

By-Laws

MD Angus Association

ARTICLE I

NAME

Section 1. The Association shall be known as the MARYLAND ANGUS ASSOCIATION, a nonprofit organization, hereby adopts the following Bylaws of the Association which shall govern the management and operation of the Association's business and the regulation of its affairs, to the extent consistent with the Association Articles of Incorporation and applicable Maryland law.

ARTICLE II

Purpose/Objectives

Section 1. The objective of this Association shall be; to encourage and extend the influence of the Black Angus Breed of cattle. To promote the interests of its membership by creating better trade opportunities, and so far as possible, cooperate to their general advantage and benefit to promote closer relations between the membership and to stimulate greater activity among them.

Section 2. To arrange for State Sponsored shows and/or Sales when conditions are favorable, to which state members and out of state regular 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 the sale 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 Maryland Angus Breeders Show. Upon the recommendation of the said committee for the sale and/or the show committee, the board of directors shall decide on an individual basis at which events out-of-state consignors/breeders may participate.

Section 3. To promote and publish a Maryland Angus Breeders Directory and other publications that may be decided upon by the board of Directors; to distribute advertising in said publication to breeders within the state; 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 publications shall be vested in the Board of Directors.

Section 4. To employ a Sale Manager who shall conduct and promote the Association's Cattle Sales as shall be specified and fixed by the Board of Directors from time to time.

Article III

Membership

Section 1. Membership. Any individual, partnership, corporation or organization interested in the breeding or promotion of Angus Cattle is eligible for membership in the Corporation, upon payment of dues. Membership shall be defined as follows:

- A. Regular Member - will have voting privileges in the Corporation.
- B. Commercial Member- a commercial producer of non-registered cattle, A non-voting member without sale consignment privileges.
- C. Associate Member - a non-voting member without sale consignment privileges.
- D. Life Member - elected by the Board of Directors, from time to time, in its sole discretion, for persons who have rendered distinguished service in the advancement of Angus Cattle in Maryland. Shall have voting privileges.
- E. Junior Membership - Applicants for Junior Membership must be under 21 years of age and have an interest in the promotion of, or be engaged in the registration of Angus Cattle and whose dues are current with the Maryland Junior Angus Association for the current fiscal year. Shall be a non-voting member with sale and show consignment privileges.

ARTICLE IV

MEETING OF MEMBERSHIP

Section 1. Annual Meeting. The Corporation shall hold annually, a regular meeting of its members for the election of directors and for the transaction of general business at such time and place as the Directors may designate.

Section 2. Special Meetings. At any time in the interval between annual meetings, special meetings of the members shall be called by the President upon the requisition in writing therefore stating the purpose or purposes of such meeting and signed by a majority of the Board of Directors, or by one third or more of the members of the Corporation.

Section 3. Notice. Written or printed notice of every annual or special meeting of the members shall be given each member fifteen (15) days or more before such meeting by mailing the same, postage prepaid, to the member at the address as it appears on the books of the Corporation.

Section 4. Quorum. At all meetings of membership, the members present shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the charter or the Bylaws otherwise provided, a majority of the votes cast at a duly constituted meeting shall be sufficient to elect and pass any measure.

Article V

Board of Directors

Section 1. Powers. The business and property of the Corporation shall be conducted and managed by its Board of Directors which may exercise all the powers of the Corporation, except such as are by statute, by the Charter, or by the Bylaws conferred upon or reserved to the members. The Board shall also elect officers of the Corporation, as set forth in Article VI.

Section 2. Election. The Board of Directors shall consist of twelve (12) members and one (1) junior member. The junior member shall be a voting member and is to be elected annually by the Maryland Junior Angus Association. The junior member is responsible for providing a report of the Maryland Junior Activities at each Board Meeting. Four of the Board Members shall be elected at each annual meeting for a term of (3) three years. Members of the Board shall not be elected for more than two (2) consecutive terms. Only persons who are voting members of the Corporation and are residents of Maryland or Delaware shall be eligible to be directors.

Section 3. Notice of Meetings. The Board of Directors shall hold bi-monthly meetings at a time and place to be fixed by call of the president or by order of the Board of Directors. Special meetings of the Board of Directors may be called by the President or by order of a Majority of the Board of Directors upon reasonable notice to the Directors.

Section 4. Failure to Attend Meetings. If any member of the Board of Directors shall, without just cause, fail to attend fifty percent of the meetings of the Board in any year, the President is to declare the office of such director vacant.

Section 5. Removal. The membership of any person in this Corporation may, for cause, be revoked by a two thirds vote of the members of the Board of Directors at any annual meeting or special meeting called for that purpose. The Board of Directors, however, shall give such member a hearing before taking the aforesaid action.

Section 6. Appeal. Any member of the Corporation who has been removed as provided in Section 5 may appeal to the members of the Corporation, at a special meeting called by the Board of Directors for that purpose, and by vote of a majority of the members present at such meeting to be reinstated.

Section 7. Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum except in the cases otherwise provided by the Bylaws. The vote of a majority by any measure rules, except where otherwise provided in these Bylaws.

Section 8. Past President. An immediate past president is an ex--officio director during such time as the immediate past president remains an active member of the Corporation.

Section 9. Replacement. The Board of Directors may elect from the active members a replacement director for the un-expired term of a vacating director.

Section 10. Removal. Any Director of the Corporation may be removed, with cause, by vote of two thirds (2/3) of the entire Board of Directors.

Article VI

Officers and Duties

Section 1. Election. At its first meeting, following the annual meeting, the Board of Directors shall elect a President, from the current or immediate past Board of Directors. The Board of Directors shall also appoint annually a Secretary and a Treasurer or Secretary/Treasurer and other subordinate officers as the Board may from time to time deem necessary, none of who need to be members of the Board of Directors. THE Board shall fix the duties and compensation, if any, of such officers. Only residents of Maryland or Delaware may be a Director or Officer of the Corporation.

Section 2. President's Term. The President shall be eligible for re-election for a second term immediately succeeding first term, however may not serve more than two [2] terms. The President shall remain a member of the Board of Directors with voting privileges for the duration of his term as a Board Member or a term of one year immediately succeeding his/her serving as President of the Association.

Section 3. President's Duties. It shall be the duty of the President to serve as the chief executive officer of the Corporation, to act as Chairman of the Board of Directors, to give a report and preside at the meetings of the Corporation. The president shall fill by appointment all temporary vacancies among Officers, Directors and Committees not otherwise provide for and perform the duties which usually pertain to the Office.

Section 4. President-Elect's Duties. The Vice President shall preside in the absence of the President and perform all duties pertaining to that office.

Section 5. Treasurer's Duties. The treasurer shall be the custodian of the funds, securities and property of the Association, 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 Maryland Angus Association in a bank so designated and approved by the Board of Directors and shall make a report at the Annual Meeting, regular Board meetings and when called upon by the president . The Board of Directors shall only authorize the disbursement of funds.

Section 6. Secretary's Duties. The Secretary shall be employed by the Board of Directors. It shall be the duty of the Secretary 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 directives and resolutions as required by the Association or the Board of Directors or the president. In addition, the Secretary shall keep, the minutes of the meetings of the Association, of the Board of Directors and of the Executive Committee; keep a list and record of members of the Association, notify members of their appointments on a committee; to prepare with the supervision of the president and Board of Directors an annual report of the transactions and conditions of the Association for the Annual Meeting. All Accounts, Books, and vouchers of the Association in the hands of the Secretary/Treasurer shall at all times be subject to the supervision of the President with the approval of the Board of Directors and subject to its control.

Section 7. Executive Committee. The Executive Committee shall consist of the President, Vice President, Past President, Secretary and Treasurer. The duties of this

committee shall be to meet with the President as the need arises and work closely in

connection with the president in directing the operations of the Association and in

making decisions which are necessary for the daily /routine conduct of the affairs of the Association, but on major decisions, this Committee shall have the approval of the Board of Directors of the Association.

Section 8. Vacancies. Any vacancy in any of the above offices may be filled for the

un-expired portion of the term by the Board of Directors at any such regular or special meeting.

Section 9. Removal. Any officer of the Corporation may be removed, with cause, by a vote of two thirds (2/3) of the entire Board of Directors.

Article VII

Miscellaneous

Section 1. Dues. The annual dues payable by the members shall be from time to time designated by the members of the Corporation upon the advice and recommendation of the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 3. Obligations. No individual member or officer of the Corporation shall contract any debts or obligation on behalf of the Corporation without the authority of the majority of the Board of Directors.

Section 4. Committees. The President shall have the power to appoint such committees as he or she may deem expedient and delegate to such committees such duties and powers as may be found necessary for the proper conduct of the affairs of the Corporation.

Section 5. Amendments. Any and all provisions of these Bylaws may be altered or repealed and new Bylaws may be adopted at any annual meeting called for that purpose provided all proposed changes or additions are mailed to all dues paying members at least thirty (30) days prior to any annual or special meeting at which proposed changes are to be considered.

Section 6. Junior Advisors. The Board of Directors shall annually appoint or confirm advisors to the Maryland Junior Angus Association.

Section 7. Rules. All meetings shall be conducted in accordance with Robert's Rules of Order.

**** Article V – Board of Directors Section 2 was revised on 1/24/12

**** Article VI – Officers and Duties Section 1 was revised on 1/24/12

**** Article V- Board of Directors Section 2 was revised on 12/2/2017