

MISSOURI CATTLEMEN'S ASSOCIATION
BY-LAWS
Revised January 2018

ARTICLE I

PURPOSE OF THE ASSOCIATION

The mission of the Missouri Cattlemen's Association ("MCA"), is "dedicated to advancing Missouri's beef industry."

ARTICLE II

MEMBERSHIP

Membership shall be of the following classes:

- A. Regular Membership
- B. Associate Membership
- C. Lifetime Membership
- D. Heritage Membership
- E. Junior Membership

SECTION 1. REGULAR MEMBERSHIP. Any person or entity who owns and/or operates a cattle producing business may become a member and has full rights and privileges. All regular memberships in the name of a corporate or legal entity must name an individual responsible for the membership as a point of contact for MCA. Each membership is entitled to one vote.

SECTION 2. ASSOCIATE MEMBERSHIP. Any person, estate, trust, partnership, corporation or other legal entity who is not a producer who wishes to be involved with the MCA may become an associate member and does not have voting rights. All associate memberships in the name of a corporate or legal entity must name an individual responsible for the membership as a point of contact for MCA.

SECTION 3. LIFETIME MEMBERSHIP. Any individual who owns and/or operates a cattle producing business may become a lifetime member of MCA and has full rights and privileges. Lifetime members are responsible for maintaining their annual NCBA dues.

SECTION 4. HERITAGE MEMBERSHIP. Any individual who has owned and/or operated a cattle producing business while belonging to MCA with a regular membership for no less than 10 years may become a heritage member. Heritage members are responsible for maintaining their annual MCA dues, and are entitled to one vote. Heritage members are also able to run for office. Heritage memberships must be approved by the membership committee.

SECTION 5. JUNIOR MEMBERSHIP. Any person 21 years of age and under as of January 1st of the current calendar year may be a junior member of the MCA.

SECTION 6. DUES STRUCTURE. The dues structure shall be determined by majority vote of the Board of Directors and ratified by a majority of MCA members voting at any annual or special meeting, providing the call of the meeting announces the proposed dues structure change.

SECTION 7. VOTING RIGHTS. A regular member, lifetime member and heritage member in good standing shall be entitled to cast one vote in any annual or special membership meeting. Proxy voting will not be permitted. Associate members and junior members shall not be eligible to vote.

SECTION 8. MCA – AFFILIATES- COUNTY CATTLEMEN'S ASSOCIATIONS, REGIONAL CATTLEMEN'S ASSOCIATIONS AND OTHER QUALIFIED ORGANIZATIONS. An MCA affiliate is a county cattlemen's association, regional cattlemen's association or other qualified organizations that meets the minimum qualifications set out in the MCA Policies and Procedures. MCA affiliates are entitled to representation in MCA governance. The purpose of an MCA affiliate is to actively support the policies and programs of MCA.

SECTION 9. EXPULSION OF MEMBER OR MCA AFFILIATE. MCA, by an affirmative vote of the majority of the Board of Directors, may expel any member or MCA affiliate. The entity to be submitted for expulsion must be notified at least ten days in advance of said action and must have the opportunity to be heard by the Board of Directors. Any entity so expelled shall cease to be a MCA member or affiliate and his/her/its membership shall thereupon be cancelled.

SECTION 10. ANNUAL MEETING. The annual meeting of the members shall be held at a suitable place designated by the Board of Directors. Notification of the state annual meeting shall be given 30 days prior to the meeting. A quorum for the transaction of business shall consist of 30 members.

SECTION 11. SPECIAL MEETING. A special meeting of the membership shall be called by the president upon written request by the majority of the Board of Directors or by ten percent of the membership. The membership shall be notified not less than ten days prior to the meeting stating the purpose, time and place. A quorum shall be 100 members.

SECTION 12. LIABILITIES OF MEMBERS. No member of MCA shall be personally liable to creditors of MCA for any indebtedness or liability and any creditor shall look only to the assets of MCA for payment.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. POWER OF THE DIRECTORS. The Board of Directors shall have supervision, control and direction of the affairs of MCA, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. The Board of Directors may, within the limits of the bylaws, adopt such rules and regulations for the conduct of its business as the Board of Directors shall deem advisable and may, in the execution of the powers granted, appoint such agents as the Board of Directors may consider necessary. The Board of Directors shall be composed of the following, all of whom shall be current active members of MCA.

- A. President/Board Chair
- B. Two Immediate Past Presidents
- C. President-Elect
- D. Vice-President
- E. Secretary
- F. Treasurer
- G. Seven Regional Vice Presidents
- H. Representative of the Missouri CattleWomen
- I. Four Council Chairs
- J. Qualified County and Affiliated Organization Directors
- K. Three ex-officio members appointed by the President, approved by the Board of Directors

SECTION 2. MCA AFFILIATE DIRECTOR. MCA affiliates shall elect directors on criteria set forth in MCA Policy and Procedures at the close of the fiscal year. The term of the director shall begin at the first board meeting following the annual membership meeting.

SECTION 3. PLACE OF MEETINGS. Regular meetings of the Board of Directors shall be held at any place designated by the President or the Board of Directors.

SECTION 4. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held quarterly. Notification of the regular meeting shall be ten days prior to the meeting.

SECTION 5. SPECIAL MEETINGS. All special meetings of the Board of Directors will be called by the President, or, if he/she is absent or is unable or refuses to act, by the President-Elect or by a majority of the Board of Directors. Special meeting notice shall be given five days prior to the meeting, if in writing, or 36 hours by direct communication.

SECTION 6. COMPENSATION. The Board of Directors shall receive no compensation, except that upon action by the Board of Directors they may receive reimbursement of necessary expenses.

SECTION 7. RESIGNATION OR REMOVAL. Any director may resign to their respective county affiliate. The affiliate is responsible for electing a new director. Any director may be removed, with cause, by a majority vote of the directors at any regular or special meeting of the Board of Directors; provided, that for any cause other than nonpayment of dues, expulsion shall occur only after the director has been advised of the complaint against him/her and he/she has been given reasonable opportunity for defense at a meeting of the Board of Directors; and, such director, if expelled, may appeal the decision of the board to the annual meeting of MCA.

SECTION 8. QUORUM. A quorum for the transaction of business shall be 25 percent of the directors/proxy votes at a properly called meeting of the Board of Directors.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the following persons:

- A. Immediate Past President
- B. President
- C. President-Elect
- D. Vice President
- E. Secretary
- F. Treasurer
- G. Seven Regional Vice Presidents
- H. President of the Missouri CattleWomen
- I. Four Council Chairs
- J. One MCA member in good standing, appointed annually by the President and approved by the Board of Directors.
- K. Representative of Missouri Livestock Marketing Association
- L. One member to serve in an advisory, non-voting, position appointed by the Missouri's Cattlemen Foundation
- M. One member to serve in an advisory, non-voting, position appointed by the Missouri Beef Industry Council

SECTION 2. EXECUTIVE COMMITTEE RESPONSIBILITIES. The Executive Committee shall carry out the functions and responsibilities delegated to it by the Board of Directors. The Executive Committee may also act on behalf of the Board of Directors when such action is warranted by time limitations; provided that such actions shall be ratified by the Board of Directors at the next regular board meeting.

SECTION 3. HIRING. It shall be the responsibility of the Executive Committee to hire, terminate and set compensation for the Executive Vice President of MCA.

SECTION 4. CHAIR. The Immediate Past President shall be of the Chair of the Executive Committee. A meeting of the Executive Committee may be called by either the Chair or current President.

SECTION 5. QUORUM. A majority of the voting members constitutes a quorum of the Executive Committee.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS. The officers of MCA shall be President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President. All officers must be active members who have served at least three years on either MCA's Board of Directors or Missouri CattleWomen's Board of Directors. The Executive Vice President will serve in an advisory capacity.

SECTION 2. ELECTION. The President-Elect and Vice President shall be elected at the association's annual meeting for a term of one year. The President-Elect shall become President at the annual meeting following the annual meeting in which the President-Elect was elected. In the event a current standing officer resigns or is elected to another officer position by the membership at MCA's annual meeting, the nominating committee must bring a nominee forward at the annual meeting to fill the unexpired term. Nomination for all positions will also be taken from the floor at the annual meeting. If the officer resigns prior to the annual meeting, the President shall appoint an individual to fill the term and the appointee must receive unanimous approval from the Executive Committee and a 2/3 approval from the Board of Directors.

SECTION 3. SECRETARY ELECTION. A Secretary shall be elected at MCA's annual meeting for a term of two years. No person may serve more than three-consecutive terms in this office.

SECTION 4. TREASURER ELECTION. A Treasurer shall be elected at MCA's annual meeting for a term of two years. No person may serve more than three consecutive terms in this office.

Duties of Officers

SECTION 5. PRESIDENT. The President shall be the principal officer of MCA. He/she shall make appointments to all standing and special committees and shall be a voting member of all committees except the nominating committee. The President is also responsible for arranging and leading the Officer's annual evaluation of the Executive Vice President. The President shall serve as Chairman of the Board of Directors.

SECTION 6. PRESIDENT-ELECT. The President-Elect shall assume the duties of the President in his/her absence or when unable to act.

SECTION 7. VICE PRESIDENT. The Vice President shall assume the duties of the President-Elect in his/her absence.

SECTION 8. SECRETARY. The Secretary is responsible for creating and maintaining records including minutes of the executive sessions.

SECTION 9. TREASURER. The Treasurer shall oversee the disbursement of funds and shall be custodian of MCA's financial affairs, which includes disclosing financials at each executive, board, and annual meeting of the organization. The Treasurer shall chair the Budget and Finance Committee.

SECTION 10. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall chair the Executive Committee and the nominating committee.

SECTION 11. EXECUTIVE VICE PRESIDENT. The Executive Vice President shall serve as the employee of MCA who is ultimately responsible to the Executive Committee for management and conduct of MCA business. The Executive Vice President shall follow all lawful directives of the Executive Committee and the Board of Directors, and fulfill job expectations and descriptions as set forth in MCA Policies and Procedures. The Executive Vice President shall report to the Executive Committee and shall be held accountable by that body for following best business practices with respect to financial accountability, hiring, dismissal, and setting compensation of subordinate employees of MCA. The Executive Vice President must report all personnel actions to the Executive Committee during an executive session of the Executive Committee at the first meeting of the Executive Committee following the personnel action. The Executive Vice President shall present an annual budget to the Executive Committee at least 30 days prior to the end of the MCA fiscal year for consideration and recommendation to the Board of Directors. Compensation for the Executive Vice President shall be set annually by the Executive Committee at their last meeting prior to the beginning of MCA's fiscal year.

SECTION 12. BONDING. At the direction of the Board of Directors, any officer or employee of MCA shall furnish, at the expense of MCA, a fidelity bond or similar protection, in such sum as the board shall prescribe.

ARTICLE VI

REGIONAL VICE PRESIDENTS

SECTION 1. REGIONAL VICE PRESIDENTS. The Regional Vice Presidents shall serve as a MCA representative in their respective region. They will assist in membership recruitment and retention in the region, assist in development of MCA affiliate, represent MCA at MCA affiliate meetings and other appropriate meetings as requested by the President, and perform other duties as requested by the President.

SECTION 2. ELECTION. Regional Vice Presidents must reside in their respective region. They will be elected for a two-year term by a majority vote of the members of their respective region present at a caucus held during the annual meeting and shall not serve more than three consecutive terms in this office. Election of regional vice presidents will occur at the annual convention at the end of their two-year term. In the event a regional vice president is elected to serve in a different capacity at the annual meeting or resigns, the position will remain vacant until a notification is distributed to members of the respective region notifying them of the vacancy and soliciting nominations. The Executive Committee shall be responsible for interviewing candidates during executive session of the next Executive Committee meeting. The Executive Committee, by a unanimous vote, will select the regional vice president to fill the remainder of the term vacated.

ARTICLE VII

COUNCILS

SECTION 1. ADVISORY COUNCILS. There shall be established within MCA four advisory councils to be designated as the Cow/Calf Stocker Council, the Feeder/Backgrounder Council, Seedstock Council and Dairy Council. Each council shall be composed of MCA members according to the particular interest the member has in any one segment of the industry.

SECTION 2. GENERAL PURPOSE. The general purpose of the councils shall be as follows:

- A. To advocate and promote the interests of each particular segment of the beef cattle industry within MCA's membership.
- B. To give advice, information, suggestions and make policy recommendations to the Executive Committee and the Board of Directors, and to continue an open line of communication.

SECTION 3. OFFICERS. A Chair, Vice Chair and Secretary shall be elected by members of each respective Council present at the annual convention. The Chair and Vice Chair are limited to three consecutive two-year terms. The terms of the Secretary are not limited. If an officers resigns, the position shall remain vacant until the election at the annual convention. However, in the event the Chair resigns, the Vice Chair will assume his/her responsibilities.

ARTICLE VIII

COMMITTEES

SECTION 1. STANDING COMMITTEE. The standing committees are defined in the MCA Policies and Procedures. The Board of Directors may add to or delete a committee at any time.

SECTION 2. SPECIAL COMMITTEE/TASKFORCE. A special committee or taskforce may be established at any time by the President. A special committee or taskforce is established to address a specific issue and is intended to be temporary.

ARTICLE IX

BY-LAW CHANGES

SECTION 1. BY-LAW CHANGES. These By-Laws may be amended by a majority of the Board of Directors, subject to approval of a majority of the membership present at any annual or special meeting, providing the call of the meeting is made a minimum of 30 days before the meeting, and the call of the meeting, announces and lists the complete content of all proposed additions or amendments.

ARTICLE X

INDEMNIFICATION OF OFFICERS, DIRECTORS, COMMITTEE CHAIRMEN, COMMITTEE VICE CHAIRMEN, EMPLOYEES OR AGENTS

SECTION 1. MCA shall indemnify any officer, director, committee chair, committee vice chair, employee or agent, or any former officer, director, committee chair, committee vice chair, employee or agent of MCA (hereinafter referred to in Article IX as "indemnified person") against expenses actually and reasonably incurred by such indemnified person, including but not limited to judgments, costs and counsel, in connection with the defense of any action, suit or proceeding, civil or criminal, in which such indemnified person is made a party by reason of being or having been, an indemnified person of MCA.

SECTION 2. No indemnified person of MCA shall have any right to reimbursement in relation to matters as to which such indemnified person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to MCA.

SECTION 3. The right to indemnity for expenses shall also apply to expenses of suits which are comprised or settled if the court having jurisdiction of the action shall approve such settlement. This right of indemnity shall be in addition to, and not inclusive of, all other rights to which indemnified person of MCA shall be entitled.

ARTICLE XI

DISSOLUTION

SECTION 1. DISSOLUTION. MCA can be terminated by a unanimous vote of the membership in attendance at any annual or special meeting. MCA's assets will be disbursed at the discretion of the Board of Directors.