

CONSTITUTION & BY-LAWS OF THE OHIO ANGUS ASSOCIATION

ARTICLE I: Name

SEC. 1 This Association shall be known as the Ohio Angus Association.

ARTICLE II: Objects

- SEC. 1** The object of this Association shall be; to encourage and extend the influence of Aberdeen-Angus cattle; to promote the interests of its membership by creating better trade opportunities, and so far as possible, cooperate to their general advantage and profit; to promote closer relations between membership and to stimulate greater activity among them.
- SEC. 2** To arrange for State Sponsored Shows and/or Sales when conditions are favorable and a majority of the members desire such show and sale to be held, to which state members may enter or consign their stock. The president shall appoint a sale committee, approved by the board of directors, and it shall be the duty of said committee to assist in the arrangements of the sales. This committee or the sale manager shall have full power to reject any animal offered for consignment, if said animal would not bring credit to the organization. The president shall also appoint a show committee, approved by the board of directors, and it shall be the duty of said committee to assist in the arrangement of the shows. Upon the recommendation of the show committee and/or the sale committee, the board of directors shall decide on an individual basis at which events out-of-state consignors/breeders may participate.
- SEC. 3** To arrange for exhibits at local and other Fairs as may be desired by the members, and, where necessary, make selections of individuals from several herds in order that the group exhibited may represent the best herds in the state.
- SEC. 4** To promote and publish a breed directory and other publications that may be decided upon by the board of Directors; to sell advertising in said publications to breeders within the states; to sell advertising to people or concerns other than breeders of Angus Cattle, provided such advertising is ethical and does not bring discredit to the Association. The power of Management of said publications shall be vested in the Board of Directors.
- SEC. 5** To employ a Sale Manager who shall devote time to the promotion of the Association as shall be specified and fixed by the Board of Directors from time to time.
- SEC. 6** To work with, and for the promotion of Breeder Activities in all County and Regional Associations. To aid and assist all county or Regional Association Officers, Directors and Sale Managers in promotion of their various activities.

ARTICLE III: Members

- SEC. 1** Any breeder of Angus cattle, or anyone interested in Angus cattle in Ohio, may become a member of the Association by sending his name and address to the Secretary together with a yearly payment of annual dues payable on or before the Annual Meeting of said state Association. Annual dues are to be established by the Association board of directors at a regular meeting of said board, for the following year, at a date no later than November of the preceding year. Association members are to be notified of said dues via regular Association media and communications.
- SEC. 2** Honorary Members. Any person who has distinguished himself in the field of animal husbandry and is interested in the improvement of Aberdeen Angus cattle, may upon the affirmative vote of a majority of the Board of Directors, be made an honorary member without payment of dues.
- SEC. 3** Any breeder of Angus cattle who is or has been a member of the Association may be declared a non-member of the Association for just cause by a two-thirds vote of the Board of Directors present. Any breeder of Angus cattle who is at any time declared a non-member is automatically and immediately barred from any and all activities of the Ohio Angus Association. The dispelled member so declared shall have the right to appeal to any succeeding meeting of the Board of Directors.

ARTICLE IV: Officers & Directors

SEC:1 The Directorate of the Ohio Angus Association shall consist of not less than eight Directors-at-large and one representative Director from each recognized active County or Regional Association and one Director from the State Junior Association. At the last regular

meeting of the Board of Directors of the Ohio Angus Association prior to the annual meeting, the Board shall prepare a list of recognized regional associations that will be called upon for a representative director. In order to be recognized as an official regional association, each association must, by the 1st of November, submit to the Ohio Angus Secretary, a roster of officers and the minutes from their most recent annual meeting, which must occur within the previous 12 months. Following the Board approval of recognized regional associations, the Secretary shall inform the president of those associations that an official of that associations shall be prepared to submit the name of their director to the membership of the State Association at the annual meeting. Representative Directors may be elected or appointed in whatever manner the local or Junior Association shall prescribe. However, they must be elected or re-elected annually, and their names submitted by a duly elected official of that Association when called for from the floor at the annual meeting of the Ohio Angus Association. Only those representative directors submitted in the above manner and who are members in good standing of the Ohio Angus Association shall serve during the following year. However, only one director or officer from a particular farm/herd may serve on the board of directors of the Ohio Angus Association at a given time. The exception would be the Ohio Junior Angus Association representative director.

SEC. 2 Four directors at-large shall be elected to serve two year terms, and if the total of Directors-at-large and Representative Directors is less than eighteen, then additional Directors-at-large shall be elected to serve two year terms so that the total of all directors shall become at least eighteen. If it is required that more than four at-large directors are to be elected in the same year, then every 2nd position elected after the 4th shall be a one year term. If the same instance occurs in successive years, the board shall approve a ballot so that not more than one director position more than half of the total at-large positions will be elected in the same year. When an election occurs that requires one year terms, the director(s) elected to the one year terms will be those individuals receiving the highest number of votes after the required two year term positions are filled by individuals who received the highest number of votes across the entire at-large election. If the number of nominations received for at large directors is not sufficient to fill the required number of seats, then the remaining positions may be filled by appointment by the President of the Association following the annual meeting. Officers of the Association shall consist of Chairman of the Board, President, Vice President, and Treasurer. The retiring President shall become Chairman of the Board, and a President, Vice President, and Treasurer shall be nominated from the floor and elected annually. The Executive Secretary shall be hired by the board of directors on an annual basis.

SEC. 3 Officers and Directors at large shall be elected by a majority vote of the members present at the annual meeting. Only members whose dues are currently paid shall be eligible to vote. At the last meeting of the Board prior to the annual meeting, the Board shall approve a ballot of properly nominated individuals for the Director-at-large positions. In order to be properly nominated and considered for the ballot, an official nomination form must be received by the Executive Secretary from a current member no later than November 1 of the year prior to the annual meeting, or date prior to the last board meeting before the annual meeting, as determined by the Executive committee of the Board. The person being nominated and the person making the nomination must be members in good standing at the time of the nomination. Upon review of the nominations, the Board shall prepare a ballot of directors-at-large, and the Secretary shall notify membership of the ballot and information on the candidates as provided on the nomination form no less than 30 days prior to the annual meeting.

ARTICLE V: Duties of Officers

SEC. 1 The Chairman of the Board shall be a member ex-officio with the right to vote with all committees.

SEC. 2 The President shall preside at all meetings of the Association and the board of directors, and shall be a member ex-officio with the right to vote with all committees. He shall fill by appointment all temporary vacancies among officers, directors and committees not otherwise provided for and perform all duties pertaining to the office of president.

SEC. 3 The Vice-President shall preside in the absence of the President and perform all duties pertaining to that office.

SEC. 4 The Secretary shall be employed by the Board of Directors. It shall be the duty of the Secretary or his assistant or person hired by the Board of Directors to give notice of meetings to all members and attend all such meetings of the Association; to conduct and direct all correspondence and carry out and execute all orders and resolutions as directed by the

Association or Board of Directors, or duly authorized Officers; to keep a list of members of the Association; to notify members of their appointment on a committee; to prepare or have prepared for the Board of Directors an annual report of the transactions and conditions of the Association.

SEC. 5 The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Association. All sums received shall be deposited in the name of the Ohio Angus Association in a bank approved by the board of directors, and shall make a report at the Annual Meeting or when called upon by the President. Funds shall be disbursed by the Treasurer and checks may be drawn only upon the signature of the Treasurer, or a person appointed by the Board of Directors. All accounts, books, and vouchers of the Association in the hands of the Secretary and Treasurer shall at all times be subject to the supervision of the Board of Directors and subject to its control. At the expiration of his term in office, he shall deliver to his successor all books, moneys, and other property, or in the absence of the Treasurer-elect, to the President

SEC. 6 The secretary, treasurer and office personnel shall give bonds of security to the satisfaction of the board of directors if so requested by the board.

SEC. 7 The executive committee will consist of the chairman of the board, president, vice-president, secretary and treasurer. The duties of this committee shall be to work closely in connection with the secretary/fieldman in directing the operation and making decisions which are necessary for the conduct of the Association from time to time, but on major decisions, they must have approval from the board of directors.

SEC. 8 The President shall have the power to appoint any and all other committees which he may consider necessary for the betterment of the Association. Such committees shall require a two-thirds affirmative vote by the Board of Directors.

SEC. 9 When an Ohio Angus Association Committee deems it necessary to have a monetary account separate from the Ohio Angus Association General Fund, their records shall be subject to regular accounting at each Ohio Angus Association Board of Directors meeting and an annual audit shall be conducted along with the Ohio Angus Association financial records.

ARTICLE VI: Annual Meeting

SEC. 1 The annual meeting of the Association shall be held at such time and place as shall be designed at the previous meeting or by the President.

ARTICLE VII: Special Meeting

SEC. 1 The President may, through the Secretary, call a special meeting at any time he may deem it advisable.

ARTICLE VIII: Amendments

SEC. 1 The foregoing by-laws or any part thereof may be amended or rewritten by a two-thirds vote of the paid membership present at an Annual Meeting.

SEC. 2 Proposed amendments or changes of the foregoing by-laws must be made available to the membership at least thirty days prior to the Annual Meeting at which such proposed amendments or changes are to be the subject of a vote by the membership.

ARTICLE IX: Order of Business

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| 1. Record of those present | 7. Communications |
| 2. Reading minutes of last meeting | 8. Unfinished Business |
| 3. President's Address | 9. New Business |
| 4. General Program | 10. Election of Officers |
| 5. Report of Officers | 11. Election of Directors |
| 6. Report of Committees | 12. Adjournment |