

BY-LAWS for East Central Cattlemen's Association

Article I - Purpose of the Association

The purpose of the East Central Cattlemen's Association is to advance the economic, educational, political and social interests of the Missouri Cattle Industry.

Article II - Membership

If you are a member of the Missouri Cattlemen's Association, you are automatically a member of the East Central Cattlemen's Association.

SECTION 1. East Central Cattlemen's Association. East Central Cattlemen's Association may be organized as a part of the state association. The purpose of the 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. A member in good standing shall be entitled to cast one vote at any annual or special meeting. Proxy voting will not be permitted.

SECTION 3. EXPULSION OF MEMBER. The association, by an affirmative vote of the majority of the Board of Directors, may expel an offending member. The member must be notified ten days in advance of said action and must have the opportunity to be heard by the Board of Directors. Any member so expelled shall cease to be a member of this association and his/her/its membership shall thereupon be canceled.

SECTION 4. ANNUAL MEETING. The annual 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 20% of the members.

SECTION 5. 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.

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 regulations 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.

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Four County Directors
- F. State Director

SECTION 2. QUALIFIED STATE DIRECTOR. Qualified counties shall elect a director for a term of two years. A director shall not serve more than two consecutive one-year terms. The term of the director shall begin at the first board meeting following the annual state meeting. The Board of Directors shall determine the qualifications of the state director. One state director is allotted for 20 members, two directors are allotted for 100 members and counties with more than 100 are eligible for 1 additional director for each increase of 50 members thereafter.

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 MEETING. 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 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 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 annual meeting of the association.

SECTION 8. QUORUM. A majority of the directors constitutes a quorum of the Board of Directors for the transaction of business.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The officers of the association shall be President, Vice President, Secretary, Treasurer and must be active members of the East Central Cattlemen's Association for at least one year. The offices shall be elected annually and the President and Vice President are limited to two one-year terms.

SECTION 2. ELECTION. The President and Vice President shall be elected at the association's annual meeting for a term of one year.

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

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

SECTION 5. COUNTY DIRECTORS ELECTION. The four County Directors shall be elected from their respective region by a caucus of directors and members in their respective region at the annual meeting. They shall be elected for a two-year term and may not succeed themselves.

SECTION 6. STATE DIRECTOR ELECTION. The State Director shall be elected at the association's annual meeting for a term of one year. It is recommended that the President serve as the State Director.

SECTION 7. 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 of all committees except the nominating committee. He/she shall also at the annual 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 of Directors.

SECTION 8. VICE PRESIDENT. The Vice President shall assume the duties of the President in his/her absence.

SECTION 9. SECRETARY. The Secretary is responsible for records including minutes of the executive sessions.

SECTION 10. TREASURER. The Treasurer shall oversee the disbursement of funds and shall be the custodian of the association affairs. All checks shall bear the signature of the President in addition to the Treasurer.

SECTION 11. COUNTY DIRECTORS. The County Directors shall serve in their respective regions as spokesmen for the East Central Cattlemen's Association, as requested by the President. They will assist in membership recruitment and retention in the region, represent the association at county meetings and other appropriate meetings as requested by the President and perform other duties as requested by the President.

ARTICLE V - COMMITTEES

SECTION 1. NOMINATING COMMITTEE. The committee will be made up of a minimum of four members, with one from each region appointed by the President.

ARTICLE VI - 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 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 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 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 not inclusive of all other rights to which indemnified person of the associations shall be entitled.

ARTICLE VIII - DISSOLUTION

SECTION 1. DISSOLUTION. The association can be terminated by a two-thirds vote of the membership in attendance at any regular or special meeting. The assets of the association will be disbursed at the discretion of the Board of Directors.