

MISSOURI RED ANGUS ASSOCIATION

Member By-Laws

Approved - April 18, 2014

ARTICLE I - NAME AND PURPOSE

Section 1 - The name of the organization is the Missouri Red Angus Association.

Section 2 - The purpose of this organization is to encourage membership and participation in the Missouri Red Angus Association, Inc.; to support and supplement activities, policies and programs of this organization and the Red Angus Association of America; to advance the best interests of the Red Angus breed; to encourage and support competition of the breed; to emphasize the value of both pure breeding and its use in commercial crosses; to create an appreciation on the part of the public of the value of the Red Angus breed and to foster and maintain cooperation, friendship and high ethical standards among the members of this association.

Section 3 - The fiscal year of the Association shall be May 1 through April 30.

ARTICLE II - MEMBERSHIP

Section 1 - Any Red Angus Breeder or persons who are interested in Red Angus are eligible for membership. The most currently adopted by-laws shall be available to all members by being available on the Association's website.

Section 2 - The annual membership dues are to be paid by July 1st of each year for a member to be in good standing with the Association. Dues are \$35 annually for Regular memberships and \$10 annually for Junior memberships. \$10 of the annual Regular membership dues are specifically designated for Red Angus promotion in the state. A report to the annual meeting shall be made each year explaining how much was collected for this \$10 assessment and exactly how it was spent.

Section 3 - A member may be expelled by two-thirds vote of the members at a regular or special meeting of the Association with ten days advance written notice to the member concerned. Expulsion proceedings must be initiated by any member of the Board of Directors.

Section 4 - Members in good standing will receive one vote per membership in Association elections. Only Regular "producer members" will be able to vote in elections for Association Officers and Directors. A "producer member" is defined as a Regular member having cows on active status in the National Association. A producer member will only have one vote per decision.

ARTICLE III - OFFICERS AND BOARD MEMBERS

Section 1 - The Officers of the Association shall be the President, Vice-president, Secretary and Treasurer. They shall be elected for two year terms by the members at the annual meeting of the Association. The President shall not serve more than two (2) consecutive full terms in addition to any partial term assumed. The President and Treasurer shall be elected in even-numbered years and the Vice-President and Secretary shall be elected in odd-numbered years.

Section 2 - The Board of Directors shall consist of the Officers and seven (7) additional Board members. Four (4) Officers (President, Vice President, Secretary and Treasurer), four (4) Area Directors (Northeast, Northwest, Southeast and Southwest), one (1) At-Large Director and two (2) Ex-Officio Board Members. Ex-Officio Board members are to be appointed by the President and approved by the remaining Board and are limited to one (1) year terms. One Ex-Officio Board Member must come from Missouri educators (University, Vo-Tech and/or High School Agriculture). One Ex-Officio Board position must come from the Missouri business community involved in cattle operational support. Only “producer members” in good standing and residing in the state of Missouri may serve as Officers, Directors and/or Ex-Officio Liaisons.

Section 3 - The term of office for Directors shall be two years from date of election or until their successors are elected and qualified. Elected Officers and Directors shall take office immediately following adjournment of the meeting at which the election occurs. The Board of Directors may appoint members to fill vacancies for unexpired terms of office.

Section 4 - All elections for Officers and Directors shall be by paper ballot and election for any office will require a simple majority of members present at the meeting.

Section 5 - There shall be four area Directors and one Director at Large. For the purpose of election of area Directors, the state shall be divided into four geographic areas by a line corresponding with Highway 5 running north and south from the Arkansas line to the Iowa line and Highway 50 running east and west. One area Director who resides in each of the geographic areas shall be elected by the Association members. In the event that no eligible candidate is available from a geographic area, then a Director can be elected regardless of area of residence in the state. The Director at Large may be from any area of the state. The Director at Large and the area Directors from the southwest and southeast areas shall be elected at a meeting in even-numbered years. Area board members from the northeast and northwest areas shall be elected in odd-numbered years.

Section 6 - The Board of Directors are expected to actively participate in the Association’s business and decision-making process. There may be a number of reasons a particular Board member cannot (or chooses not) to actively participate. The Board of Directors may vote, by a simple majority, to replace and fill vacancies for the remaining term of that office if that Officer and/or Director is no longer fulfilling the duties of that office.

ARTICLE IV - ASSOCIATION OFFICE

The principal place of business and the address of the Association shall be the home of the secretary of the Association.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1 - The Association shall hold an annual meeting at a time and place fixed by the Board of Directors. Special meetings may be called at any time by the President and shall be called upon the presentation of a written signed request of one-third (1/3) of the active membership. Notice of special meetings must be mailed or emailed to each active member not later than ten days before the date of such meeting.

Section 2 - There will be no voting by proxy.

Section 3 - Members in good standing will be notified at their last known email or mailing address as to the date of each meeting. Any active member may ask to be on the agenda.

Section 4 - Each annual meeting shall include at least the following :

- a. Taking a roll of members eligible to vote
 - b. Reading of minutes of the last Annual meeting and any special meetings
 - c. A written Treasurer's report reflecting a summary of all deposits and disbursements for the year by category
 - d. Reports of any Committees
 - e. Election of Officers and Directors
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ARTICLE VI - BOARD OF DIRECTORS MEETINGS

Section 1 - The Board of Directors shall meet at the call of the President or Vice-President or any two Directors. A number at least equal to the majority of the Board shall constitute a quorum for meetings of the Board of Directors.

Section 2 - Matters deemed necessary by the President to need immediate attention by the Board can be handled by mail, e-mail or conference call. Answers must be returned within ten days of postmark to be counted.

Section 3 - A majority of those Board members voting will rule.

Section 4 - There will be no proxy voting.

Section 5 - All proposed expenditures in excess of \$200 must be approved by the Board before a commitment can be made. All travel expenses in excess of \$50 must be approved in advance.

Section 6 - The Treasurer of the association shall have prior approval to pay all normal and necessary expenditures less than \$200 as needed for the running of the Association. Approval of all expenditures must be voted at the next Board of Directors meeting.

Section 7 - Anyone must have approval of the Board before any major agreements or contracts are concluded. A major contract or agreement is one that amounts to more than \$200. The Secretary or the President have the authority to sign contracts approved by the Association.

Article VII - Committees

Section 1- Committees are appointed by the President.

Section 2 - The Board of Directors may terminate or replace any committee or committee member for any reason deemed appropriate by the Board.

Section 3 - The President and Vice President of the Association shall be ex-officio members of all committees.

ARTICLE VIII - AMENDMENTS TO BY-LAWS AND OTHER LEGAL MATTERS

The By-laws may be amended by an affirmative vote of a majority of the members present and voting, provide the proposed amendment has been mailed to the membership by authority of the board of directors at least ten days prior to the meeting, OR

Section 1 - The By-laws may be amended by an affirmative vote of a majority of the members present and voting at any meeting of the membership provided the proposed amendment(s) have previously been approved by the Board of Directors and mailed or emailed to the membership at least 10 days prior to the meeting.

Section 2- Roberts Rules of Order shall be the parliamentary authority for all procedural matters not specifically covered by these By-laws.

Section 3 – This Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Corporation.