

**BY-LAWS**  
**OF THE**  
**MISSOURI RED ANGUS ASSOCIATION, INC.**

**ARTICLE I. NAME AND PURPOSE**

SECTION 1. THE NAME OF THIS CORPORATION SHALL BE THE MISSOURI RED ANGUS ASSOCIATION, INC.

SECTION 2. THE PURPOSE OF THIS CORPORATION SHALL BE TO ENCOURAGE MEMBERSHIP AND PARTICIPATION IN THE MISSOURI RED ANGUS ASSOCIATION, INC. TO SUPPORT AND SUPPLEMENT ACTIVITIES, POLICIES AND PROGRAMS OF THE MISSOURI RED ANGUS ASSOCIATION, INC. AND THE RED ANGUS ASSOCIATION OF AMERICA. TO ADVANCE THE BEST INTEREST OF THE RED ANGUS BREED. TO ENCOURAGE AND SUPPORT COMPETITION OF THE BREED. TO EMPHASIZE VALUE OF PURE BREEDING, INCLUDING USE IN COMMERCIAL CROSSES. TO CREATE AN APPRECIATION ON THE PART OF THE PUBLIC OF THE VALUE OF THE RED ANGUS BREED. TO FOSTER AND MAINTAIN AMONG THE MEMBERS OF THIS ASSOCIATION, COOPERATION, FRIENDSHIP AND HIGH ETHICAL STANDARDS.

**ARTICLE II. MEMBERSHIP**

SECTION 1. ANY RED ANGUS BREEDER, OR PERSONS, WHO ARE INTERESTED IN RED ANGUS ARE ELIGIBLE FOR MEMBERSHIP.

SECTIONS 2. THE ANNUAL DUES OF EACH MEMBER SHALL BECOME DUE AND PAYABLE BY JULY 1 OF EACH YEAR. DUES FOR MEMBERS ARE \$25.00 PER YEAR. DUES FOR JUNIORS ARE \$5.00 PER YEAR.

SECTION 3. A MEMBER MAY BE EXPELLED FOR CONDUCT CONSIDERED HIGHLY INJURIOUS TO THE CORPORATION BY 2/3 VOTE OF THE MEMBERS AT A REGULAR MEETING OF THE CORPORATION, WITH TEN DAYS ADVANCE WRITTEN NOTICE TO THE MEMBERS CONCERNED. EXPLUSION PROCEEDINGS MUST BE INITIATED BY THE BOARD OF DIRECTORS.

**ARTICLE III. OFFICERS AND BOARD MEMBERS**

SECTION 1. THE OFFICERS OF THIS CORPORATION SHALL BE THE PRESIDENT, VICE-PRESIDENT AND SECRETARY-TREASURER (AS 1, AND APPOINTED BY THE PRESIDENT). THEY SHALL BE ELECTED FOR A ONE-YEAR TERM BY THE MEMBERS AT THE ANNUAL MEETING OF THE CORPORATION. ALL ELECTIONS SHALL BE BY BALLOT AND MAJORITY VOTE SHALL ELECT.

SECTION 2. THE BOARD OF DIRECTORS SHALL CONSIST OF THE OFFICERS AND FOUR ADDITIONAL AREA BOARD MEMBERS.

- A. ONLY MEMBERS IN GOOD STANDING WITH CATTLE REGISTERED IN THEIR NAME MAY SERVE AS OFFICERS, OR BOARD MEMBERS, OF THE CORPORATION.

SECTION 3. THE TERM OF OFFICE FOR BOARD MEMBERS SHALL BE TWO YEARS FROM DATE OF ELECTION, OR UNTIL THEIR SUCCESSORS ARE ELECTED. ELECTED OFFICERS AND BOARD MEMBERS SHALL TAKE OFFICE AT THE BEGINNING OF THE FISCAL YEAR. THE PRESIDENT MAY APPOINT MEMBERS TO FILL VACANCIES FOR UNEXPIRED TERMS OF OFFICE.

SECTION 4. FOR PURPOSE OF ELECTION OF AREA BOARD MEMBERS, THE STATE SHALL BE DIVIDED INTO FOUR GEOGRAPHIC AREAS BY A LINE CORRESPONDING WITH HIGHWAY 5 FROM THE IOWA LINE TO THE ARKANSAS LINE RUNNING NORTH AND SOUTH, AND HIGHWAY 50 RUNNING EAST AND WEST. ONE AREA BOARD MEMBER WHO RESIDES IN EACH OF THE GEOGRAPHIC AREAS SHALL BE ELECTED BY THE CORPORATION MEMBERS.

- A. A BOARD MEMBER AT LARGE MAY BE APPOINTED BY THE PRESIDENT FOR AN AREA THAT DOES NOT HAVE A MEMBER IN GOOD STANDING THAT WOULD ACCEPT THE POSITION.

SECTION 5. THE BOARD OF DIRECTORS SHALL CONSTITUTE THE GOVERNING BODY OF THE CORPORATION AND THE OFFICERS OF THE CORPORATION SHALL SERVE AS OFFICERS OF THE BOARD OF DIRECTORS.

#### **ARTICLE IV. ASSOCIATION OFFICE**

THE PRINCIPAL PLACE OF BUSINESS AND THE ADDRESS OF THE CORPORATION SHALL BE THE HOME OF THE SECRETARY OF THE CORPORATION.

#### ARTICLE V. MEETINGS

SECTION 1. THE CORPORATION SHALL HOLD AN ANNUAL MEETING AT A TIME AND PLACE SET BY THE PRESIDENT.

- A. THE ORDER OF BUSINESS SHALL BE AS FOLLOWS:
- A. TAKING OF THE ROLL.
  - B. READING OF THE MINUTES OF THE LAST MEETING AND OF SPECIAL MEETINGS SUBSEQUENT THERETO.
  - C. REPORT OF THE TREASURER.
  - D. REPORT OF THE BOARD THROUGH THE SECRETARY.
  - E. REPORTS OF COMMITTEES (STANDING AND SPECIAL).
  - F. UNFINISHED BUSINESS.
  - G. ELECTIONS.
  - H. NEW BUSINESS.
  - I. ADJOURNMENT.

SECTION 2. MEMBERS IN GOOD STANDING WILL BE NOTIFIED AT THEIR LAST KNOWN ADDRESS AS TO THE DATE OF THE MEETING.

SECTION 3. AT LEAST A NUMBER EQUAL TO THE MAJORITY OF THE BOARD SHALL CONSTITUTE A QUORUM.

SECTION 4. SPECIAL MEETINGS MAY BE CALLED AT ANY TIME BY THE PRESIDENT AND SHALL BE CALLED UPON PRESENTATION OF A WRITTEN SIGNED REQUEST BY ONE-THIRD (1/3) OF THE ACTIVE MEMBERSHIP. NOTICE OF SPECIAL MEETINGS MUST BE MAILED TO EACH ACTIVE MEMBER IN GOOD STANDING NOT LATER THAN TEN DAYS BEFORE THE DATE OF SUCH MEETING.

SECTION 5. ACTIVE MEMBERSHIP CARRIES ONE VOTE PER MEMBERSHIP.

SECTION 6. MATTERS DEEMED NECESSARY BY THE PRESIDENT TO NEED THE IMMEDIATE ATTENTION OF THE GENERAL MEMBERSHIP CAN BE HANDLED BY MAIL. ANSWERS MUST BE RETURNED WITHIN 10 DAYS OF THE POSTMARK TO BE

COUNTED AS AN AFFIRMATIVE OR NEGATIVE VOTE. THE MAJORITY OF THOSE VOTING WILL RULE. THE VOTE WILL BE RECEIVED AND COUNTED BY THE SECRETARY. THE RESULTS TO BE COMMUNICATED TO ALL BOARD MEMBERS WITHIN 10 DAYS OF THE CLOSE OF THE LAST BALLOTING DATE.

#### **ARTICLE IV. BOARD OF DIRECTORS**

SECTION 1. THE BOARD OF DIRECTORS SHALL MEET AT THE CALL OF THE PRESIDENT. FOUR MEMBERS SHALL CONSTITUTE A QUORUM.

SECTION 2. MATTERS DEEMED NECESSARY BY THE PRESIDENT TO NEED IMMEDIATE ATTENTION BY THE BOARD CAN BE HANDLED BY MAIL. ANSWERS MUST BE RETURNED WITHIN 10 DAYS OF POSTMARK TO BE COUNTED AS AN AFFIRMATIVE, OR NEGATIVE VOTE. THE MAJORITY OF THOSE VOTING WILL RULE.

SECTION 3. AT CALLED MEETINGS OF THE BOARD OF DIRECTORS, THERE WILL BE NO PROXY VOTING.

SECTION 4. ALL BILLS AMOUNTING TO \$200.00, OR MORE MUST HAVE THE APPROVAL OF THE BOARD BEFORE BEING PAID. THE SECRETARY-TREASURER MAY APPROVE BILLS OF LESS THAN \$200.00.

#### **ARTICLE VII. FISCAL YEAR**

THE FISCAL YEAR OF THE CORPORATION SHALL BE JULY 1 THRU JUNE 30 INCLUSIVE.

#### **ARTICLE VIII. COMMITTEES**

SECTION 1. COMMITTEES ARE APPOINTED BY THE PRESIDENT.

- A. ANY COMMITTEE OR COMMITTEE MEMBER NOT FUNCTIONING TO THE SATISFACTION OF THE BOARD MAY BE CHANGED OR REPLACED AT ANY TIME DEEMED NECESSARY BY THE BOARD.
- B. ALL COMMITTEES MUST MAKE A REPORT AT THE ANNUAL MEETING TO THE MEMBERSHIP.

SECTION 2. THE PRESIDENT AND THE VICE-PRESIDENT OF THE CORPORATION SHALL EX-OFFICIO MEMBERS OF ALL COMMITTEES.

#### **ARTICLE IX. AMENDMENT TO BY-LAWS**

THE BY-LAWS MAY BE AMENDED BY AN AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERS PRESENT AND VOTING, PROVIDED THE PROPOSED AMENDMENT HAS BEEN APPROVED BY THE BOARD OF DIRECTORS AND MAILED TO THE MEMBERSHIP AT LEAST 10 DAYS PRIOR TO THE MEETING.

#### **ARTICLE X. PARLIAMENTARY AUTHORITY**

ROBERTS RULES OF ORDER, REVISED, SHALL BE THE PARLIAMENTARY AUTHORITY FOR ALL MATTERS OF PROCEDURE NOT SPECIFICALLY COVERED BY THE BY-LAWS OF THIS CORPORATION.

#### **ARTICLE XI. DISSOLUTION**

THE MISSOURI RED ANGUS ASSOCIATION, INC., MAY BE DISSOLVED AT ANY TIME BY THE WRITTEN CONSENT OF NOT LESS THAN TWO-THIRDS (2/3) OF THE CORPORATION

*MEMBERS. AFTER PAYMENT OF ALL DEBTS OF THE CORPORATION ITS PROPERTY AND ASSETS SHALL BE DONATED TO THE NATIONAL JUNIOR RED ANGUS ASSOCIATION.*