliated and cooperate with their respective state Farm Bureau Federations or state Agricultural Associations, which are members of this organization.

##### SECTION 2.

Any state Farm Bureau Federation or state Agricultural Association qualified to become a member of this organization, in its application for membership shall, if incorporated, accompany such application with a certified copy of its Articles of Incorporation and Bylaws, or if unincorporated, a certified copy of its Constitution and Bylaws, and amendments or revisions of such instruments made from time to time shall be furnished this organization.

##### SECTION 3.

No application for Associate Membership shall be required. Each county Farm Bureau and individual Farm Bureau member qualified for an Associate Membership shall automatically become an Associate Member through the membership of its or his respective state organization.

##### SECTION 4.

Any member may withdraw from the American Farm Bureau Federation by presenting to the Secretary a written resignation, provided that all dues are paid to the date of withdrawal. Associate memberships shall automatically terminate upon the termination of membership of the respective state Federation or Association.

##### SECTION 5.

When used in these Bylaws, the term “state” shall be construed to include, in addition to the states of the United States, Puerto Rico and the Territories of the United States.

### ARTICLE IV

#### VOTING DELEGATES

##### SECTION 1.

(a) The governing body of this organization shall be composed of Voting Delegates who, except as otherwise provided herein, shall be selected by the delegate body of each member organization or by the Board of Directors of said member state organization under the direction of state delegate body. The governing body shall meet once a year in regular session.

(b) Except as provided in (c), the Voting Delegate representation of each member state organization shall consist of the President of said organization and one additional Voting Delegate for every 20,000 or major portion thereof of paid-up individual members of the member state organization or of the county and local organizations which are affiliated with the respective state organization determined as of November 30th. In order to qualify for such representation, each member state organization shall first have accounted for and paid to the American Farm Bureau Federation the dues prescribed in these Bylaws. Any member state organization having paid membership dues during the fiscal year representing less than five hundred (500) qualified individual members in good standing shall not be entitled to a

Voting Delegate, unless the number of said members is equal to at least 20 percent of the full-time farmers in the state.

(c) The membership level required for one additional Voting Delegate shall be increased by 1,000 as of the November 30th immediately following any November 30th on which it is determined that the total number of Voting Delegates for all state organizations under Section 1 (b) exceeds 400.

(d) In the event that the delegate body of a member state organization fails to select all of the Voting Delegates to which it is entitled, or in the event a vacancy in the office of Delegate occurs, the Board of Directors of said member state organization shall have the authority to fill said vacancies.

### SECTION 2.

The delegates at the annual meeting of the American Farm Bureau Women shall be entitled to select from among their own number four Voting Delegates, one from each Farm Bureau region, to the annual meeting or any special meetings of the Voting Delegates of the American Farm Bureau Federation. Additionally, the Chairman of the American Farm Bureau Young Farmers and Ranchers Committee shall serve as a Voting Delegate at the annual meeting at which the term of such Chairman expires, provided, that in the absence of the Chairman, the first Vice Chairman, whose term expires at such meeting, shall serve as a Voting Delegate.

### SECTION 3.

The Voting Delegates, other than those referred to in Section 2 of this Article, shall be selected from among the individual members in good standing in the respective member state organization and shall be actual bona fide farmers whose principal occupation and interest is farming. No Voting Delegate shall be a salaried employee of the American Farm Bureau Federation or of any member organization, or of an affiliate of said organizations, except that a person otherwise qualified shall not be deemed disqualified because of substantial full-time duties as an elected official of said organization. A person shall be considered an elected official if said person is elected to his office by members at a membership meeting or if such person is selected from within the membership of the Board of Directors elected by the members. In the event a Delegate ceases to meet these qualifications, his office as Delegate shall be deemed and become vacant.

### SECTION 4.

The President of the American Farm Bureau Federation shall be a Delegate-at Large, with power to vote, at any meeting of the Voting Delegates.

### SECTION 5.

Each Voting Delegate shall have one vote on each question, except as otherwise provided for herein. No Voting Delegate shall vote by proxy. A majority

of the Voting Delegates shall constitute a quorum at any regular or special meeting of the Delegates.

### SECTION 6.

The expenses of Voting Delegates attending the annual meeting or any special meeting of the Delegates shall be paid by the American Farm Bureau Federation.

## ARTICLE V FINANCES

### SECTION 1.

The annual dues of each member state organization in the American Farm Bureau Federation shall be \$4.00 for each individual membership in the county Farm Bureaus affiliated with the state organization. The accounting for and payment to the American Farm Bureau Federation of such dues by member state organizations shall entitle the members of such member state federations or associations and the members of local organizations affiliated with such state federations or associations to the rights, privileges and services of the American Farm Bureau Federation as member organizations and members of such Federation.

### SECTION 2.

The member states shall pay promptly on the fifteenth day of each month all individual membership dues collected the previous month for the American Farm Bureau Federation. The Board of Directors shall have power to suspend from rights of membership any state organization for non-payment of dues when six months in arrears.

### SECTION 3.

Each state organization desiring to become a member of the American Farm Bureau Federation shall present an application, and if accepted by the Board of Directors, it shall then forward its membership dues, and upon receipt of same, shall be entitled to full privileges of the organization.

### SECTION 4.

Complete annual audits and reports of the affairs of the organization shall be furnished each state member organization, such audit to be made by a certified public accountant approved by the Board of Directors.

### SECTION 5.

The Board of Directors shall approve and order to be paid such mileage, salaries and expenses as are in accord with the general plan adopted by the Voting Delegates.

## SECTION 6.

(a) The American Farm Bureau Federation may audit the membership accounts of each member state organization at least once each year and more often if the Board of Directors or the rules adopted by such Board of Directors in compliance with this section shall require. Such audit, supplemented by the financial reports which may be required in connection therewith by the Board of Directors, shall form the basis for determining the number of Voting Delegates to which member states shall be entitled and shall also form the basis for the nomination and election of directors.

(b) The American Farm Bureau Federation may require the Treasurers of state federations or associations to give bond conditional upon accounting for and paying over to the Federation dues payable in compliance with the conditions of membership in the American Farm Bureau Federation; and in enforcing the obligation of such bond, the Federation shall have authority to audit the financial transactions between the states and local organizations affiliated therewith, or between the states and the members of state organizations, in order to determine the amounts that may be payable as dues to the American Farm Bureau Federation.

(c) The Board of Directors shall have authority and it shall be its duty to determine the plan of procedure for the enforcement of this section and to carry out the terms thereof, through contracts or agreements with the member state organizations.

## ARTICLE VI MEETINGS

### SECTION 1.

The annual meeting of the Voting Delegates shall be held during the month of December or January at such time and place as may be determined by the Board of Directors; provided, however, if in the determination of the AFBF's President and Executive Committee, a state or nationally declared emergency may materially interfere with said meeting, then, in that event, the AFBF's President, with the advice and consent of the Executive Committee, shall be authorized to relocate and/or reschedule the meeting, as appropriate; provided further, that any expiring terms of AFBF Officers and Directors shall be extended to accommodate any rescheduling hereunder.

### SECTION 2.

Special meetings of the Voting Delegates may be called by the President with the approval of the Board of Directors, and shall be called by him upon the request of ten member state organizations.

### SECTION 3.

Written notice stating the time and place of any meeting of Voting Delegates and, in the case of a

special meeting, the purpose or purposes for which the meeting is called, shall be deemed to have been duly given by placing such notice in the mail, postage prepaid, to the last known post office address of each member state organization not less than 20 nor more than 40 days before the date of said meeting.

## ARTICLE VII OFFICERS

### SECTION 1.

The officers of the American Farm Bureau Federation shall consist of a President, a Vice President, a Secretary and a Treasurer, provided that the offices of Secretary and Treasurer may be held by the same person. Such other officers or assistant officers or agents as may be deemed necessary may be elected or appointed by the Board of Directors and shall have such authority and may perform such duties as may be fixed by resolution of the Board of Directors not inconsistent with these Bylaws.

### SECTION 2.

(a) The President and Vice President shall be elected by the Voting Delegates which have been elected by and represent the member state Farm Bureau Federations and member state Agricultural Associations, to serve for two years and until their successors are elected and shall have qualified.

(b) The President and Vice President shall be members in good standing in their respective member state organizations and shall be and continue to be persons whose principal occupation and interest is farming. A person otherwise qualified shall not be deemed disqualified because of substantial full-time duties as an elected official of this organization or of a member state organization.

### SECTION 3.

The President shall be the executive head of this organization and shall be paid such salary as may be determined by the Board of Directors. He shall preside at all meetings of the Delegates and of the Board of Directors. He shall be a member ex officio of all standing and special committees.

### SECTION 4.

The Vice President shall perform the duties of the President in his absence or inability to serve. The Board of Directors shall determine and fix the per diem of the Vice President.

### SECTION 5.

The Secretary shall be elected annually by the Board of Directors and shall serve in that capacity until his successor is elected and qualified. The compensation of the Secretary shall be determined and fixed by resolution of the Board of Directors. The Secretary shall keep minutes of the meetings of the Voting Delegates and the Board of Directors in one or more



books provided for that purpose; shall attend to the giving of all required notices; shall furnish reports on all meetings of the Board of Directors to member state organizations; shall be custodian of the corporate records and of the seal of the Federation; shall affix the seal attested by his signature to such instruments as may be required; and in general shall perform all the duties incident to the office of Secretary. He shall also perform, under the direction of the President, such other duties as may be assigned to him by the Board of Directors.

#### **SECTION 6.**

The Treasurer shall be elected annually by the Board of Directors and shall serve in that capacity until his successor is elected and qualified. The compensation of the Treasurer shall be determined and fixed by resolution of the Board of Directors. He shall have charge and custody of, and be responsible for, all funds and securities of the Federation; shall receive and give receipts for monies due and payable to the Federation from any source whatsoever; shall deposit all such monies in the name of the Federation in such banks, trust companies or other depositories as may be designated by the Board of Directors; shall disburse the funds of the

Federation in accordance with due authorization of the Board of Directors; shall render a statement of account and transactions of the Federation whenever required by the Board of Directors or the President; shall make a complete annual statement for each annual meeting of the Federation, which annual statement shall be verified by a certified public accountant to be selected by the Board of Directors; and shall in general perform all duties incident to the office of Treasurer.

#### **SECTION 7.**

The Board of Directors shall require all officers, agents and employees, having control of or access to monies or securities of the Federation in the regular discharge of their duties, to give bond for the faithful discharge of their duties in such sum and with such surety as shall be determined by the Board of Directors. The premium on such bonds shall be paid out of the funds of the Federation.

#### **SECTION 8.**

Any Officer, Director or Voting Delegate of the American Farm Bureau Federation who shall accept or be elected to, or become a candidate for, an elective or appointive state or national office shall at once resign and be automatically dropped from his official position in the American Farm Bureau Federation.

#### **SECTION 9.**

The elected officers of the Federation, upon honorable retirement from office shall constitute an alumni or reserve body subject to call for service by the duly authorized officers of the Federation and eligible to appointment on all committees.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

#### **SECTION 1.**

Subject to such policies as may be duly adopted by the Voting Delegates in regular or special meeting and which are in full force and effect, the property and business of this organization shall be controlled by the Board of Directors.

#### **SECTION 2.**

The Voting Delegates shall, by a majority vote of a duly constituted quorum, elect a Board of Directors in number as provided herein. Only persons who are Presidents of member state organizations, who have been nominated or elected, or both, by the delegate body of their state organizations and who are duly qualified Voting Delegates, shall be eligible for election to the Board of Directors by the Voting Delegates. The directors elected, together with the President, the Vice President, the Chairman of the AFB Women's Leadership Committee, and the Chairman of the American Farm Bureau Young Farmers and Ranchers Committee, each of whom shall have power to vote, shall constitute the Board of Directors. The President, Vice President, Chairman of the AFB Women's Leadership Committee and Chairman of the American Farm Bureau Young Farmers and Ranchers Committee need not be Presidents of member state organizations in order to be eligible to serve as ex officio members of the Board of Directors.

#### **SECTION 3.**

In the event any Director ceases to meet the qualifications for his office, said office as director shall be deemed and become vacant.

#### **SECTION 4.**

The membership of such Board of Directors shall consist of 4 members from the Northeastern Region, 4 from the Middlewestern Region, 4 from the Southern Region, 4 from the Western Region and an additional director from any one of the regions specified herein for each 400,000 fully paid up members or a major increment thereof of the County Farm Bureau organizations affiliated with a member of this Federation, but no region shall receive an additional director for a minor fraction of 400,000.

#### **SECTION 5.**

The directors to which each region is entitled shall be so elected at the annual meeting of the Voting Delegates that approximately onehalf of the directors are elected for two year terms in the even numbered years and the remaining directors are elected to two year terms in the odd numbered years. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

## SECTION 6.

The directors from each region shall be nominated by the Voting Delegates from such region, which have been elected by and represent the member state Farm Bureau Federations and member state Agricultural Associations.

## SECTION 7.

The regions for the selection of the members of the Board of Directors shall be as follows: Northeastern region — Massachusetts, New Hampshire, Vermont, Maine, Connecticut, Rhode Island, New York, New Jersey, Delaware, Pennsylvania, Maryland, West Virginia. Middlewestern region — Ohio, Indiana, Illinois, Michigan, Minnesota, Iowa, North Dakota, South Dakota, Nebraska, Kansas, Missouri, Wisconsin. Southern region — Virginia, North Carolina, South Carolina, Alabama, Georgia, Florida, Mississippi, Tennessee, Kentucky, Louisiana, Oklahoma, Texas, Arkansas, Puerto Rico. Western region — Montana, Idaho, Utah, New Mexico, Colorado, California, Arizona, Oregon, Washington, Wyoming, Nevada, Hawaii, Alaska.

## SECTION 8.

Meetings of the Board of Directors may be held either in person or by electronic means, including, but not limited to, videoconference or teleconference. Any electronic meeting shall be conducted via technology reasonably available to all Directors. A majority of the members of the Board of Directors shall constitute a quorum. Vacancies in the board shall not be considered in computing a quorum. A quorum in all meetings of the standing and special committees shall be a majority of such committees.

## SECTION 9.

The Board of Directors shall have power to conduct a referendum vote on any matter of national interest.

## SECTION 10.

At the first meeting of the Board of Directors next succeeding the annual meeting of the Voting Delegates, the President shall nominate an Executive Committee of six persons from among the members of the Board of Directors. The President and Vice President shall be included in such list of persons so nominated and upon such Committee each region shall have at least one member resident of such region. Upon approval by the Board of Directors such Committee shall have authority to function in the interim periods between meetings of the Board of Directors and shall, within the policies of the organization and budget limitations, act upon such matters as may be referred from time to time to it by the Board of Directors. The President shall ex officio be chairman of such Committee. The Secretary of this organization shall act as secretary of the Committee, keeping a minute record of the proceedings of the Committee and report all proceedings of the Committee during such interim periods to the next succeeding regular meeting of the Board of Directors for such action as may be appropriate.

## SECTION 11.

In the case of any vacancy in the Board of Directors or in the offices of President or Vice President, through death, resignation, disqualification or otherwise, the Board of Directors shall select a duly qualified successor to fill such vacancy until the next annual meeting of the Federation, provided that any such vacancy need not be filled if only one regular meeting of the Board of Directors will occur before the next annual meeting.

# ARTICLE IX REMUNERATION

## SECTION 1.

The members of the Board of Directors shall be paid not to exceed three hundred dollars per diem and necessary expenses, which shall be paid from the funds of the American Farm Bureau Federation, while such officers are attending to the business of the organization.

## SECTION 2.

No member of the Board of Directors shall be a salaried employee of the American Farm Bureau Federation.

# ARTICLE X AMERICAN FARM BUREAU WOMEN

## SECTION 1.

The American Farm Bureau Women shall actively work to achieve the purpose of AFBF through implementation of AFBF priority issues, work to achieve a positive image for agriculture through leadership development, political influence and agricultural and consumer awareness, and, promote, protect and represent the business, economic, social, educational and spiritual interests of the farm families of the nation.

## SECTION 2.

(a) An annual meeting of the delegates of the state Farm Bureau Women shall be held at the same place and in conjunction with the annual meeting of the American Farm Bureau Federation. Each state shall be entitled to the same number of delegates to the annual meeting of the American Farm Bureau Women as it is entitled to regular Voting Delegates to the annual meeting of the American Farm Bureau Federation.

(b) Delegates shall be members of actual bona fide farm families. Delegates shall be members in good standing of a member state organization, either individually or through a family membership. No delegate shall be a salaried employee of the American Farm Bureau Federation or of any member association.

Alternate delegates with like qualifications may be selected by member organizations and may have the privileges of delegates when duly authorized to act in that capacity. Delegates and alternate delegates shall hold their offices for terms of one year and until their successors are duly selected and qualified.

(c) A majority of the delegates shall constitute a quorum. No delegate may vote by proxy.

### SECTION 3.

(a) The AFB Women's Leadership Committee shall consist of a Chair, a Vice Chair and eight additional qualified women, two from each of the four Farm Bureau regions. The Chair and Vice Chair shall be nominated at the annual meeting of the American Farm Bureau Women and shall be elected for two-year terms at the annual meeting of the American Farm Bureau Federation. The regional members of the committee shall be nominated, upon recommendation by the delegates from each region, at the annual meeting of the American Farm Bureau Women, and shall be elected for two-year terms at the annual meeting of the American Farm Bureau Federation. Each region shall have one member elected in the even numbered years and one member elected in the odd numbered years.

(b) The term of office of said members shall commence with the date of adjournment of the annual meeting of the Federation at which they were elected and continue until the date of adjournment of the second succeeding annual meeting of the Federation, and until their successors are elected and qualified.

(c) The AFB Women's Leadership Committee shall meet a minimum of four times per year at such time and place as may be determined by the Committee. In case of any vacancy in the Committee through death, resignation, or otherwise, the Committee may select a successor to fill such vacancy until the next succeeding annual meeting, subject to the approval of the Board of Directors of the American Farm Bureau Federation.

### SECTION 4.

The delegates at the annual meeting of the American Farm Bureau Women shall select from among their own number four delegates, one from each of the Farm Bureau regions, to the annual meeting or any special meetings of the Voting Delegates of the American Farm Bureau Federation.

### SECTION 5.

The American Farm Bureau Federation shall provide staff support for the AFB Women's Leadership Committee to achieve its purpose. Such staff shall perform such duties as will facilitate the program of the American Farm Bureau Women, as approved by the Board of Directors of the Federation.

## ARTICLE XI AMENDMENTS

### SECTION 1.

The Articles of Incorporation of the Federation may be amended or altered at any regular meeting of the Voting Delegates by a two-thirds vote and provided always that a quorum of such Voting Delegates shall be present at such meeting.

### SECTION 2.

These Bylaws may be amended, repealed or altered in whole or in part at any regular annual meeting of this organization by two-thirds affirmative vote of all duly qualified Voting Delegates or by a like vote at any special meeting, due notice thereof having been given and provided always that a quorum be present at such meeting. Provided further that such amendment or amendments as may be proposed by member state organizations, Voting Delegates, Board of Directors, or Officers shall be on file with the Secretary of the organization at least thirty (30) days previous to such meeting of the organization and wherein the Secretary shall have placed in the mail at least twenty (20) days previous to such meeting of this organization, a copy of such proposed amendment or amendments to the last known post office address of each member state Organization.

## ARTICLE XII INDEMNIFICATION

### SECTION 1.

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

### SECTION 2.

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



# EXAMPLE CODE OF CONDUCT

## VISIONARY & STRATEGIC

*Board members are expected to think beyond the present and welcome new ideas, change, and opportunities. By combining future vision with existing circumstances, board members are expected to chart the overall long-term direction of the organization.*

- Think creatively, critically, and strategically from a broad perspective
- Look for new ways to enhance the strength and effectiveness of the organization
- Actively engage in the creation of and monitoring of the organization's strategic plan
- Initiate and be open to new ideas

## COMPETENT & KNOWLEDGEABLE

Board members are expected to be prepared and participate to the best of their abilities to accomplish the organizational goals. Each board member is expected to strive to increase his or her awareness and knowledge.

- Know the organization's mission, purpose, goals, programs, services, strengths, and needs
- Follow trends in the organization's field of interest
- Prepare for and participate in board and committee meetings and other organizational activities
- Ask timely and substantive questions during board discussions
- Know and adhere to the organization's bylaws, cooperative agreements, and governance policies
- Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility

## RESPONSIBLE & RESPECTFUL

Board members are expected to make decisions based upon open and honest discussion. Board members must be able to count on each other to conduct business in a consistent, constructive, responsible, and honest manner.

- Serve the organization as a whole, rather than special interest groups or geographic areas
- Support the decisions of the board
- Maintain confidentiality of the board's executive sessions
- Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the board chair in a timely fashion
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate
- Avoid attempting to exercise any individual authority over the organization
- Respect and build upon the ideas of others

# EXAMPLE MEMORANDUM OF UNDERSTANDING

*[DRAFTER'S NOTE: The Model State/County Farm Bureau Membership Agreement is drafted to track closely the provisions of the AFBF National Membership Agreement. Together with the National Membership Agreement, these model provisions clarify the relationships among all the Farm Bureau organizations, county, state and national. All states are strongly encouraged to use this model, with amendments conformed to individual state situations, as set forth in Section 2(c) of the National Membership Agreement.]*

## ATTACHMENT A

### MODEL STATE/COUNTY FARM BUREAU MEMBERSHIP AGREEMENT

THIS AGREEMENT, made and entered into by and between the [State Farm Bureau] (hereinafter called "State Association") and the \_\_\_\_\_ (hereinafter called "County Association"), and other member County Farm Bureau Associations which are, or may hereafter become, signatories to similar agreements,

WITNESSETH:

WHEREAS, the major objective and purpose of the State Association is to promote, protect and represent the business, economic, social and educational interests of farmers and ranchers of this Nation, and to develop agriculture;

WHEREAS, County Association, being a member of the State Association and having similar objectives and purposes, desires to cooperate with the State Association and the other member County Farm Bureau Associations in the attainment of these common objectives and purposes;

WHEREAS, State Association has as its further objective to correlate Farm Bureau activities and strengthen its member County Farm Bureau Associations;

WHEREAS, State Association and its member County Farm Bureau Associations recognize the importance of the grassroots structure of the organization, which rests on strong and active organized County Farm Bureau Associations;

WHEREAS, State Association and its member County Farm Bureau Associations recognize the extraordinary value of the goodwill and reputation symbolized by the Marks and the importance of maintaining and protecting the Marks as distinctive identifiers of the collective national Farm Bureau organization; and

WHEREAS, the parties hereto recognize that these objectives and purposes can best be attained through the adoption and support of sound organizational principles and policies for all units of the Farm Bureau organization (County, State and National), including their Affiliates, within the guidelines of this Agreement.

NOW, THEREFORE in consideration of their mutual obligations, the parties hereto agree as follows:

#### 1. DEFINITIONS.

(a) "Affiliate" or "Affiliates" shall mean those companies or other entities which use the Marks in the conduct of their affairs and which are subject to control by one or more County Farm Bureau Associations and/or State Association through such means as ownership (including partial ownership), positions on the Board of Directors or licenses, or other methods of control approved by the AFBF Board of Directors.

(b) "Marks" shall mean the designations "FARM BUREAU," "FB," and "VOICE OF AGRICULTURE," and the "FB" National Logo as depicted and specified in the Farm Bureau Marks Use Manual.

(c) "County Farm Bureau Association" shall include county or parish units of the Farm Bureau organization.

(d) "American Farm Bureau Federation" or "AFBF" shall mean the national unit of the Farm Bureau organization.

(e) "National Membership Agreement" shall mean the uniform membership agreement between AFBF and each State Farm Bureau Association.

## **2. COOPERATIVE RELATIONSHIPS.**

(a) State Association shall maintain, during the tenure of this Agreement, its faith in the County Farm Bureau Associations as the basic unit of the Farm Bureau organization; and its desire and intention of cooperating, in the fullest possible measure, with County Association in achieving the objectives of the Farm Bureau organization, recognizing at all times the rights and responsibilities of County Association with respect to county matters.

(b) County Association shall be structured on a sound organizational basis, which, among other things, recognizes the basic rights and responsibilities of (i) other County Farm Bureau Associations with respect to their respective county matters; (ii) State Association with respect to state matters; and (iii) the AFBF with respect to national and international matters.

## **3. CONDUCT OF OPERATIONS.**

(a) County Association will conform to, and abide by, the provisions of the Articles of Incorporation and Bylaws of State Association.

(b) State Association and County Association shall conduct their operations, and assure that operations of their respective Affiliates are conducted, in a manner consistent with this Agreement, the National Membership Agreement, the State Association's Articles of Incorporation and Bylaws, and the policies and resolutions duly adopted by the State Association's Voting Delegates and interpretations of such policy by the State Association's Board of Directors.

(c) County Association shall have exclusive jurisdiction on all matters directly affecting County Association pertaining to its dues, budgets, constitution and bylaw provisions, and other matters of local policy and concern, provided, however, that same do not conflict with the Articles of Incorporation and Bylaws of State Association or the provisions of this Agreement.

## **4. INTELLECTUAL PROPERTY**

(a) On behalf and for the benefit and protection of the collective Farm Bureau organization (County, State and National), AFBF owns the Marks with the sole right to obtain registrations for the Marks in the United States Patent and Trademark Office and in all other trademark registries or comparable record systems in the United States and elsewhere throughout the world.

(b) So long as County Association remains a signatory to this Agreement, County Association shall be the one and only county-wide member entitled to State Association membership and authorized to use the Marks, either directly or through Affiliates approved pursuant to Section 4(d), within the respective territory of County Association. The authority of County Association to use the Marks shall be revoked immediately and automatically upon termination of its membership in State Association, or upon the termination of State Association's membership in AFBF.

(c) State Association and County Association shall ensure that no Affiliate shall use the Marks without obtaining written permission from the AFBF Board of Directors or the AFBF Executive Committee during the periods between regular meetings of the AFBF Board of Directors. AFBF may revoke such permission upon request by State Association or upon action by the AFBF Board of Directors.

(d) Use of the Marks by AFBF, State Association, County Association, and their Affiliates shall be governed by the provisions of this Agreement, the National Membership Agreement, and by the Farm Bureau Marks Use Manual, which is attached hereto as Attachment A and is incorporated herein by reference, and which may be revised from time to time by the AFBF Board of Directors.

(e) Each party hereto shall maintain sufficient control of its Affiliates, including Affiliates operating on behalf of two or more County Associations, to assure that the Affiliates comply with the rules governing their use of the Marks, as stated in this Agreement, the National Membership Agreement, and the Farm Bureau Marks Use Manual, and any applicable trademark license or other document providing for control over the use of the Marks as may be required by the AFBF Board of Directors.

(f) State Association and its Affiliates may offer their services, programs and activities using the Marks within County Association's geographical jurisdiction with the written consent of the Board of Directors of County Association or the President of County Association, at the election of the County Association. In the event that the Board of Directors or the President of County Association, as the case may be, later revokes its consent to such use of the Marks, State Association or its Affiliate shall be given reasonable time in which to discontinue offering them. County Association and its Affiliates that have been granted permission, or are granted permission in the future, to use the Marks by AFBF shall be permitted to use the Marks, subject to the provisions of the National Membership Agreement, in the geographical jurisdiction of another County Farm Bureau Association that has consented to such use.

(g) County Association and its Affiliates shall not be prohibited from conducting any business that does not use the Marks ("Unbranded Business") in the geographical jurisdiction of another County Farm Bureau Association. County Association agrees that State Association and its Affiliates, and other County Farm Bureau Associations and their Affiliates, shall have a similar right to conduct Unbranded Business in the geographical jurisdiction of County Association.

## **5. FARM BUREAU POLICIES**

(a) It is in the best interest of the Farm Bureau organization at the local, state and national levels for County Association to be supportive of the Farm Bureau policy positions adopted by the State Association's and AFBF's Voting Delegates, including interpretations of such positions by the State Association's and AFBF's Boards of Directors.

(b) Except as provided in Section 5(c), County Association and its Affiliates shall be bound by Farm Bureau policy resolutions adopted by the State Association's Voting Delegates, including interpretations of such positions by the State Association's Board of Directors, and by other actions adopted by the State Association's Board of Directors relating to statewide policy issues.

(c) If it appears to County Association that it may not wish to support or otherwise be bound by a State Association policy position, or Board interpretations thereof, County Association shall . . . [insert State Association policy dissent procedures].

(d) In the event County Association is no longer bound by State Association policy pursuant to Section 5(c), County Association shall cooperate with State Association by not publicly criticizing State Association and other county Farm Bureau organizations for supporting the majority position from which the County Association has dissented, and by clearly indicating that the view or position of the County Association does not represent the position of the State Association.

(e) State Association shall not provide its services or facilities or otherwise lend support to a County Association for the purpose of helping such County Association support a view contrary to State Association policy.

## **6. MEDIATION/ARBITRATION.**

(a) In the event of a dispute between two or more County Associations, which they are unable to resolve, the parties may submit the dispute to the State Association President for mediation. The State Association President and two persons selected by the President and approved by the State Association Board of Directors shall meet with the disputing parties to help the parties resolve the dispute in a fair and equitable manner.

(b) If the dispute is not settled by mediation, the parties may settle the dispute by arbitration according to the arbitration rules established or adopted by the American Arbitration Association, as may be amended, and judgment upon the decision or award by arbitration may be entered in any court having jurisdiction thereof. The parties to the dispute shall pay their own expenses and equally share and pay the costs of arbitration.

(c) State Association may, at its discretion, intervene in any arbitration proceeding instituted under this Section in which it has a substantial interest if it is so authorized by a majority vote of the State Association Board of Directors. In the event State Association decides to intervene, it shall be entitled to present evidence and argument relevant to the determination of the dispute.

## **7. WORKING WITH ALLIES.**

State Association and County Association shall seek the support of the leadership and membership of organized groups, both inside and outside of agriculture, for Farm Bureau's policies and programs.

## **8. MEMBERSHIP AND FISCAL MATTERS.**

(a) County Association shall be responsible for maintaining at all times an adequate system of records and accounts which will disclose the name and address of each individual Farm Bureau member in good standing.

(b) All individual membership dues collected by County Association for State Association during the current State Association fiscal year for the current State Association fiscal year shall be paid to the State Association . . . [insert State Association timing and procedure of dues collection].

(c) State Association and County Association shall have the right, at any reasonable time, to inspect, examine and audit the books of account and records of each other, the expense of same being assumed by the party making such examination.

(d) State Association and County Association shall furnish the other with a copy of its annual audited financial statement upon request.

(e) [insert language on classification of members, if desired]

## 9. INTERPRETATION AND TERMINATION OF AGREEMENT.

When duly executed, this Agreement shall supersede all previous membership agreements between the State Association and County Association. This Agreement shall be interpreted consistent with the National Membership Agreement. This Agreement may be terminated by State Association or County Association at any time by mailing written notice thereof, certified or registered mail, to the last known principal address of the other party; provided, that County Association shall pay to State Association one-twelfth (1/12) of the dues paid to State Association by County Association during the previous State Association fiscal year times the number of months from the beginning of the current State Association fiscal year to and including the month in which notice of termination is mailed. Termination of this Agreement by County Association shall constitute resignation from membership in the State Association.

IN WITNESS WHEREOF, this Agreement has been executed in duplicate by the parties hereto on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

[State] Farm Bureau

By \_\_\_\_\_  
President

ATTEST \_\_\_\_\_  
Secretary

(County Association)

By \_\_\_\_\_  
President

ATTEST \_\_\_\_\_  
Secretary

# EXAMPLE CONFLICT OF INTEREST DISCLOSURE FORM

## AMERICAN FARM BUREAU FEDERATION

### COMPANY POLICY ON CONFLICTS OF INTEREST

#### DISCLOSURE REPORT FOR DIRECTORS, OFFICERS, AND EMPLOYEES

I hereby declare that:

(a) I have read the "Statement of Policy and Disclosure Procedure Relating to Conflicts of Interest" approved by the Board of Directors of the American Farm Bureau Federation;

(b) I have examined my personal situation and that of members of my immediate family for any possible conflict between our personal interests and the interest of this company, with particular attention being given to:

- (1) Personal financial interest
- (2) Inside information
- (3) Gratuities and entertainment
- (4) Outside activities

(c) I have found to the best of my knowledge and belief that I and my immediate family members have no material interests, affiliations or other possible conflicts of interest referred to in said Policy Statement

☐ with no exceptions

☐ except as follows:

In the event there is any change in our situation, I will promptly report such change to the President.

Date \_\_\_\_\_

Signature \_\_\_\_\_

Printed Name \_\_\_\_\_

Title or Position \_\_\_\_\_

# EXAMPLE CONFLICT OF INTEREST POLICY

## AMERICAN FARM BUREAU FEDERATION

### STATEMENT OF POLICY AND DISCLOSURE PROCEDURE RELATING TO CONFLICTS OF INTEREST

#### A. GENERAL POLICY

The purpose of this policy is to help protect the best interests of the American Farm Bureau Federation (the Company) by requiring the disclosure of conflicts of interest by board members, officers, and employees. This policy statement is intended to: (a) identify certain areas in which conflicts of interest may exist; and (b) establish procedures for the disclosure of any possible conflict of interest so that corrective action may be taken if necessary.

Each director, officer, and employee shall make a full and complete disclosure to the President of the Company whenever such person has reason to believe that a possible conflict of interest may exist between his or her personal interests (including the interests of immediate family members) and the best interests of the Company. Any potential conflict of interest involving the President shall be disclosed to the Board of Directors.

Conflicts of interest may exist where the actions or activities of an individual on behalf of the Company involve: (a) the obtaining of improper personal gain or advantage; (b) an adverse effect upon the Company's interest; or (c) the obtaining by a third party of an improper gain or advantage.

#### B. AREAS INVOLVING CONFLICT OF INTEREST

The areas in which a conflict of interest may exist include, but are not limited to, the following:

##### (1) Personal Financial Interests

(a) Directors, officers, and employees shall disclose any outside commercial interests that might influence their official decisions or actions including: (1) any financial interest in an outside enterprise that has business relations with the Company if such interest represents a substantial portion of the net worth of the director, officer, or employee, or a substantial portion of the business done by such outside enterprise; and, (2) investments in any business that might compete with any of the Company's interests.

(b) Directors, officers, and employees shall disclose all holdings, either direct or indirect (e.g., by members of the immediate family), of a material investment in any business: (1) from which the Company buys or to which it sells stocks, bonds, or other securities; or (2) from which the Company secures goods or services.

(c) Directors, officers, and employees shall disclose, at least annually, any corporation or unincorporated enterprise in which they (or their immediate family members) have a material interest, where said business enterprise has, or may, engage in transactions with the Company.

##### (2) Inside Information

(a) Directors, officers, and employees shall refrain from knowingly buying or selling, for their own account or the account of immediate family members, any security or other interest being considered by the Company for purchase or sale until the Company decision has been completely executed, except the sale or purchase of securities on a registered security exchange or over the counter market on terms generally available to the public. Directors, officers, and employees shall refrain from communicating to any person any information regarding such considerations or decisions except in connection with the discharge of Company responsibilities.

(b) Confidential Company information received by directors, officers, and employees in the performance of their duties shall not be divulged to others, nor used for personal profit.

##### (3) Gratuities and Entertainment

Directors, officers, and employees and their immediate family members shall avoid the receipt of payments, gifts, entertainment, or other favors that go beyond common courtesies from third parties dealing with, or desiring to do business with, the Company and shall under no circumstances place themselves under obligation to such third parties.

#### (4) Outside Activities

(a) The Company encourages participation in outside business and civic events. However, the amount of time required for such participation must not interfere with the ability of an officer or employee to fulfill Company duties. The approval of the President should be obtained before committing to any such activities that have the potential to interfere with the fulfillment of Company duties.

(b) Officers and employees should avoid outside employment or activities that take from time and attention required by Company duties, or involve obligations that may in any way conflict with the interests of the Company. Approval of the President should be obtained before accepting any outside employment or activity with the potential to interfere with Company duties or conflict with Company interests.

### C. DISCLOSURE PROCEDURE

(1) Directors, officers, and employees receiving this statement are directed to submit to the President, or to his designee, at the end of each fiscal year the completed questionnaire that is attached to this policy. The information disclosed will serve as a basis for evaluation and discussion with the individual in cases where a conflict of interest may appear to be present.

(2) Any new information during the following year, on any matter that is covered by the questionnaire, shall be immediately disclosed to the President.

(3) If a director, officer, or employee determines that he or she (or an immediate family member) has, or is considering, a financial interest or outside relationship that might involve a conflict of interest, or, if in doubt as to the proper application of this Policy, the individual shall immediately make all the facts known to the President and be guided by instructions that are received.





CONTACT SHEET TEMPLATE

NAME AND ADDRESS	PHONE NUMBERS	EMAIL ADDRESS	BEST TIME TO CONTACT
	Home: _____		Morning Afternoon
	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		
	Home: _____		Morning Afternoon
	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		
	Home: _____		Morning Afternoon
	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		
	Home: _____		Morning Afternoon
	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		



CONTACT SHEET TEMPLATE

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	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		
	Home: _____		Morning Afternoon
	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		
	Home: _____		Morning Afternoon
	Work: _____		Evening Night
	Mobile: _____		Anytime
	Preferred: H W M		

# FINANCIAL RESPONSIBILITIES FOR COUNTY FARM BUREAU BOARD MEMBERS

## INTRODUCTION

Individuals who join the county Farm Bureau board of directors may think their responsibility is to represent their commodity, region or to oversee the implementation of a certain program or activity. They may not realize that a board member's responsibility encompasses far more.

As a member of the board, you have a responsibility to the county as a whole, not just any commodity, geographic area or program. Board members are responsible for the survival, financial viability and program success of the organization. This is your fiduciary responsibility and it is yours and yours alone. It cannot be transferred or delegated.

Board members must understand the issues that are important to the health and well being of the county Farm Bureau. Board members must understand financial solvency and integrity, safeguards and procedures that are designed to protect the county Farm Bureau. Armed with these tools, board members can manage the affairs of the county Farm Bureau and fulfill the mission of the organization.

## INTERNAL CONTROLS

Internal Controls are a segregation of duties to create a system of checks and balances to help mitigate the risk of fraud or theft. Internal controls do not have to be elaborate or complicated and frequently are very basic. A county Farm Bureau with strong internal controls will:

Answer YES to the following questions	Answer NO to the following questions:
Issuing Checks	
Does anyone besides the person issuing the check actually look at the check and payee to ensure it is the same as is recorded in the records?	Does that same person issue checks and approve the expenditure?
Are the checks carbon copy or if computer generated is a stub copy printed at the same time?	Does that same person issue checks and sign the check?
	Does the same person issue checks and reconcile the bank statement?
Recording Accounting Details	Preparing Deposits
Does the Board receive and review monthly financial statements (Income Statement, Balance Sheet and a list of all transactions)?	Does the same person prepare the deposit and make the deposit at the bank?
Does the Board approve all major expenses for the county?	Does the same person prepare the deposit and reconcile the bank statement?
Is there a policy that expenditures over a specific dollar amount be approved by the Board?	Does the same person prepare deposits and approve expenditures and sign the check?
Does the budget approved at a prior meeting match up with the financial statements?	

## QUESTIONS THE BOARD SHOULD ASK ABOUT FINANCIAL MATTERS:

1. Is our financial plan consistent with our strategic plan?
2. Is our cash flow projected to be adequate? Are our cash-flow projections reasonable, objective, and not overly optimistic? How accurate have we been in the past?
3. Do we have sufficient reserves? Has the board adopted a formal policy for the establishment of reserves?
4. Have we run a gain or a loss? (i.e. are we better or worse off financially than we were a year ago?)
5. Are any specific expense areas rising faster than their sources of income?
6. Are we regularly comparing our financial activity with what we have budgeted? What procedures do we use to make sure that the differences between what was budgeted and what actually happened are being appropriately addressed?
7. Does the board provide oversight of contractual agreements to ensure that the organization's exempt status will not be questioned or impaired? Does the board provide for internal controls over expenditures to ensure their propriety?
8. Is everyone who handles cash, checks, or investments bonded?
9. Do we carry appropriate insurance to ensure that the organization can continue to function under adverse circumstances?
10. Do we have policy prohibiting conflicts of interest, and do we periodically monitor compliance with the policy? Do any of our board members have potential or actual conflicts of interest?
11. Do we have the appropriate checks and balances necessary to reduce the possibility of errors, fraud, and abuse to a low level? Are we always alert to the possibility of fraud and abuse?
12. Have we adequately documented our policies and procedures with respect to all of our financial activity?
13. Do we have an investment policy? If so, are we following it?
14. Do we have an annual external audit?
15. Are we comfortable with our audit firm?
16. What financial committees or task forces do we have? What are their responsibilities?

**“Because accounting is so symmetrical, so logical,  
so beautiful and it always comes out right.”**

Financial Statements: A Step by Step Guide to  
Understanding and Creating Financial Reports



17. Does the audit committee have a private session each year with the auditor?
18. Do we have the proper staff for our financial activities?
19. Is our financial staff providing us with accurate and timely financial statements that allow us to understand the financial state of the organization? If not, how could the statements be improved?
20. Does our annual audit have a clean opinion? If not, why not, and what is being done about it?
21. Do we regularly review the Form 990? Does it accurately represent our organization?
22. Are we filing on a timely basis all reporting documents we are supposed to be filing?
23. Are our key sources of income rising or falling? If they are falling, what are we doing about it?
24. Are our key expenses, especially salaries and benefits, under control?
25. Have we had unplanned auditor turnover?
26. Are we micromanaging?
27. Are we satisfied with the services our bank currently provides?
28. When was the last time we checked to see if our banking costs are appropriate?
29. Have we thoroughly reviewed our operations to make sure we are appropriately insured?
30. Do we have directors and officers' liability insurance?
31. Are we making sure that no board or staff member is individually responsible for selecting investments?

*From Financial Responsibilities of Nonprofit Boards  
from BoardSource, Revised Edition, by Andrew S. Lang, CPA*

**“Accounting is a language, a means of communicating among all the segments of the business community. If you don’t speak the language of accounting or feel intuitively comfortable with the accounting model, you will be at a severe disadvantage in the business world. Accounting is a fundamental tool of the trade.”**

Gordon B. Baty, *Entrepreneurship for the Nineties*



Form **990**

Department of the Treasury  
Internal Revenue Service

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)  
▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public Inspection

**A** For the 2016 calendar year, or tax year beginning , 2016, and ending

**B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return/terminated
- ☐ Amended return
- ☐ Application pending

**C** Name of organization

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

City or town, state or province, country, and ZIP or foreign postal code

**F** Name and address of principal officer:

**I** Tax-exempt status: ☐ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

**J** Website: ▶

**K** Form of organization: ☐ Corporation ☐ Trust ☐ Association ☐ Other ▶

**L** Year of formation:

## Part I Summary

**1** Briefly describe the organization's mission or most significant activities:

**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 50% of its assets

**3** Number of voting members of the governing body (Part VI, line 1a) . . . . . **4**

**4** Number of independent voting members of the governing body (Part VI, line 1b) . . . . . **5**

**5** Total number of individuals employed in calendar year 2016 (Part V, line 2a) . . . . . **6**

**6** Total number of volunteers (estimate if necessary) . . . . . **7a**

**7a** Total unrelated business revenue from Part VIII, column (C), line 12 . . . . . **7b**

**b** Net unrelated business taxable income from Form 990-T, line 34 . . . . .

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .		
<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .		
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .		
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .		
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .		
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . . .		
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .		
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) . . . . .		
<b>16a</b> Professional fundraising fees (Part IX, column (D), line 25) ▶ . . . . .		
<b>b</b> Total fundraising expenses (Part IX, column (D), lines 11a–11d, 11f–24e) . . . . .		
<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .		
<b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) . . . . .		
<b>19</b> Revenue less expenses. Subtract line 18 from line 12 . . . . .		
	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16) . . . . .		
<b>21</b> Total liabilities (Part X, line 26) . . . . .		
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 . . . . .		

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of officer

Type or print name and title

Preparer's signature

Date

Check ☐ if self-employed PTIN

**Paid Preparer Use Only**

Print/Type preparer's name

Firm's name ▶

Firm's address ▶

Firm's EIN ▶

Phone no.

May the IRS discuss this return with the preparer shown above? (see instructions) . . . . . ☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2016)

Find the current version of the Form 990 on the IRS website ([irs.gov](http://irs.gov)). Consult a tax professional to determine which version to use.

# THE BOARD'S ROLE IN REVIEWING FORM 990: A CHECKLIST

**All tax-exempt organizations must report annually to the IRS on their financial and other activities — including their governance activities. They do this by filing a Form 990, Return of Organization Exempt from Income Tax.**

Many organizations provide a CPA or legal counsel with the pertinent information and then rely on him or her to complete the form. Regardless of who completes the form, however, all organizations should ensure that the chief executive and either the board chair or the chair of the audit (or finance/audit committee) committee examines it closely prior to filing. As fiduciaries, all board members also should be familiar with it. In Part VI, Section A of the form, the IRS asks whether the board receives a copy and what its review process is.

To help your board review the completed form, BoardSource provides the following checklist pertaining to governance. If your board members flag any of the items on the checklist, address them before filing the form with the IRS. When reviewing the form, keep the following in mind:

- **Is it accurate?** Form 990 serves as introduction to your organization and is reviewed by the IRS, your constituents, donors, and the media. You do not want to share inaccurate information.
- **Are you meeting legal requirements?** The IRS recognizes your tax-exempt status. Form 990 allows the IRS to verify that your organization meets the expectations and deserves its special status.
- **"No" answers may raise red or yellow flags in the eyes of the IRS.** They may lead to a heightened audit profile. Are there justified reasons for your "no" answers? Have you explained the reasons sufficiently in Schedule O?
- **Have you done your due diligence in justifying various interdependencies and relationships among your insiders or individuals or entities with which your organization does business?**
- **Are those who are compensated for services truly earning their compensation?** Familiarize yourself with the IRS's intermediate sanctions and safe harbor clauses and follow them to protect yourself and your organization.

	YES	NO
<b>LIST OF BOARD MEMBERS</b> The IRS requires you to list the names and titles of all board members and officers, whether or not compensation is provided. <b>Have you done so and is the information correct?</b>		
<b>NUMBER OF VOTING MEMBERS</b> The IRS wants to know the size of your decision-making body/board. Do not include exofficio non-voting members in this number. If your chief executive is a voting member, you must add him or her to this number. <b>Is this number correct?</b>		
<b>INDEPENDENCE OF BOARD MEMBERS</b> The IRS wants to ensure that your voting board members are independent as it pertains to three conditions: 1) No compensation as an officer or employee of the organization; 2) No (or less than \$10,000) compensation as a contractor to the organization or a related organization; 3) No other financial transactions directly with the organization or a related organization or to a family member with the organization or a related organization. <b>Are your board members independent?</b>		



	YES	NO
<h3>COMPENSATION OF BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES</h3> <p>Compensation is of primary concern to the IRS. Above all, it wants to ensure that no taxexempt organization is involved in private inurement, undue or excessive remuneration for services not provided, or that decisions related to financial transactions are made by insiders who have a conflict of interest in the outcome.</p> <p><b>Do your board members serve as volunteers without compensation? If they are compensated, is it reported? If you compensated any former board members more than \$10,000, did you report it?</b> After five years, one is no longer a "former board member."</p> <p><b>Have you reported any "key" employees* earning more than \$150,000?</b> (Your CEO and COO are not key employees; they are considered officers of the organization.)</p> <p><b>Have you reported any non-key employees earning more than \$100,000?</b></p> <p><b>If you compensated any independent contractors more than \$100,000, have you reported it?</b></p> <p><b>If you compensated any former officers or any former key employees more than \$100,000, did you report it?</b></p>		
<h3>COMPENSATION PROCESS</h3> <p>The IRS focuses on the process of determining compensation for the chief executive and other key individuals.</p> <p><b>Is your board adhering to the intermediate sanctions' safe harbor clauses?</b></p> <p><b>Do you rely on comparable data when setting compensation?</b></p> <p><b>Do independent individuals approve the compensation for top management?</b></p> <p><b>Does the board keep accurate and contemporaneous records of how it makes compensation decisions?</b></p>		
<h3>LOANS</h3> <p>The IRS wants to ensure that the board is an independent body that makes decisions for the good of the organization without weighing in personal benefits.</p> <p><b>Did the organization refrain from providing loans, grants, or other financial assistance to board members, officers, or key employees?</b></p>		
<h3>DELEGATION OF AUTHORITY</h3> <p>If your board delegates part of its authority to an executive or similar committee, have you described the composition of this group and the scope of its authority in Schedule O?</p> <p><b>If any board decisions are subject to approval by members, stockholders, or other persons, have you reported this?</b></p>		



	YES	NO
<b>BOARD PRACTICES</b>  <p>Did your board members refrain from engaging in direct or indirect campaign activities on behalf of or in opposition to candidates for public office or engage in lobbying?</p> <p>Did the board and each committee with authority to act on behalf of the board contemporaneously document the meetings held or written actions undertaken during the year?</p> <p>Does the organization have members, stockholders, or other persons who may elect one or more members of the board, and if so, is it reported?</p>		
<b>BOARD POLICIES</b>  <p>Do you have a written conflict-of interest (COI) policy, are board members and key staff required to disclose interests that could lead to conflict, and are these situations monitored and enforced?</p> <p>Do you share your COI policy (as well as your governing and financial statements and Form 990) with the public?</p> <p>Does the organization have a written whistleblower policy and document retention and destruction policy?</p> <p>Did the organization make any significant changes to its articles of incorporation or bylaws since the prior Form 990 was filed and, if so, are they explained in Schedule O?</p> <p>Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?</p>		
<b>FINANCES</b>  <p>Are any assets held in term, permanent, or quasi-endowments reported?</p> <p>Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP?</p> <p>Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?</p> <p>Are any non-cash contributions to the organization valued more than \$25,000 — or any contributions of art, historical treasures, or other similar assets, or qualified conservation contributions — reported?</p> <p>Is any unrelated business income of \$1,000 or more reported?</p> <p>If the organization invested in, contributed to, or participated in a joint venture or similar arrangement with a taxable entity during the year, has the organization adopted a written policy or procedure requiring the organization to evaluate its participation under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such an arrangement?</p>		

	YES	NO
<b>MISSION AND PROGRAMS</b> <b>Have you accurately and succinctly described your mission?</b>  <b>If you made any significant changes to your programs — adding, ending, or altering how you deliver your programs — have you explained them in Schedule O?</b>  <b>Have you accurately described the achievements for your three largest program services by revenue?</b>  <b>If you have chapters, branches, or affiliates, do you have written policies and procedures governing their activities to ensure consistency with the organization?</b>		

**\*Who is a key employee?** A key employee meets the following tests:

- Received annual compensation in excess of \$150,000.
- Has responsibilities, powers, or influences over the organization that are similar to that held by an officer (e.g., CEO, CFO, COO) or a board member.
- Manages a discrete segment or activity that represents 10 percent or more of the organization's activities, assets, income, or expenses.
- Has or shares the authority to control or determine 10 percent of the organization's capital expenditures, operating budget, or compensation for employees.
- Is one of the top 20 employees who pass the \$150,000 and responsibility tests.

*From The Board's Role in Reviewing Form 990: A Checklist  
from BoardSource*

**“...even if it's boring and dull and soon to be forgotten, continue to learn bookkeeping. People think I'm joking, but I'm not. You should love the mathematics of business.”**

Kenneth Olsen, Founder and former CEO,  
Digital Equipment Corporation



# SAMPLE BOARD POLICIES

## BUSINESS OR PROFESSIONAL INTERESTS

Board members have outside business and professional interests. Board members, however, may not make a profit in any way in their outside employment or business interests from their service on this organization's board of directors. During board meetings, board members shall disclose any conflict of interest involving an issue before the board.

## GIFTS, GRATUITIES

Board members will not accept gifts, gratuities, trips, personal property or other items of value from an outside person or organization as an inducement to do business or provide services.

## PERSONAL BELIEFS

Board members hold a wide range of personal beliefs, values and commitments. These can present a conflict of interest if they prevent board members from acting for the benefit of the full organization or from carrying out their responsibilities as board members. There can be a conflict of interest if a board member attempts to use their board office to further their personal interests or to convince other board members or staff to act upon the board member's wishes.

## ABUSE OF THE BOARD OFFICE

Board members should not abuse their office by using this organization's staff, services, equipment or property for their personal or family gain.

## SEXUAL HARASSMENT

The county Farm Bureau prohibits any employee, volunteer or vendor from making sexual advances of a verbal or physical nature toward another employee or volunteer. Sexual harassment is viewed as a form of conduct that undermines the integrity of the organization. All employees and volunteers must be allowed to work in an environment free from unsolicited and unwelcome sexual overtures. Sexual harassment is defined as behavior that is unwelcome and personally offensive. It reduces morale, interferes with work productivity, impugns individual dignity and is contrary to our mission.

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Board member's signature

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Date

Source: *Board Member Manual*, Aspen Publishers, Inc

# ARTICLES OF INCORPORATION

Certificate Number 3523

14363



**To all to whom these Presents Shall Come, Greeting:**

**Whereas,** a CERTIFICATE, duly signed and acknowledged, has been filed in the Office of the Secretary of State, on the 15th day of July A.D. 1920 for the organization of the

AMERICAN FARM BUREAU FEDERATION

under and in accordance with the provisions of "AN ACT CONCERNING CORPORATIONS" approved April 18, 1862, and in force July 1, 1862, and all acts amendatory thereof, a copy of which certificate is hereto attached;

Now Therefore, I, LOUIS L. EMMERSON, Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said

AMERICAN FARM BUREAU FEDERATION

is a legally organized Corporation under the laws of this State.

**In Testimony Whereof,** I hereto set my hand, and cause to be affixed the Great Seal of the State of Illinois,

Done at the City of Springfield, this 15th day of July A.D. 1920 and of the Independence of the United States the one hundred and 45th.

LOUIS L. EMMERSON

SECRETARY OF STATE.

# SAMPLE PROGRAM OF ACTIVITIES

## WALNUT COUNTY FARM BUREAU 2017 PROGRAM OF ACTIVITIES



### SCHEDULED EVENTS

<b>JANUARY 20</b>	<b>AG FEST AT CAPITOL — PHOENIX</b> Committee: Jay, Sam, Adam, Shawn, Jace, All board event.	<b>Chair: Jay Kowal</b>
<b>FEBRUARY 13-15</b>	<b>NATIONAL YOUNG FARMER &amp; RANCHER LEADERSHIP CONFERENCE</b> KANSAS CITY, MO	<b>Chair: Jessica Holderr</b>
<b>FEBRUARY 21-25</b>	<b>SPRING WASHINGTON D.C. TRIP</b>	
<b>MARCH 29</b>	<b>COMMODITY ADVISORY COMMITTEE MEETINGS AND AG LUNCHEON- PHOENIX</b> Advisory committees meet to discuss issues in each commodity.	
<b>JULY 15-16</b>	<b>AZFB WOMEN IN AG CONFERENCE</b> WigWam Resort — Litchfield Park, AZ A Conference for women in agricultural industries to gather for one day on topics and issues important to agriculture as well as an opportunity to network.	
<b>AUGUST 2</b>	<b>POLICY DEVELOPMENT MEETING</b> All ag members are invited to attend to discuss commodity issues and create or edit policy for the 2017 year.	<b>Chair: Adam Freedburg</b>
<b>AUGUST 18</b>	<b>PICNIC/BBQ</b> Invite all ag and non-ag members to event. Usually held in the park next to Thatcher Elementary. Catered BBQ and dessert. Members provide their own chairs.	<b>Chair: Virginia Liston</b>
<b>SEPTEMBER TBD</b>	<b>FALL WASHINGTON D.C. TRIP</b>	

# SAMPLE PROGRAM OF ACTIVITIES

## WALNUT COUNTY FARM BUREAU 2017 PROGRAM OF ACTIVITIES



### SCHEDULED EVENTS

<b>SEPTEMBER 1</b>	<b>COUNTY ANNUAL MEETING</b> Vote on policy, elect officers and board as well as delegates to the state annual meeting. Dinner and dessert provided.	<b>Chair: Cindy Larson</b>
<b>SEPTEMBER 18–20</b>	<b>STATE BOARD RESOLUTIONS COMMITTEE MEETING</b>	
<b>SEPTEMBER</b>	<b>SALSA FESTIVAL</b> Sponsor a hot air balloon and have a booth at the event on Saturday. Outreach to the public about the county's agricultural industry.	<b>Chair: Mike Thurman</b>
<b>NOVEMBER 2–4</b>	<b>AZFB WOMEN IN AG CONFERENCE</b> WigWam Resort — Litchfield Park, AZ A Conference for women in agricultural industries to gather for one day on topics and issues important to agriculture as well as an opportunity to network.	

### UN-SCHEDULED EVENTS

<b>ONGOING</b>	<b>MEMBERSHIP</b> Recruit new members of WCFB and potentially the board.
<b>ONGOING</b>	<b>AG IN THE CLASSROOM</b> Schedule events at farming and ranching operations or in the classroom to educate and promote agriculture.

# WHISTLEBLOWER POLICY

## AMERICAN FARM BUREAU FEDERATION



### GENERAL

As employees and representatives of AFBF or an affiliated company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### REPORTING RESPONSIBILITY

It is the responsibility of all officers and employees to comply with all applicable local, state and federal laws and regulations (the “law”) and to report violations or suspected violations in accordance with this policy.

### NO RETALIATION

No officer or employee who reports in good faith a violation of law shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

### REPORTING VIOLATIONS

AFBF and affiliates maintain an open door policy and suggest that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor, or you are not satisfied with your supervisor’s response, you are encouraged to speak with the Director of the Human Resources or any manager whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of law to AFBF’s and affiliated companies’ General Counsel.

### ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation of law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense which may require disciplinary action.



# MEETINGS



HOW TO BUILD AN AGENDA

HOW TO BUILD A CONSENT AGENDA

TEMPLATE: MEETING AGENDA

WHAT'S IN & WHAT'S OUT OF MINUTES

TEMPLATE: BOARD MEETING MINUTES

TEMPLATE: COMMITTEE MEETING MINUTES

TIPS FOR MANAGING DISCUSSIONS

# HOW TO BUILD AN AGENDA

Follow these 10 steps to build a better agenda for your next meeting.

## 1. ASK YOURSELF, “DO WE REALLY NEED TO MEET?”

Before board members ever enter the door, before the agenda is created, before the date is set, ask yourself, ‘Do we really need to meet?’ Is there specific work to accomplish or are we meeting for the sake of meeting? Note that this does not change the specified meetings that must be held, as outlined in the bylaws — those must happen!

## 2. DETERMINE THE PURPOSE OF THE MEETING.

Know ahead of time what you want to accomplish in the meeting. List the purpose of the meeting at the top of the agenda.

## 3. SOLICIT ISSUES AND IDEAS FROM OTHERS PRIOR TO BUILDING AGENDAS.

Begin with committee chairs, Farm Bureau staff, and other officers to see what issues or new ideas need to be included in the meeting. Distinguish between information to be reported and information to be discussed.

## 4. BE REALISTIC ABOUT TIME.

Too many meetings get delayed or drag on. Set a realistic amount of time for each item and include the start and end time for each agenda item on the agenda. It’s up to the person leading the meeting to stay on time. However, if this becomes a challenge, consider appointing someone else to be timekeeper to keep the meeting on schedule.

## 5. USE ACTION VERBS TO FOCUS EACH AGENDA ITEM.

Instead of using broad topic headings like “Summer Picnic” that can easily go in many directions, consider listing agenda items using action verbs to focus the conversation, like “Select menu for summer picnic.” This keeps the group on task and helps you to set a realistic time frame for discussion.

## 6. ORGANIZE THE AGENDA SO PARTICIPANTS FEEL THEY ARE ACCOMPLISHING THINGS.

Start and end the meeting with brief, easy items. People attend meetings to get things done. When you start with easy items it sets the pace for the meeting. When you end with easy items, people feel energized to take action as they leave.

## 7. ARRANGE TOPICS LOGICALLY.

People have more energy and more creativity at the beginning of the meeting. Put the difficult issues or the ones that need a fresh perspective near the top.

## 8. CONSIDER USING A CONSENT AGENDA.

A consent agenda saves time and energy in a meeting by reducing the need to vote separately on items that don’t require explanation or discussion. Information for the consent agenda gets distributed to members for their review. All consent agenda items are combined on the agenda as one item — Consent Agenda. There is one motion to approve all times on the consent agenda.

## 9. CIRCULATE THE AGENDA THREE DAYS TO A WEEK BEFORE THE MEETING.

Circulating the agenda gives meeting attendees a chance to prepare for discussions. It also allows for additions or edits to the agenda prior to the meeting, helping you to stay on time and task.

## 10. HAVE A PLAN FOR TANGENTS AND OTHER BUSINESS ITEMS.

Be prepared to handle topics that aren’t on the agenda. For items that are important, but not urgent, add them to a list to be included at future meetings.

# HOW TO BUILD A CONSENT AGENDA

## WHAT IS A CONSENT AGENDA?

A consent agenda is a strategy you can use to save your board time and energy in a board meeting by reducing the need to vote separately on items that don't require explanation or discussion.

## HOW DOES IT WORK?

Information for the consent agenda gets distributed to board members, sometimes prior to the meeting, for their review. All consent agenda items are combined on the agenda as one item — Consent Agenda. There is one motion to approve all times on the consent agenda.

## WHAT TYPES OF ITEMS ARE APPROPRIATE FOR A CONSENT AGENDA?

The board can decide what is most appropriate for their meeting culture. The items placed on a consent agenda are usually those that have been discussed previously, are not controversial, and don't need explanation prior to action. Some sample consent agenda items can include:

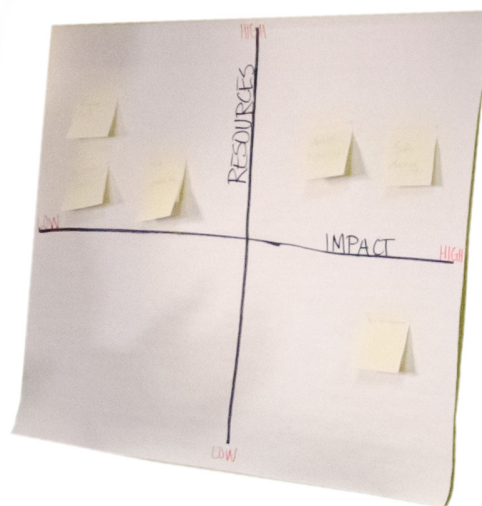
- Minutes
- Treasurer's Report
- Committee Reports
- Agency Updates (if applicable)

## WHAT IF THERE IS AN OBJECTION OR NEED FOR DISCUSSION ABOUT AN ITEM THAT IS INCLUDED IN THE CONSENT AGENDA?

At the request of any board member, an item can be removed from the consent agenda prior to a vote. Removing the item does not need a second or require a formal vote, just a request. Then this item is removed from the consent agenda and placed on the regular meeting agenda for further discussion.

## HOW ARE CONSENT AGENDA ITEMS LISTED IN THE MINUTES?

Although consent agenda items are approved as a group, they are recorded individually in the minutes.





## AGENDA

DATE:

TIME:

MEETING PURPOSE:

OBJECTIVES:

ATTENDEES:

CONSENT AGENDA:

### DETAILED OUTLINE

TIME	TOPIC	RESPONSIBLE	MATERIALS

DECISIONS REACHED:

ACTIONS REQUIRED:

BY WHEN:

BY WHOM:

URGENT ISSUES FOR THIS MEETING:

IMPORTANT ISSUES FOR FUTURE MEETING:

THE MINUTES OF THE MEETING WILL BE PREPARED/DISTRIBUTED BY:

BEFORE:

# WHAT'S IN AND WHAT'S OUT OF MINUTES

IN	OUT
Name of the organization	Transcripts of meeting discussions
Existence of a quorum	Minutes as newsletters for the organization
Board members in attendance, absent, and excused	Minutes as the report for work assignments
Motions made and by whom	Names or direct quotations
Major points for and against issues	Not enough information to explain the decision
Results of votes	Recording names with votes unless requested
Names of those in favor, dissenting, or abstaining	Too much detail about discussions
Meeting date	Sidebar conversations
Notation of financial reports and other documents distributed	Keeping an audio or video recording of the meeting along with the minutes
Start and end time	Typos and errors
Future action items	
Signature of the board president and secretary	
Discussions of legal issues	
Questions about a conflict of interest	
Minutes for all official meetings — including committees	
Logistical information about the next meeting	



# MEETING TITLE

WHEN:

WHERE/HOW:

BOARD MEMBERS:

	PRESENT	ABSENT/ EXCUSED		PRESENT	ABSENT/ EXCUSED

## AGENDA ITEMS

WELCOME

LAST MEETING'S MINUTES: APPROVAL

- o Motion to approve:
- o Second:

TREASURER REPORT

TO DO	WHEN	WHOM

COMMITTEE UPDATES (IF APPLICABLE)

MEMBERSHIP:

TO DO	WHEN	WHOM

Continued on next page.



# TEMPLATE: BOARD MEETING MINUTES

## AGENDA ITEMS (CONTINUED)

<b>POLICY DEVELOPMENT:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>ANNUAL MEETING:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>YF&amp;R:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>WOMEN'S LEADERSHIP COMMITTEE:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>P&amp;E:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>COMMITTEE:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>COMMITTEE:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>
<b>OTHER BUSINESS:</b>		
<b>TO DO</b>	<b>WHEN</b>	<b>WHOM</b>

Continued on next page.





## AGENDA ITEMS (CONTINUED)

### OTHER BUSINESS:

TO DO	WHEN	WHOM

### OTHER BUSINESS:

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

## END OF MEETING

- o Motion to approve:
- o Second:



# COMMITTEE MEETING MINUTES

WHEN:

WHERE/HOW:

BOARD MEMBERS:

	PRESENT	ABSENT/ EXCUSED		PRESENT	ABSENT/ EXCUSED

## AGENDA ITEMS

WELCOME

LAST MEETING'S MINUTES: APPROVAL

- o Motion to approve:
- o Second:

TASK/PROJECT UPDATES (IF APPLICABLE)

PROJECT 1:

TO DO	WHEN	WHOM

PROJECT 2:

TO DO	WHEN	WHOM

Continued on next page.



# TEMPLATE: COMMITTEE MEETING MINUTES

## AGENDA ITEMS (CONTINUED)

### PROJECT 3:

TO DO	WHEN	WHOM

### PROJECT 4:

TO DO	WHEN	WHOM

### PROJECT 5:

TO DO	WHEN	WHOM

### PROJECT 6:

TO DO	WHEN	WHOM

### PROJECT 7:

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

TO DO	WHEN	WHOM

## END OF MEETING

- o Motion to approve:
- o Second:

# TIPS FOR MANAGING DISCUSSIONS

## FOR GROUPS WHERE SEVERAL PEOPLE DOMINATE THE CONVERSATION...

- Before asking a question, say, "This is a 30 second question, and I want everyone to think about their answer for 30 seconds before anyone answers." For more complicated issues, use a 45 second or even 60 second lead time.
- Announce that you are going to ask a question and then go around the table and have everyone share their answer. Start with a member of the group who is quiet and has not shared yet or would otherwise be intimidated to share after more vocal group members begin discussing.
- Use an object to identify the person who has the floor during a discussion. Limit the number of times each person can hold the object during the meeting or during each agenda item.
- Paraphrase what people are saying so they feel they have been heard. For example, "Frank I understand that it's important to you to have ice cream at the meeting. Helen, what do you think?"

## FOR GROUPS THAT ARE LONG-WINDED...

- Establish discussion times for the items you will discuss and have those times published in the agenda you circulate before the meeting. This allows everyone buy-in on the time frame. Assign a timekeeper who monitors the discussion times of each item. Use a sound maker or hold up a brightly colored piece of paper when the group has reached the time limit. If the discussion isn't finished, elect to continue for a finite number of minutes or move the further discussion to later in the meeting or to another meeting time.
- At the end of the set discussion time, ask anyone with additional points that they think need to be made and haven't discussed to write them on a piece of a paper and pass them to you. You can then post these points and have people look at them, or bring them up at a later time in the meeting.
- Combine the format where you go around the table and have everyone share their thoughts with the timed discussion technique. Say you are going to go around and each person will get a set amount of time to share their perspective. At the end of that time, the time keeper gives the signal and the next person shares.
- Have each person write his or her opinion on the topic at hand on an index card. Collect the cards, mix them up, and distribute one to each person. Ask each person to read the opinion on the card in his or her hand.

