

BY-LAWS
For
NEWTON & MCDONALD COUNTY CATTLEMEN'S ASSOCIATION

ARTICLE I
PURPOSE OF THE ASSOCIATION

The purpose of the Newton & McDonald County Cattlemen's Association is to advance the economic, political and social interests of the Newton & McDonald County Cattle Industry.

ARTICLE II
MEMBERSHIP

If you are a member of the Missouri Cattlemen's Association, you are automatically a member of the Newton & McDonald County Cattlemen's Association. An active membership is defined as a member who has current paid dues or is within the grace period for renewal granted by the State.

SECTION 1. COUNTY CATTLEMEN'S ASSOCIATION. Newton & McDonald County Cattlemen's Association may be organized as a part of the Missouri Cattlemen's Association. The purpose of county association is to actively support the policies and programs of the state association and to meet the needs of the local cattlemen through county programs and activities.

SECTION 2. VOTING RIGHTS. An active member and spouse shall be entitled to cast one vote each on any regular or special general membership meeting. Proxy voting will not be permitted. Associate members and junior members shall not be eligible to vote.

SECTION 3. EXPULSION OF MEMBER. The association, by an affirmative vote of the majority of the members, may expel an offending member of the county association. The member must be notified ten days in advance of said action and must have the opportunity to be heard by the members of the association.

Any member so expelled shall cease to be member of the Newton & McDonald County Cattlemen's Association and his/her county membership shall thereupon be cancelled.

SECTION 4. GENERAL MEMBERSHIP MEETING. The general membership meeting of the members shall be held at a suitable place designated by the Board of Directors. A quorum for the transaction of business shall consist of 10 % of the members.

SECTION 5. SPECIAL GENERAL MEMBERSHIP MEETING. A special general membership meeting may be called by the President upon written request by the majority of the Board of Directors or by 10 % of the membership. The membership shall be notified not less than ten days prior to the meeting stating the purpose, time and place.

SECTION 6. LIABILITIES OF MEMBERS. No member of the association shall be personally liable to creditors of the association for any indebtedness or liability and any creditor shall look only to the assets of the association 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 the association, 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. It may adopt such rules and regulation for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall be composed of the following all of whom shall be current active members of the association. All policy decisions made by the Board will be submitted to the general membership for approval at the general membership meeting.

- A. Immediate Past President
- B. President

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- C. Vice President
- D. Secretary
- E. Treasurer
- F. One Member at Large (Elected by the Newton & McDonald County Association.)
- G. One State Representative

SECTION 2. PLACE OF MEETINGS. Meetings of the Board of Directors shall be held at any place designated by the President or the Board of Directors.

SECTION 3. REGULAR BOARD MEETINGS. Regular 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 Vice President or by a majority of the Board of Directors. Special meeting notice shall be given to the board members five days prior to the meeting, if in writing or 36 hours by direct communication.

SECTION 4. SPECIAL BOARD 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 Vice President or by a majority of the Board of Directors. Special meeting notice shall be given to the board members five days prior to the meeting, if in writing or 36 hours by direct communication.

SECTION 5. 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 6. RESIGNATION OR REMOVAL. Any director may resign at any time by giving written notice to the President. 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 state 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 monthly meeting of the association.

SECTION 7. QUORUM. A majority of the directors constitutes a quorum of the Board of Directors for the transaction of business.

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ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the association shall be President, Vice President, Secretary and Treasurer and must be an active member of the Newton & McDonald County Cattlemen's Association. The officers shall be elected annually in the Fall and the President and Vice President are limited to two consecutive one-year terms. The term of the secretary may not be limited. The treasurer shall be elected every two years and limited to two consecutive two-year terms.

SECTION 2. ELECTION. The President, Vice President and Secretary shall be elected at the association Fall meeting for a term on one year. The treasurer shall be elected at the association's Fall meeting for a term of two years.

SECTION 3. STATE REPRESENTATIVE. The State Representative shall be elected at the Fall meeting. He/she shall be elected for a term of two years and may not succeed himself/herself.

SECTION 4. MEMBER AT LARGE. The Member at large shall be elected at the association's Fall meeting for a term of two years and may not succeed himself/herself.

SECTION 5. PRESIDENT. The President shall be the principal volunteer non-staff officer of the association. He/she shall make appointments to all standing and special

committees and shall be a member ex-officio with right to vote on all committees except the nominating committee. He/she shall also at the general membership meeting of the association and at such other times as he/she shall deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board Directors. The President shall be empowered to appoint an individual to serve a vacated Board of Directors position until the next Fall election of officers.

SECTION 6. VICE PRESIDENT. The Vice President shall assume the duties of the President-Elect in the President's absence. He/she shall be an active, voting member of all committees except the nomination committee.

SECTION 7. SECRETARY. The Secretary is responsible for records including minutes of the executive sessions. The Secretary is also responsible for notification of meetings (general and special) and any other correspondence deemed necessary by the Board.

SECTION 8. TREASURER. The Treasurer shall oversee the disbursement of funds and shall be custodian of the association affairs. Two of the association's officers will be on the account; often this will be the Treasurer and President. In the event, the Treasurer and President are in the same household, the check signing responsibility will go to the Vice President, Secretary or appointment by the President.

ARTICLE V

Revised Draft

COMMITTEES

SECTION 1. NOMINATING COMMITTEE. The President shall appoint a member to chair the nominating committee. The President and Chairman of the Nominating will select the additional members of the committee. The committee will be made up of a minimum of three active members. The committee are to solicit members for open

officer positions. The Chairman shall present nomination for new and renewing officer positions to the general membership. Nominations for open positions can be made from the floor.

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

ARTICLE VI

BY-LAW CHANGES

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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 general membership meeting, provided the call of the meeting announces the proposed amendment(s).

ARTICLE VII

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

SECTION 1. The association shall indemnify any officer, director, committee chairman, committee vice chairman, employee or agent or any former officer, director, committee chairman, committee vice chairman, employee or agent of the association (hereinafter referred to in Article VII as("indemnified person") against expenses actually and reasonably incurred by such indemnified person, including but not limited to judgements, 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 any indemnified person of the association.

SECTION 2. No indemnified person of the association 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 the association.

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 no inclusive of, all other rights to which indemnified person of the association shall be entitled.

ARTICLE VIII

DISSOLUTIONS

SECTION 1. DISSOLUTION. The association can be terminated by a two-thirds vote of the membership in attendance at any general or special meeting, providing the call of the meeting announces the proposed dissolution. The assets of the association will be disbursed at the discretion of the Board of Directors with approval of the membership.

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