

**CONSTITUTION AND BY-LAWS**

**OF**

**ALABAMA BEEF CATTLE IMPROVEMENT ASSOCIATION**

**AUBURN, ALABAMA**

**Updated July, 2015.**

## **PREAMBLE**

The Alabama Beef Cattle Improvement Association (BCIA) shall be a non-profit organization of persons, firms, partnerships, and corporations in the State of Alabama who are engaged in the production and marketing of purebred or commercial beef cattle. Having been fostered by the Alabama Cooperative Extension System of Auburn University, the BCIA shall operate under a formal agreement with the Alabama Cooperative Extension System, and seek the continued moral and physical support of the Alabama Cooperative Extension System through the use of such resources as personnel, equipment, technical advice and other services which are consistent with policies of the separate parent organizations.

The BCIA in turn shall, in ratifying these by-laws as altered by the procedure in Article VI of the current by-laws, file with the Alabama Cooperative Extension System such reports as may be requested by them, provided such reports do not betray the confidence of the BCIA members. The BCIA shall at all times make special efforts to operate in a manner which is consistent with the policies of the Parent Organizations.

## **ARTICLE I**

### **NAME AND LOCATION**

Section 1. The name of this Association shall be: Alabama Beef Cattle Improvement Association (BCIA). The principal office and place of business of this Association shall be located in a building at an Auburn University Regional Research and Extension Center in Alabama.

## **ARTICLE II**

### **PURPOSES**

Section 1. The members of this Association have voluntarily associated themselves together into a non-profit organization for the following purposes:

1. To promote the use of performance records as a tool for within herd improvement of production efficiency and quality of Alabama beef herds.

2. To provide a total herd performance evaluation program for Alabama producers.
3. To emphasize economically important traits in beef cattle that can be improved through selection and culling programs based on records of performance.
4. To emphasize the importance of good management practices in breeding, feeding, health, and marketing programs.
5. To charge and receive membership dues and other fees only as determined necessary by the Board of Directors to carry out the above purposes without profit.
6. To cooperate with other like-minded organizations whose policies are consistent with the above purposes and policies of the Alabama BCIA and its parent organization.
7. To instruct the Alabama BCIA Board to actively participate in the hiring process of the program manager and support personnel, who will be employed by the Alabama Cooperative Extension System.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Classes. Membership in this association shall consist of three classes: (a) Producer Members, (b) Associate Members and (c) Allied Members.

- (a) Producers members shall be any persons, firms, partnerships, or corporations owning registered or commercial cattle which are located in Alabama, and are being tested through the BCIA program or the appropriate National Breed Association program. Out-of-state producers may participate upon approval of the Board of Directors and payment of applicable fees.
- (b) Associate members shall be persons who, by virtue of their position with the Alabama Cooperative Extension System, Auburn University, commodity groups, or governmental agencies, are working with the Alabama BCIA programs at the state or county level. These

members also include (1) Executive Officer of Alabama Cattlemen's Association, and (2) Beef Director, Alabama Farmers' Federation.

- (c) Allied members shall be persons who are associated with the beef industry in Alabama, but who are not directly involved in the production of beef cattle.

Section 2. Membership Admission and Dues.

- (a) Alabama cattlemen shall become producer members of the Alabama BCIA upon completion of the Membership Application Form and payment of membership dues based on the following categories:

- 1.1 Commercial producer: 1-50 head of brood cows
- 1.2 Commercial producer: over 50 head of brood cows
- 1.3 Purebred producer
- 1.4 Commercial and Purebred producer
- 1.5 Allied member

- (b) Associate members shall pay no dues and shall become members of the Alabama BCIA upon appointment to specific positions and responsibilities on the state, area, or county level.

Section 3. Voting Privileges of Members.

- (a) Each producer member shall have one vote and only one vote on each question presented to the association for action. Firms, partnerships, corporations or associations shall be entitled to only one vote, the same as an individual, and may be represented by an individual member when duly authorized in writing.
- (b) Each associate member who is serving on the Board of Directors shall have the same voting privileges as active members.
- (c) Associate members who are not serving on the Board of Directors shall have the privilege of attending meetings of the Association and participating in the discussion, but shall not be entitled to participate in the proceedings by moving, nominating, or voting on issues.
- (d) Allied members shall have the privilege of attending meetings of the Association and participating in the discussion, but shall not be entitled to participate in the proceedings by moving, nominating, or voting on issues.

Section 4. Proxy Voting. No proxy voting shall be allowed at membership meetings, but producer members may vote by mail or electronic means on any specific issue presented on a ballot prepared and distributed to them under the direction of the Board of Directors. This ballot must be received by the secretary on or before the date specified by the Board of Directors.

Section 5. Termination of Membership.

- (a) Any member may resign their membership from the Association by giving notice in writing to the secretary.
- (b) Any member failing to pay such dues or assessments as prescribed by the Board of Directors, within six months of being notified in writing, shall automatically forfeit their membership and be dropped from the rolls by the secretary. Any member forfeiting membership because of non-payment of dues or assessments must pay all outstanding debts to the association and make original application for membership before being reinstated.
- (c) Any member may have their membership terminated by two-thirds vote of the Board of Directors, when judged by the Board to have been acting contrary to the mission, purposes, and best interests of the Association, providing the member has been given the opportunity to appear before the Board in their own defense.
- (d) Any member being expelled by vote of the Board of Directors shall have the right to appeal the decision of the Board to the entire membership of the Association at its next meeting.
- (e) The death of any member of the Association shall automatically cancel their membership. Surviving members of a family partnership or corporation shall have the right to apply for the transfer of membership from the deceased partner to the survivors and shall on approval of the Board of Directors be granted all rights and privileges previously enjoyed by the deceased member.

Section 6. Property Interests. No member shall have any equity or property interest in the assets of this Association.

Section 7. Membership Meetings.

- (a) Annual Meeting. The annual meeting of the Association shall be held with the date and location to be designated by the Board of Directors.
- (b) Special Meetings. The Board of Directors shall have the right to call a special meeting at any time. Twenty-five (25) percent of the producer members may file a petition at any time demanding a special meeting and stating the specific business to be brought before the Association. Such meeting shall thereupon be called by the president and the secretary.
- (c) Notice of Meetings. Notice of all meetings with a statement of purpose, time and location shall be delivered to each member at least ten (10) days prior to the meeting.
- (d) Quorum. A quorum shall consist of those active members present at a meeting or represented by mail or electronic vote.
- (e) Order of Business. The order of business at the annual meeting, and, so far as possible, at all other business meetings of the membership, shall be:

- 1. Determination of the presence of a quorum.
- 2. Proof of due notice of the meeting.
- 3. Reading and disposal of any unapproved minutes.
- 4. Reports of officers and committees.
- 5. Unfinished business.
- 6. New business, including election of new directors.
- 7. Adjournment.

**ARTICLE IV**

**DIRECTORS**

Section 1. Number. The affairs of the BCIA shall be guided by a Board of Directors, plus the BCIA officer positions of Treasurer, Vice-President, and President, who may serve beyond their 3 year term by virtue of their position, made up as indicated:

- Three (3) commercial producers
- Three (3) purebred producers
- Two (2) at-large producers, meaning they may be either purebred or commercial
- Producer representative of the of the Alabama Cattlemen’s Association, designated by the leadership of the association
- Producer representative of the Alabama Farmer’s Federation/State Beef Committee, designated by the leadership of the committee
- Executive Officer of Alabama Cattlemen’s Association (or their designee)
- Beef Director of Alabama Farmer’s Federation
- Commissioner of Agriculture/Alabama (or their designee)
- Director of the Alabama Cooperative Extension System (or their designee)
- Chairman of the Auburn University Department of Animal Sciences (or their designee)
- Three (3) members of the Alabama Cooperative Extension System’s animal science specialty, with one being an Extension Animal Scientist

Section 2. Appointment and Tenure. The length of term on the Board for beef producers (commercial and purebred) shall be for three (3) years, with appointments staggered, so that one (1) commercial and one (1) purebred producer will be elected each year. The elected producer member may serve as an officer, beyond the three year term, through the nomination process, to serve in each officer position of Treasurer, Vice-President, and President. The length of term for the two at-large producers shall be for one (1) year initially with a consecutive three (3) year term possible as directed by the board of directors. The Extension Animal Scientist will be designated by the Director of the Alabama Cooperative Extension System and Chairman of the Department of Animal Sciences at Auburn University. The remaining two (2) Alabama Cooperative Extension animal science specialty members will serve for a three (3) year term, with appointments staggered.

Producer members of the Board of Directors will be determined by a committee named by the BCIA President for the purpose of nominating said members, and will be confirmed by a membership vote at the annual meeting. All other terms on the Board will be for indefinite periods of time based on their positions.

Section 3. Eligibility of Directors. Only persons who are actively participating in the organizations they represent, and who actively participated in BCIA programs the previous year, shall be eligible to serve as Directors.

Section 4. Duties. The Board of Directors shall have general supervision and control of the Association and its affairs, and shall, within the limits of these by-laws, approve all rules and regulations for the management of the Association and the guidance of its members, officers, Extension personnel and employees. These rules and regulations shall be consistent with the policies of the Alabama Cooperative Extension System. Further, the Board of Directors shall be responsible for installing an adequate accounting system to meet the requirements of the Association, for setting assessment fees in keeping with the purposes of the Association, and for seeing that accurate records are kept on all transactions.

Section 5. Officers. The members of the Board of Directors shall elect from among the producer members, a President, Vice President, and Treasurer. The President shall be chosen from among those who have had at least one year prior service as a producer member of the Board. The Extension Animal Scientist/BCIA shall serve as Secretary. The elected officers shall serve for a period of one year, or until their successors are duly elected and installed, unless removed by death, resignation, non-participation in programs, or for other causes. No elected officer shall serve for more than two terms in the same office.

Section 6. Removal.

(a) Any officer or Director who fails to attend at least one Board meeting during the preceding calendar year may be removed from office and replaced as outlined in Article IV, Section 7.

(b) Any officer or Director of the Association may be removed from office by a majority vote of the members present at any special meeting called for the purpose, provided a quorum is present. The following reasons may be just cause for removal:

1. Discontinuance of membership in the Association.
2. Discontinuance of active participation in the programs of the Association.
3. Failure to maintain good standing in the Organization being represented.
4. Engagement in activities which are contrary to the purposes and goals of the Association.

(c) The officer or Director shall be informed of the charges in writing at least ten (10) days prior to such meeting, and shall have the opportunity to be heard in person, to be represented by counsel, and to present witnesses in answer to such charges.

Section 7. Vacancies. When a vacancy on the Board of Directors occurs, other than the usual expiration of term, the president/chairman/director of the organization represented by the retiring Board member shall appoint a qualified member to fill the unexpired term, subject to approval of the Association membership at the next regular meeting.

Section 8. Technical Support.

(a) The Technical Advisor shall be the Chairman of Auburn University Department of Animal Sciences, and may delegate specific responsibilities to the various members of the Department. The technical advisor shall have and exercise any and all powers and privileges directed to him by the Board of Directors, so long as such directives are in keeping with the policies of the Alabama Cooperative Extension System. The advisor shall be responsible for the educational and technical affairs of the Association under the direction of the Board of Directors, and shall take action as necessary to keep the performance evaluation programs of the Association operating in the interest of beef cattle producers in Alabama.

(b) The Field Representative shall be an Extension Animal Scientist/Beef Cattle Improvement, who will be employed by the Alabama Cooperative Extension System (ACES). This individual will have the responsibility of the overall coordination of BCIA activities and specific responsibilities not otherwise assigned. This individual reports to the BCIA Board of Directors for overall guidance and to the ACES Assistant Director of Agriculture, Forestry and Natural Resources/Assistant Dean of Extension for supervision and scheduling. The position will be housed at an Auburn University Regional Research and Extension Center.

(c) A Support Person will be hired to work one half-time (50%) for the Extension Animal Scientist/BCI position and one half-time (50%) for an Auburn University Regional

Research and Extension Center. Alabama BCIA will provide grant funds to the Alabama Cooperative Extension System to cover one half (50%) of the salary of this support person.

Section 9. Executive Committee. Activities of the Association shall be managed by the Executive Committee through such powers and duties as prescribed by the Board of Directors. The Executive Committee may be convened, upon request of the Secretary, with any and all such requests being made through the Association President, who shall act as Chairman of the Executive Committee. The Executive Committee shall be constituted as follows:

- President of the BCIA
- Vice-President of the BCIA
- Treasurer of the BCIA
- Director of ACES (or their designee)

Section 10. Advisory Committee. Each performance evaluation and/or sale sanctioned by the Association will have an Advisory Committee of 5 or more individuals. The purpose of which is to provide guidance in establishing operating procedures and policies for that specific activity. Also, to select 2 representatives to serve as members of the Alabama BCIA Performance Evaluation Council, whose responsibility it will be to provide overall guidance and recommendations for approval on evaluation activities to the BCIA Board of Directors. In general, issues affecting the accuracy of the evaluation and the integrity of BCIA programs will be determined by the Board. Issues affecting only the specific evaluation /sale, such as evaluation and sale sites, and dates will be decided by the specific advisory committee. Membership of each advisory committee will include Association members participating in the evaluation and Extension personnel approved by the Board of Directors from recommendations by the Extension specialist or agent providing supervision and guidance for the evaluation/sale.

Section 11. Other Committees. Other committees may be appointed by the President at the direction of the Board of Directors for the purpose of conducting the affairs of the Association as the Board sees the need. Such committees shall be responsible to and shall report to the Board of Directors.

Section 12. Meetings. The Board of Directors shall meet at least one time annually. One or more regular meetings of the Board of Directors shall be held each year upon call of the President and Secretary, or upon written

request of a majority of the Directors. The Executive Committee may meet as its members deem appropriate to manage the affairs of the Association.

Section 13. Notice of Meetings. The Secretary shall deliver to each Board member at the last known address, a notice of every meeting (regular and special) at least ten (10) days prior to the time of such meeting. Notice of special meetings must state the purpose of the meeting.

Section 14. Quorum. A majority of the Board members shall constitute a quorum at any meeting of the Board of Directors.

Section 15. Order of Business. The order of business at any regular or special meeting of the Board shall be as follows:

- Call of the roll and determination of presence of quorum.
- Proof of due notice of the meeting.
- Reading and disposal of minutes.
- Reports of officers and committees.
- Unfinished business.
- New business.
- Adjournment.

Section 16. Compensation. The compensation, if any, of members of the Board of Directors, Executive Committee, officers, and other agents of the Association shall be approved by the Board of Directors and subject to the approval of the membership of the Association at any annual or special meeting of the Association.

Section 17. Reports to Public Authorities. The Board of Directors shall cause all reports that are or may be required by law to be made and filed with the proper county, state, and federal authorities and to the Alabama Cooperative Extension System.

## **ARTICLE V**

### **FINANCES**

Section 1. Custody of Funds. The Board of Directors shall have the power to select one or more banks in which the funds of the Association may be deposited, to determine the manner of receiving, depositing, and dispersing

funds, and to designate the persons by whom the checks shall be signed. The Board shall have the power to change such banks, and the person or persons by whom such checks are signed, at will. Extension employees are not allowed to sign checks.

Section 2. Bonds and Insurance. The Board of Directors may require any or all of its officers, agents, or employees, who are charged with responsibility for the custody of any of its funds, to have adequate bond. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company qualified to do business in Alabama, and approved by the Board of Directors. The Board of Directors may provide for adequate insurance on the property of the Association, or property which may be in the possession of or stored by the Association. The Board may also provide for adequate liability insurance.

Section 3. Audits. Once each year the Board of Directors shall secure the services of a competent and unbiased Certified Public Accountant, who shall make a careful review of the books and accounts of the Association, and submit in writing, a report and operating statement for the fiscal period in review and preparation of appropriate tax forms. This operating statement shall be submitted to each member of the Association at the time of the annual meeting, and shall show the true assets and liabilities of the Association, statements of receipts and expenses for the period in review, and a statement of capital assets, if any, at the end of the period of review. Special audits may be made at the request of the Board of Directors.

## ARTICLE VI

### AMENDMENTS

Section 1. By the Members. These by-laws may be amended, repealed, or altered, in whole or in part, by a two thirds (2/3) majority vote of the members present in person, at any regular or special meeting at which there is a quorum, and the notice of which contained a statement covering the proposed amendments.

Section 2. By the Board of Directors. These by-laws also may be amended, repealed or altered, in whole or in part, by a two thirds (2/3) majority of the entire membership of the Board of Directors of the Association at any regular meeting of the Board or at a special meeting of the Board called for the purpose of amending the by-laws. All amendments made by the Board of Directors shall become effective ten (10) days after the members are notified of the amendment in writing unless the Secretary of the Association receives by that date a petition signed

by ten (10) percent of the members asking that a special meeting of the membership be called for the purpose of considering the amendment. However, the members may at any regular meeting or special meeting called for the purpose rescind or revise the action taken by the Board of Directors.

## **ARTICLE VII**

### **MISCELLANEOUS PROVISIONS**

Section 1. Distribution of By-Laws. After being adopted by the Board of Directors a copy of these by-laws and any amendments thereto shall be delivered to each member.

Revised, July 2015.