

# By-Laws of the **MICHIGAN ANGUS ASSOCIATION**

## ARTICLE I – NAME

This Association shall be known as the Michigan Angus Association.

## ARTICLE II – OBJECTIVES

The objectives of this Association shall be:

- a) To encourage and extend the influence of Aberdeen-Angus cattle in Michigan;
- b) To promote the interests of its membership;
- c) To promote cooperation and a closer relationship among the membership;
- d) To work to the general advantage and profit of the membership; and
- e) To cooperate with the American Angus Association in the development of the breed of Angus cattle, and to cooperate with District Associations within the State.

## ARTICLE III – MEMBERSHIP

SECTION 1. The Board of Directors shall have the power to accept or reject applications for membership, fix membership fees, and establish rules and regulations covering the rights, privileges and expulsion of members consistent with the provisions of these by-laws.

SECTION 2. Only members who are in good standing and have paid membership fees then due shall be entitled to vote on any matter submitted to a voice of the membership.

SECTION 3. Membership in the Association shall cease on the death, resignation or expulsion of a member, except as otherwise may be provided in the rules and regulations of the Association.

## ARTICLE IV – GOVERNMENT

SECTION 1. This Association shall be governed by a Board of Directors elected as hereinafter provided. Twelve Directors shall be elected for a term of three (3) years at an annual meeting of the Association, four Directors to be elected each year. Directors may not be elected for more than two consecutive terms. Each accredited District or Regional Association recognized by the State Association shall elect a member of its District Association to the Board of Directors for a term of one (1) year and during his term such Directors shall have the same power and authority as Directors elected at an annual meeting of the State Association. A director shall be a member of the Association in good standing. The Board of Directors shall manage the property, affairs and business of the Association.

SECTION 2. The Board of Directors shall have the power to establish rules and regulations for the conduct of the affairs of the Association, consistent with the provisions of these by-laws.

SECTION 3. If a Director, during his term of office shall fail to perform the duties of a Director, the Board of Directors may, after appropriate written notice to such Director, remove him from office and declare a vacancy. Resignation from the board may be accomplished in two ways: A letter of resignation sent to the president or secretary; or not attending three consecutive meetings shall constitute resignation from the board.

SECTION 4. If a vacancy develops on the Board of Directors, because of death, resignation or action taken in accordance with the preceding Section, such vacancy may be filled by interim appointment by the Board of Directors for the unexpired term.

## ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The Board of Directors, of which a majority shall constitute a quorum, shall hold an annual meeting at such place as may be designated for the annual meeting of the membership of the Association, and as soon as practicable after adjournment of the annual meeting of the membership.

SECTION 2. At the annual meeting of the Board of Directors, the Directors shall each year elect a President, Vice President, Secretary, Treasurer and such other officers of the Association as the Board of Directors may deem necessary for the conduct of affairs of the Association. The Secretary and Treasurer do not need to be elected from the current serving elected Board of Directors. Of the above officers the President, Vice President, Secretary and Treasurer shall have voting rights even if they are not currently elected Board of Directors.

SECTION 3. Meetings of the Board of Directors may be called by the President, or at the request of a majority of the Board of Directors.

SECTION 4. The Board of Directors, from time to time, may appoint standing or special committees, which may include non-members of the Board of Directors. Standing or special committees appointed by the Board of Directors shall be charged with and limited to such responsibilities as designated by the Board of Directors.

SECTION 5. Conference telephone - A member of the Board or committee designated by the Board may participate in a board of directors or committee meeting by means of conference telephone or similar communications equipment by

means of which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this method constitutes presence in person at the meeting. This section applies to all meetings except the annual meeting. Board of Director meetings may also be held by this method and must follow Article V, Section 3.

SECTION 6. Action without a meeting - Action may be taken by the Board of Directors or a committee thereof without a meeting if, before the action, all members of the Board or of the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board or committee and approved at the next Board meeting.

SECTION 7. The board of directors may combine the positions of secretary and treasurer. The resulting position could be held by a non-member of the Michigan Angus Association. The combined position would not be a voting member of the Board of Directors. The secretary/treasurer would be a voting member of any committees to which they were appointed.

#### ARTICLE VI – OFFICERS

SECTION 1. PRESIDENT – The president of the Association shall preside at all meetings of the membership and of the Board of Directors, and shall maintain general supervision of the affairs of the Association; shall report to the annual meeting of the members; shall make such suggestions to the membership of the Association as he may deem advisable; and shall perform the duties which usually and generally pertain to the office of the President.

SECTION 2. VICE PRESIDENT – The Vice President of the Association shall, in the absence of the President, preside at meetings of the membership and meetings of the Board of Directors. The Vice-President shall succeed to the office of the President in case of death, resignation, removal or incapacity of the President.

SECTION 3. SECRETARY – The secretary shall keep minutes of the meetings of the membership and of the Board of Directors; issue all certificates of membership; issue all notices of meetings; attend to the necessary correspondence and preparation of reports and documents; and execute all orders of the Board of Directors pertaining to this office.

SECTION 4. TREASURER – The treasurer shall be the custodian of the cash, funds and securities of the Association and shall deposit, invest and disburse such funds as the Board of Directors shall determine.

SECTION 5. SUBORDINATE OFFICERS – Subordinate officers, duly elected by the Board of Directors, shall perform such duties and be responsible to such other officers as the Board of Directors shall designate.

SECTION 6. CHAIRMAN OF THE BOARD – Shall be the outgoing President. Shall serve in advisory capacity to the Board of Directors and maintain a voting privilege.

SECTION 7. SURETY BOND – The Board of Directors may require any duly elected officer of the Association to execute to the Association a bond in sum, with such surety or sureties, as the Board of Directors may require, conditioned upon faithful performance of the duties of such officer to the Association, including responsibility for accounting for all property, funds or securities of the Association which may come into control of such officer.

SECTION 8. ANNUAL AUDIT – An annual audit of the accounts of the Association shall be made prior to each annual meeting of the membership, and a report of such audit shall be made to the membership at such annual meeting.

SECTION 9. TERMS OF OFFICE - Newly elected officers will take office at the first meeting after the annual meeting in which they were elected.

#### ARTICLE VII – ANNUAL MEETING

The annual meeting of the Association shall be held at such place as shall be designated at the previous annual meeting of the membership, or, if no such designation is made at such time and place as the Board of Directors shall designate, provided that appropriate notice of the time and place of such annual meeting shall be given to all members of the Association.

#### ARTICLE VIII – AMENDMENT OF BY-LAWS

The by-laws of the Association may be amended by a majority vote of the members present at the annual meeting of the membership, or at any special meeting of the membership called for such purpose, provided that written notice of the subject matter of any proposed amendment shall have been given to the membership at least thirty (30) days prior to the date of the meeting at which the proposed amendment is to be presented. The by-laws may, however, be amended without prior notice to the membership by a vote of three-fourths (3/4ths) of the members present at any meeting of the membership for which proper notice to the members has been given. Amendments to the by-laws shall become effective at the adjournment of the meeting of the membership at which they are adopted.

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