ARTICLE I - NAME

The name of this Association shall be "GERMANIA FARM MUTUAL INSURANCE ASSOCIATION". Its territory for operation shall be the State of Texas, with its home office in the city of Brenham, Texas.

ARTICLE II - PURPOSE

It shall be the purpose of this Association to provide insurance protection to its members as a Farm Mutual Insurance Company organized under the Texas Insurance Code.

ARTICLE III - DISTRICTS

The Board of Directors shall establish the number of Districts and the area and membership for each District from time to time as is deemed feasible by the Board of Directors. One or more of these Districts may comprise the entire State of Texas. Each District shall be entitled to one Director known as a District Director. The reduction of the number of Districts by the Board of Directors shall not have the effect of shortening the term of an existing Director for such a District; but such Director shall continue to serve on the Board of Directors until the expiration of said Director's term. If the Board of Directors establishes a new District, the Board of Directors shall appoint a Director for such District to serve until an election is held in such District.

ARTICLE IV - OFFICERS

1. The Officers shall include the President, the Secretary-Treasurer, and such additional Officers as the Board of Directors from time to time may establish.

2. Duties: The Officers shall have the duties as set forth in the Association's Bylaws.

ARTICLE V - BOARD OF DIRECTORS

1. The Board of Directors shall be comprised of not less than 7 Directors or more than 13 Directors; consisting of the District Directors and such Officers, if any, as the Board may nominate to serve as a Director and the members may elect as hereinafter provided.

2. Qualifications: Any member of this Association shall be eligible to serve as a Director provided the member fully complies with and satisfies the qualification requirements of a Director as applicable to Farm Mutual Insurance Companies under the Texas Insurance Code and with the requirements as may be established by the Board of Directors.

3. Salaries: The members of the Board of Directors shall receive compensation as may from time to time be fixed by the Board of Directors.

4. Term: Directors shall hold their offices for a term of three years and until their successors qualify. If an Officer is also serving as a Director, the position(s) on the Board shall cease at the end of the three-year term unless the Board requests continuation of the same and the membership elects such Director(s) for an additional term. The year for the election of a Director of a District serving on the Board of Directors shall be established by, and may be extended from time to time by, the Board of Directors to provide for the staggering of elections as evenly as possible among the District Directors and

so as not to shorten the term of any existing Director.

A Director who has attained the age of seventy-five (75) shall submit their resignation to the Board, effective at the conclusion of the Director's current term. Such resignation shall be deemed accepted unless a majority of the Board affirmatively votes to place the Director's name before the membership for consideration and election to an additional term of service.

5. Powers and Duties: The powers of the Association shall be exercised by and under the authority of the Board of Directors, and the business and affairs of the Association shall be managed by the President under the direction of the Board of Directors. The Board shall have power and authority to hold, manage, control, hypothecate, sell and dispose of all the property, real or personal, belonging to this Association for the purpose of carrying into effect the purpose of this Association.

   It shall have power to make Bylaws, rules and regulations for itself, the Officers, the Local Chapters, the members of the Association, and for the enrollment of property, but it shall not curtail or take away the right or privilege given or granted by this Constitution to the Local Chapters or the members.

   It shall receive and act upon all reports made to it by the President, and the decision of the Board of Directors on all questions shall be final.

   The Board of Directors shall have power to try and impeach, suspend, expel, or remove any Director by a two-thirds majority vote of all Directors.

6. Meetings: Meetings of the Board shall be presided over by the Chairperson, who shall be selected by the Board. A special meeting may be called by the President, the Chairperson of the Board, or upon the written request of a majority of the Board of Directors.

7. Quorum: A majority of the members of the Board of Directors shall constitute a quorum to transact any business of the Board of Directors, and any number not less than three shall constitute a quorum to adjourn a meeting and fix the time and place of the next meeting.

   Except as may otherwise be provided in this Constitution or the Bylaws of this Association, a majority of all members of the Board of Directors must vote favorably to pass any resolution, carry any motion and elect any Officer.

ARTICLE VI - VOTES

Every member of this Association shall be entitled to one vote. When community property is insured, only one spouse shall be entitled to vote. Voting may take place in person at Local Chapter meetings and by any other method permitted by law.

ARTICLE VII - DISTRICT MEETING

The Secretary of each Local Chapter shall appoint one of its members to serve as a Delegate to represent such Local Chapter at its District Meeting, which may be held at a time and place as from time to time established by the Board of Directors.

The Chairperson of the Board shall call the District meeting to order and preside as

Chairperson, and shall appoint a person to serve as Secretary at such meeting.

ARTICLE VIII - ELECTIONS

1. District Directors: The Chairperson shall submit the name(s) of the candidate(s) approved for nomination by the Board of Directors to the members of their respective District(s) for approval. The members in a District wherein a Director is being elected shall vote on the candidate(s) so nominated for the Director of such District(s). Candidates need not reside within the District in which they are nominated to a Director position.

2. Officers: In the event the Board nominates an Officer(s) of the Association to be a member of the Board, the name(s) of such Officer(s) who are nominated to serve as a Director shall be submitted for vote of the membership. The members of all Districts shall vote on any Officer(s) nominated for a Director position.

3. Time: Director elections shall occur as established by the Board. The election of a Director whose term is expiring, and the election of a Director for any newly created district, if applicable, shall take place at the annual meeting(s) of the membership as established each year by the Board of Directors.

4. Process: Election results must be in the home office no later than 30 days after the last Local Chapter meeting or by such date otherwise established by the Board of Directors. The President shall canvass the returns from the Local Chapters and make a summary statement showing the results of the elections in each respective District. The candidate receiving the highest number of votes shall be declared elected as the Director of such District.

   Should there be a tie between candidates having the highest number of votes, the tie shall be broken by a flip of the coin method in which the winner of the flip of the coin shall be declared elected.

   In the event irregularities have occurred in the election of a Director and proof of such irregularities are submitted to the Board, the Board shall then investigate the facts and decide which candidate is lawfully elected and shall notify the Secretary of the respective Local Chapters of the fact. The Board may delegate the task of investigating such matter, decision-making on the matter, and notification of the same, to a duly appointed committee of the Board. The decision of the Board is final.

5. Vacancy: In case of a vacancy on the Board of Directors, the remaining Directors may appoint a qualified member who shall hold the office of Director for the unexpired term.

ARTICLE IX - MEMBERSHIP MEETINGS

The annual meeting(s) of the membership shall be held at such date, time, and place, and conducted in such manner, as shall be established by the Board of Directors each year. Local Chapter meetings of the membership may be called from time to time by the Association President, one-third of the Board of Directors, the Commissioner, the Local Chapter President or as otherwise set forth in the Bylaws.

ARTICLE X - MEMBERS

1. Qualifications: Any person having property insured by this Association shall be a member of this Association.

2. Rights of Members: Each member of this Association shall:

    a. Be eligible for any office of this Association provided such member meets the qualifications for such office.

    b. Be entitled to vote on amendments to this Constitution or the Constitution of the member's respective Local Chapter, on any question that may arise in the member's Local Chapter meeting, in the election of the Officers of the Local Chapter, for the Director(s) of any District wherein the member resides, and for any Officer nominated for a Director position.

    c. Be entitled to form Local Chapters in accordance with the provisions and subject to the restrictions set forth in this Association's Bylaws.

3. The rights and privileges of a member of this Association are personal to such member and are not transferable.

ARTICLE XI - BOND OF OFFICERS

The Board of Directors shall require of each active Officer, before entering upon duty, to make a good and sufficient bond upon such condition and for such amount as shall secure the prompt and faithful discharge of such Officer's duties.

ARTICLE XII - AMENDMENTS

1. A Local Chapter may propose changes or amendments to this Constitution and this Association's Bylaws annually to be considered by the Board of Directors. Such proposal shall be in the form of a written resolution forwarded to the President for presentation to and consideration by the Board.

2. Whenever two-thirds of all the members of the Board of Directors deem an amendment to this Constitution necessary, the Board of Directors shall frame such amendment verbatim and shall submit the same to the vote of the members of the Association who shall vote on the same at the next annual meeting(s) or at a special meeting called for that purpose.

3. A two-thirds majority of all members voting shall be required to effect an amendment or change to the Constitution. All constitutional changes ratified by the membership become effective 30 days after the last annual meeting(s) or at such date specified in said amendment.

ARTICLE XIII - DISSOLUTION

Germania Farm Mutual Insurance Association is a membership owned Association. In the event Germania Farm Mutual Insurance Association is dissolved and liquidated by action of the Board of Directors or by policyholder action, or by operation of law, or by any other legal means permitted by law, then all assets after payment of, or provision for liabilities, shall be distributed pro rata to then existing policyholders based on the amount of insurance in force.