

**CONSTITUTION and BY LAWS
of the
MONTANA RED ANGUS ASSOCIATION
(Revised 10-17-19)**

**ARTICLE I
Name**

The name of the organization is the Montana Red Angus Association.

**ARTICLE II
MISSION**

Our Mission is to provide our members and their customers with innovative programs and services, to continue advancing the quality, reliability and value of Red Angus and Red Angus influenced seed stock used in the commercial beef industry.

We pursue this mission to promote the economic well-being and satisfaction of our members and their customers, and to equip them to be progressive cattle breeders.

**ARTICLE III
Membership**

Section 1. Categories of Membership

- A. Active member. Any person or entity owning Red Angus cattle and wishing to participate in the activities of the Montana Red Angus Association may be an active member.
- B. Associate member. Associate memberships are available to businesses, organizations, and other interested parties who wish to support the MRAA and its goals but who do not own Red Angus Cattle.

Section 2. Fiscal Year, Dues, Good Standing

The fiscal/membership year shall run from January 1st to December 31st. Dues are payable in advance of the fiscal/membership year. A member must have paid dues for the current fiscal year prior to or at the Annual Meeting in order to be eligible to vote in the election of Officers and Directors. A member that has paid the membership dues and is in compliance with the requirements of the By Laws of this organization is considered to be in good standing.

Section 3. Voting

Each Active member in good standing is entitled to one vote. If the member is an entity, the entity must designate one person to vote for the entity. No individual can vote more than one membership.

Proxy voting on a form provided by the organization is allowed at any meeting for this organization. The vote must be mailed, received, and counted by the Secretary of the organization, the results to be communicated to all Officers and Directors within ten (10) days of the close of the last balloting date.

Section 4. Discipline or Cancellation of Membership

A membership may be cancelled for acts of dishonesty or conduct considered highly injurious to the organization. Cancellation proceedings must be initiated by the Board of Directors. Cancellation can only be made by a majority vote of the Officers and Directors at a regular or special meeting of this body, with ten (10) days advance written notice to those being charged and a full written statement of the charges with the notice. Said membership shall have full opportunity to be heard personally or through correspondence at the meeting before the vote is taken. Other censures or compliance directives may be levied by this body prior to cancellation of a membership.

ARTICLE IV Meetings

Section 1. Annual Meeting

The Annual Meeting of the members of the Montana Red Angus Association shall be held at a time and place determined by the Board of Directors.

The order of business at the Annual Meeting shall be as follows:

- a) Recording the roll call of members
- b) Reading and approving the minutes of the last Annual Meeting and of any subsequent Special Meetings.
- c) Report of the Treasurer
- d) Report of the Board Secretary
- e) Report of the Committees (standing and special)
- f) Old Business
- g) New Business
- h) Election of Officers and Directors
- i) Adjournment

Section 2. Special Meeting

To address any matters that need to come before the full membership prior to the next annual meeting, a Special Meeting may be called at any time:

- A. by the President,
- B. by a majority vote of the Board of Directors
- C. or upon presentation of written, signed request of one-third (1/3) of the active membership.

Section 3. Notice

For each Annual Meeting and any Special Meeting, the Secretary shall send by mail, at least thirty (30) days previous to each meeting, a notice of the time and place of the meeting to each member at their last known address.

Section 4. Quorum

A number of the membership at least equal to a majority of the Board of Directors will constitute a quorum for any meeting that has been properly noticed.

Section 5. Vote Required

A simple majority will rule in all decisions unless otherwise provided for in the Constitution and By-Laws of this organization.

Changes in Dues or any special assessments of members, must be approved by the Board of Directors and two-thirds (2/3) of members in attendance at an Annual Meeting.

Section 6. Conduct of Meetings

The Vice President will serve as the Parliamentarian at all meetings. For matters not covered directly in the Constitution and By-Laws of this organization, the Parliamentarian can consult the Constitution and By-Laws of the Red Angus Association of American or the Robert's Rules of Order for guidance.

ARTICLE V Board of Directors

Section 1. Authority

The Board of Directors is the governing body of this organization.

Section 2. Number and Composition

The Board of Directors shall be comprised of six (6) voting members and two (2) non voting members. The voting members of the Board include the President, Vice President, Secretary-Treasurer and three (3) elected Directors. The non voting members include the immediate past President of the organization and the District 2 (Montana) member of the Board of Directors of the Red Angus Association of America.

Section 3. Election of Officers and Directors, Term of Office

The terms of office of the President, Vice President, and Secretary-Treasurer shall be one (1) year or until their successors are elected and assume the respective offices.

The President is allowed to serve only two terms consecutively.

The terms of office for the elected Directors shall be three years, staggered so that one position is filled each year. Directors are allowed to serve only two terms, or parts thereof, consecutively.

All elections shall be by secret ballot and by majority vote. The newly elected officers and directors take office as of January 1st with the start of the new membership year.

Section 4. Vacancies on the Board of Directors

When a newly elected officer is a Director with an unexpired term, another member shall be elected at the same Annual Meeting to fill out the remainder of the term.

Vacancies on the Board of Directors occurring during the year shall be filled for the unexpired term by a majority vote of the remaining members of the Board of Directors at the next meeting of the Board of Directors.

Section 5. Duties of Officers

The duties of each officer shall be those which are customary to their respective offices.

The President shall preside at all meetings of the Board of Directors and at all meetings of the membership and shall perform such other duties as directed by the Board of Directors.

The Vice-President shall, in the absence or incapacity of the President, perform the duties of that office. The Vice President will also serve as an advisory member on all committees.

The Secretary-Treasurer shall keep minutes of all meetings held by the Board of Directors and association. The secretary shall keep a record of names and addresses

of the membership and keep the financial records of the association. Financial records of the association shall have a review after the completed term of the secretary-treasurer.

Section 6. Meetings

The Board of Directors shall meet at the request of the President or at the request of a majority of the voting members of the Board of Directors. The Board of Directors may conduct meetings by means of telephone or teleconference. Four (4) voting members of the Board shall constitute a quorum.

Section 7. Voting

Proxy voting will be allowed for meetings of the Board of Directors. The manner in which such voting is conducted will be determined by the members of the Board of Directors presiding over the meeting.

Section 8. Payment of Expenses

The Secretary-Treasurer is authorized to pay any reasonable and proper bills that result from a decision by the Board of Directors. The Secretary-Treasurer also has the authority to pay normal and reasonable expenses incurred in the performance of their duties by the Board of Directors, including items such as telephone and postage costs.

The Board of Directors must give explicit approval for consulting services, agreements or contracts before any costs are incurred by the association.

The Board of Directors may authorize payment of a salary, fee, commission, or dividend to any officer or member but only upon approval by a simple majority of the membership present at an annual meeting.

Section 9. Limits on Who May Serve

Only one person representing a herd may serve on the Board of Directors at any one time.

ARTICLE VI Committees

Section 1. Committee Members

Unless otherwise provided for in these By-Laws, all committees are appointed by the President and must be approved by the Board of Directors. Any committee or committee member not functioning to the satisfaction of the Board of Directors can be

replaced or changed at any time deemed necessary. The Vice President will serve as an advisory member on all special committees.

Section 2. Committee Reports

All committees are directly responsible to the President, or a person he may designate in his place, and should report on the status of committee work on a regular basis.

All committees must make a report to the membership at the Annual Meeting.

Section 3. Advertising Committee

The Advertising Committee is charged with developing an advertising plan and budget each year. The Secretary-Treasurer will serve on the Advertising Committee.

Section 4. By-Laws Committee, Changes to the By-Laws

Any amendments to the Constitution and By-Laws must be presented before the By-Laws Committee before being brought to the floor of the regular meeting for a vote.

Section 5. Nominating Committee

The Nominating Committee will be comprised of the immediate past president (chairman) and two members appointed by the president, including a past officer or board member and a member at large. At the Annual Meeting the Nominating Committee will present a slate of proposed candidates to fill the officer positions and any open Director positions.

Section 6. Special Committees

For all other purposes deemed necessary, the President may appoint other special committees as needed.

ARTICLE VII Address

The address of the organization for mail and correspondence shall be that of the Secretary-Treasurer of the organization.

**ARTICLE VIII
Dissolution**

The Organization may be dissolved at any time by the written assent of not less than two thirds (2/3) of the members. After payment of all debts of the organization its property and assets shall be donated to such charitable or civic organizations as shall be approved by the members.

**ARTICLE IX
Amendments**

All amendments or changes to the Constitution and By-Laws of this organization must be approved by two-thirds (2/3) majority of those in attendance at an Annual Meeting. Any such proposals shall be mailed to the members by the Secretary-Treasurer at least thirty (30) days prior to said meeting.

Date Approved _____

President _____

Secretary _____