

CONSTITUTION AND BY-LAWS of the New York Angus Association, Inc. 2013

Article I - Name

Section I. The name of this Association shall be the New York Angus Association, Inc.

Article II - Object

Section I. The object of this association will be to promote in all ways the interests of the Angus cattle producers of New York State, to increase the number of breeders; to advertise and promote New York as an Angus breeding center, as an inducement of buyers to visit New York breeders; to assist in furnishing outlets by promoting public sales and otherwise for the sales of surplus breeding and feeder stock of members; to seek to improve the general merit and extend the favorable reputation of New York Angus; and to do any and all proper things necessary to advance the prosperity of the breed and its breeders herein.

Article III - Membership

Section I. Any individual, family, group, or corporation interested in the breeding, development or promotion of Angus cattle may become a member of this association upon payment of the membership dues. Honorary memberships may be given to deserving persons as approved by the Board of Directors.

Article IV - Officers and Directors

Section I. The officers shall consist of a President, Vice-President, Secretary and Treasurer. These shall be elected for a one year term at the annual business meeting held at a time and place selected by the officers and directors.

Section II. The Board of Directors shall consist of nine (9) members who shall be elected by a majority of the members present at the annual meeting.

Section III. The term of office of the directors shall be three years (unless otherwise designated at the time of election). At each annual meeting a number of directors equal to that of those whose terms have expired shall be elected for the terms of three years. Any director who has served two consecutive terms shall be ineligible for nomination and election until one full year after expiration of the last term for which he was elected.

Article V - Place of business.

Section 1. The principle place of business of this association shall be the office of the President.

Article VI - Amendments

Section I. The constitution may be amended at any annual meeting by a two thirds vote of the members present.

By-laws

Section I. *Membership dues*

Paragraph I. The membership dues of this Association shall be Twenty-five (\$25.00) to be paid annually and due January 1 of each year. Membership notices shall be sent out annually by the secretary or treasurer to all prior year members and to all known Angus breeders who might desire to become a member.

Section II. *Duties of the Officers*

Paragraph I. PRESIDENT. It shall be the duty of the President to preside at all regular and special meetings of the Association and its Board of Directors and to appoint all committees unless otherwise provided for, and shall maintain general oversight over the affairs of the Association. The President may call a special meeting of the Board of Directors at any time upon written notice being given to each Board member. All meetings to be run according to Roberts' Rules of Order, latest edition.

Paragraph II. VICE-PRESIDENT. It shall be the duty of the Voce-President to act in the absences of the President.

Paragraph III. SECRETARY. It shall be the duty of the secretary to keep a record of all the proceedings of the Association and the Board of Directors in a manner acceptable to the Board of Directors, and shall attend to the correspondence and general business of the Association. The secretary shall be under the direction of the President and the Board of Directors and shall make a full report at the annual meeting of all business for the prior year and perform other such duties as may be required by the officers and Board of Directors.

Paragraph IV. TREASURER. It shall be the duty of the treasurer to receive all monies paid to the Association, issuing proper receipts; therefore to pay all bills in a timely manner and to make a complete and detailed report at the annual meeting of all monies received and dispensed for the preceding year.

Paragraph V. EXECUTIVE COMMITTEE. The President, Vice-President, Secretary and Treasurer shall act as an Executive Committee of the Board of Directors in their absence, and shall have the authority to transact all business for the Association subject to the approval and direction of the Board of Directors. The Executive Committee is allowed to conduct business via conference call.

Paragraph VI. BOARD OF DIRECTORS. The Board of Directors shall have full responsibility and supervision of all affairs of the Association. A majority of said Board shall constitute a quorum to transact business. On matter of special importance requiring immediate action, the Executive Committee shall have the authority to act in behalf of the Board of Directors. The Board of Directors shall have the authority to audit the records of the Treasurer and to make a report to the Association at the annual meeting. The Board of Directors is allowed to conduct business via conference call.

Paragraph VII. REMOVAL OF OFFICER OR DIRECTOR. If an officer or director fails to carry out the duties of his/her position as stated in the by-laws, the Board of Directors by a two thirds

majority vote, may name a replacement for that officer or director to serve until the membership vote at the next annual meeting.

Section III. *Special Meetings*

Paragraph I. The President shall, upon request of the Board of Directors, have the authority to call a special meeting of the members of the Association at any time providing a ten day written notice is given to all members.

Section IV. *Expulsion.*

Paragraph I. If any member of the Association shall not act in good faith in the sale or purchase of Angus cattle, and if charges are brought against him to the Board of Directors, the said Board of Directors is empowered, upon substantiation of charges, to remove said member from this Association.

Section V. *Vacancies.*

Paragraph I. Any office that may become vacant shall be filled by the Board of Directors. Such appointee shall hold office until the next annual meeting when the unexpired term shall be filled.

Section VI. *Compensation.*

Paragraph I. The officers and directors of the Association shall act without compensation, but may be reimbursed for monies expended in the performance of their official duties specifically authorized by the Board of Directors.

Section VII. *Amendments.*

Paragraph I. These by-laws may be amended by a majority vote of the members present at any annual meeting or any meeting called for that purpose.

Section VIII. *References.*

Paragraph I. All references made in the Constitution and By-laws to "he" shall be interpreted to be "he/she".