

## **Women's Groups Propose Consolidation**

The Strategic Planning Committee (SPC) formed by AHW and NOP to explore the possibility of ONE combined national organization for women in the Hereford business offers the following for consideration by the membership of each organization.

As defined by Robert's Rules of Order Newly Revised 10<sup>th</sup> Edition we are proposing a **consolidation of two existing societies not a merger**. There is a very important distinction between the two. In a consolidation two or more organizations each discontinue their independent existence, and a new entity is formed that includes the memberships of the consolidating organizations, continues their work, and assumes their assets and liabilities. The resulting new organization may be given a new name which may include elements of the names of each of the combining organizations. In contrast, in a merger one of the two organizations continues, while the other ceases to exist because it is merged (absorbed) into the other organization. Given the history, mission, and current programs of AHW and NOP consolidation is certainly more appropriate and advantageous than merger for everyone involved.

We encourage everyone to read the proposal, consider and send comments. We will review and incorporate comments as needed and then provide a revised proposal. We ask that you then have a look at the revised version and cast your vote on the proposal.

**Women's Forum on the Future II** will be Friday October 30 at 5:30 pm at the Hilton President Hotel in Kansas City. This will be an opportunity to ask questions, voice support or concerns regarding the proposal.

**AHW Members:** The vote will occur at the AHW Annual Membership Meeting on October 31, 2009 at 9:00 am at the Hilton President Hotel in Kansas City.

*AHW by-laws state that a vote of the majority of the members present at the time of the meeting is required to act on business matters. An AHW member may vote either in person or by proxy executed in writing by the member. AHW members may request a proxy form from any member of the AHW board of directors.*

**NOP Members:** The vote will occur at the NOP Annual Membership Meeting on October 31, 2009 at 12:30 pm at the Hilton President Hotel in Kansas City.

*NOP members unable to attend the October meeting may request an absentee ballot from the CPA. Each ballot is to be signed; the CPA will cross check their ballot to the membership list. The CPA will tabulate the absentee ballots and provide a written report to NOP. The absentee vote report along with on site vote at the meeting in KC, also cast on paper ballots will be counted by a committee of 5 election auditors (3 NOP Directors and 2 NOP members outside the board).*

The following draft proposal including name/logo and bylaws are offered for your review to give you a good idea of the potential start point for a new association as well as detailed information about the proposed consolidation which will result in a new association.

Proposal and Draft Bylaws for National Hereford Cattlewomen's Association (NHCA)  
version 1.3 dated 9-9-09

## **Review of the proposal**

**We anticipate and invite discussion, questions, and suggested revisions** from the membership. There will be a 12 day comment period for members to offer suggested changes and comments (Sept 9-21). The SPC will then review the comments and compose a revised proposal which will then be made available to the members 30+ days pre-meeting.

Presuming the members approve the move to one association, a team of board members will utilize the proposal approved in KC to provide the name/logo and initial bylaws for the association. Remaining fine point mechanics of how the new association will operate and any further revisions or modifications to the bylaws will be the task of the new association during its transitional year. The new association board will present a detailed report of their activity to the membership for review/approval at the first annual membership meeting in KC in October 2010.

## **If Consolidation is approved – the process**

In the event of consolidation and formation of a new association, the SPC suggests that 2010 serve as a transitional year in which the new association board will consist of 12 AHW directors + 12 NOP directors +1 President of their selection from outside this group + up to 3 SPC Advisors. There are a multitude of details which need to be attended to during this time in order to transition business activities of two existing groups into one new association. The SPC suggests that the new association board form 3 teams, each with 8 assigned directors, to attend to current business and the transition while ensuring seamless continuation of all current AHW and NOP programs and activities.

AHW Closeout/Transition Team - manage all current AHW programs for 2010 and prepare any necessary close-out documents, reports filings etc

NOP Closeout/Transition Team - manage – all current NOP programs for 2010 and prepare any necessary close-out documents, reports filings ect

New Association Start-up Team – Complete the process to incorporate, transition funds & programs from AHW/NOP to the new association, prepare any bylaw revisions and operating procedures for member approval in Oct. 2010

## **Proposed name/logo**

The SPC proposes the name of the new association be written in a specific font & color and as such this will constitute a “logo”. Subject to membership comment and final approval in Kansas City, our suggestion is shown below:

# **National Hereford Cattlewomen's Association**

*Leadership, education and service for women in the Hereford business*

- Promoting and developing women in the Hereford cattle business
- Providing leadership & educational opportunities for Hereford youth
- Educating cattle breeders and consumers about Hereford cattle

## Proposed Bylaws

The following draft proposed bylaws are provided to offer members the opportunity to review the suggested bylaws for the new association. This draft is a combination of the current AHW and NOP bylaws written with the intention that the new association will be incorporated in the state of Missouri. This draft also includes some language picked up from the AHA bylaws. Comments received during the 12 day comment period (Sept 9-21, 2009) will be incorporated, as needed, into the *revised* proposed bylaws and made available to the members 30+ days before the meeting.

### DRAFT PROPOSED BYLAWS

OF

# National Hereford Cattlewomen's Association

## ARTICLE I

### OFFICES, RECORDS, SEAL

1. **Principal Office.** The principal office and location of the association shall be at such place in the City of Kansas City, Missouri, as may be designated from time to time by the board of directors.

2. **Registered Office and Registered Agent.** The association shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be such as are stated in the articles of incorporation and as may be changed and determined from time to time by the board of directors pursuant to the applicable provisions of law.

3. **Records.** The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, board of directors and each committee having any of the authority of the board of directors. The association shall keep at its registered office or principal office a record of the name and address of each director and each member. All books and records of the association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

4. **Seal.** The board of directors shall adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of the association and the words: Corporate Seal – Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

## **ARTICLE II**

### **PURPOSES**

**Purposes Stated in Articles.** The purposes of this association shall be those not for profit purposes stated in the articles of incorporation.

## **ARTICLE III**

### **MEMBERSHIP**

1. **General.** The association shall have only one class of membership.

2. **Qualification and Admission.** The members of this association shall consist of those persons who are interested in Hereford cattle, from any phase of the cattle industry, and from anywhere in the world who submit an application that is approved by the association. In addition, prior to being recognized as a member, the applicant must comply with the provisions of the paragraph 3 of this Article.

3. **Dues.** Annual NHCA membership dues shall be in such sum as determined by the board of directors. These dues are to be collected annually from each individual or affiliated state association and shall be sent to either the NHCA Area Director or membership chairman, along with a membership application or renewal form. Membership dues are due and payable January 1 of each calendar year and are considered delinquent after August 10 of each year. From time to time, the associations may bestow upon one or more individuals the title of "Lifetime Member". A Lifetime Member shall have all the privileges of a dues paying member, but shall have a lifetime exemption from the dues requirement. Individual members may become "Lifetime Members" by submission of a membership application and a one-time lifetime membership dues payment of \$200.

4. **Voting.** Each member shall be entitled to one vote on each matter submitted to a vote of the members. A member may vote in person or by absentee mailed ballot, providing in either case, that the member is a current member in good standing. In the case of absentee ballots, the member shall request and return the ballot to the designated recipient by the stated due date.

5. **Resignation.** Any member may resign as a member. Such resignation shall be in writing addressed to the secretary of the association and shall be effective immediately or upon the time specified, as such resignation may provide. Resignation does not entitle a "Lifetime Member" to a refund of dues paid.

## ARTICLE IV

### MEETINGS OF MEMBERS

1. **Place of Meetings.** All meetings of the members shall be held at the principal office of the association, except such meetings as the board of directors or members to the extent permissible by law expressly determine(s) by resolution shall be held elsewhere, in which case such meetings may be held, upon notice thereof as hereinafter provided, at such other place or places, within or without the State of Missouri, as the board of directors or members shall have determined and as shall be stated in such notice; and, unless specifically prohibited by law, any meeting may be held at any place and time, and for any purpose, if consented to in writing by all of the members entitled to vote thereat.

2. (a) **Annual Meeting.** An annual meeting of members shall be held in conjunction with the American Hereford Association annual meeting. Notice of an annual meeting shall be given to each elected director and the membership not less than thirty (30) days before the day of the annual meeting.

(b) **Semi-Annual Meeting.** A Semi Annual Meeting of the members shall be held in conjunction with the Junior National Hereford Expo. Notice of the semi-annual meeting shall be given to each elected director and the membership not less than thirty (30) days before the day of the semi-annual meeting.

(c) **Special Meetings.** Special meetings of the members may be held for any purpose or purposes and may be called by the president, by the secretary, by the board of directors, by not less than five percent (5%) of the members entitled to vote at any such meeting, or by any officer or director upon the written request of not less than five percent (5%) of the members entitled to vote at any such meeting and shall be called by any officer directed to do so by the board of directors or requested to do so in writing by a majority of the board of directors. Any such written request shall state the purpose or purposes of the proposed meeting and shall be given to each elected director and the membership not less than thirty (30) days before the day of the special meeting. The "call" and the "notice" of any such meeting shall be deemed to be synonymous.

3. (a) **Notice.** Written or printed notice of each meeting of the members, whether annual, semi-annual or special, stating the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes thereof, shall be delivered or given, by or at the direction of the president, secretary or officers or persons calling the meeting, to the membership entitled to vote thereat, by announcement to the directors and membership through the associational web site and newsletter, by e-mail to members who have provided an e-mail address to the association, in publications, both printed and electronic, of the American Hereford Association (AHA), and by United States mail in cases where a member has stipulated this form of communication on their membership application. Notice will be given not less than thirty (30) days prior to the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given.

Any notice of a meeting of the members issued by electronic means shall be deemed delivered once the message has been electronically transmitted by the association, posted to the corporate web site or published by the AHA. Any notice of a meeting of the members sent by mail shall be deemed to be delivered or given when deposited in the United States mail with postage thereon prepaid, addressed to the member at her address as it appears on the records of the association.

(b) **Waiver of Notice.** Whenever any notice is required to be given under the provisions of these bylaws, or of the articles of incorporation or of any law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

To the extent permitted by law, attendance of a member at any meeting shall constitute a waiver of notice of such meeting.

(c) **Presiding Officials.** Every meeting of the members, for whatever object, shall be convened by the president, or by the officer or person who called the meeting by notice as above provided, but it shall be presided over by the appropriate officer specified in Article VII of these bylaws; provided, however, that the members at any meeting by a majority vote, and notwithstanding anything to the contrary contained elsewhere in these bylaws, may select any persons of their choosing to act as chairman and secretary of such meeting or any session thereof.

4. (a) **Business Which May Be Transacted at Annual Meetings.** At each annual meeting of the members, the members shall elect directors to hold office for such terms as provided for in the articles of incorporation and the bylaws and they may transact such other business as may be desired, whether or not the same was specified in the notice of the meeting, unless the consideration of such other business without its having been specified in the notice of the meeting as one of the purposes thereof is prohibited by law.

(b) **Business Which May Be Transacted at Special Meetings.** Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting; unless the transaction of other business is consented to by all members of the association entitled to vote thereat.

5. **Quorum.** Except as otherwise may be provided by law or by the articles of incorporation, a quorum is the number of members present at the time of the meeting. Every decision of a majority of the members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the articles of incorporation or elsewhere in these bylaws. If, however, any such quorum should not be present at any meeting, the members present and entitled to vote shall have power successively to adjourn the meeting, without notice to any member other than announcement of the time and place at the meeting, to a specified date not longer than thirty (30) days after such adjournment. At any subsequent session of the meeting to which a quorum is present in person or by proxy any business may be transacted which could have been transacted at the initial session of the meeting if a quorum had been present.

6. **Voting.** Each member shall have one (1) vote on each matter coming before such meeting for decision in accordance with Article III paragraph 4 and shall not have the right to cumulate his vote on the election of directors. Unless otherwise provided in the articles of incorporation, all elections of directors shall be held at the annual membership meeting including vote by absentee ballot as provided in Article III paragraph 4.

## **ARTICLE V**

### **DIRECTORS**

1. **Powers.** The property and affairs of the association shall be managed by the board of directors of the association. The board of directors shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of the association, to determine the policies of the association, to do or cause to be done any and all lawful things for and on behalf of the association, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the board of directors shall not authorize or permit the association to engage in any activity not permitted to be transacted by the articles of incorporation or by a not for profit association organized under the laws of the State of Missouri, (b) none of the powers of the association shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the association, and (c) all income and property of the association shall be applied exclusively for its not for profit purposes.

No part of the net earnings or other assets of the association shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the association.

2. **Number; Qualifications.** In order to initiate and maintain a cycle of four year terms of office with a portion of the directors elected each year, the board of directors will be initially populated and new directors elected by the following schedule:

**YEAR ONE** (October 2009-October 2010) The initial board of directors of the association will consist of twenty-four (24) members composed as follows: twenty-four (24) directors plus a President appointed by this board of directors from the NHCA membership who will serve a two-year term of office with responsibilities of office and voice, but voting only in the event of a tie vote of the directors. In addition, up to three (3) Strategic Planning Committee Advisors will serve a one-year term as advisors to this board, with voice but no vote.

**YEAR TWO** (October 2010 – October 2011) The number of directors will be reduced to twenty-one (21) directors at the time of the annual meeting in October 2010, when six (6) of the founding directors, (as defined below) terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation.

**YEAR THREE** (October 2011 – October 2012) The number of directors will be reduced to eighteen (18) at the time of the annual meeting in 2011, when six of the (6) founding directors, (as defined below) terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation. The President appointed in year one will become the immediate past president and may serve as an ex-officio advisor for one (1) year. The previous year's President Elect will become the new President to serve a one (1) year term of office; from hence forward the President will be elected in this manner.

**YEAR FOUR** (October 2012 to October 2013) The board of directors will be reduced to fifteen (15) members as six of the (6) founding directors terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation.

**YEAR FIVE** (October 2013 to October 2014) The board of directors will be reduced to twelve (12) members as the final six (6) founding directors terms expire and three (3) new directors are elected to four (4) year terms from areas which require representation. From this point forward, unless changed by amendment to the bylaws, each of the twelve (12) directors will be elected to serve four (4) year terms with 3 new directors elected each year. The number of directors may be increased or decreased by amendment to the bylaws, in accordance with the articles of incorporation and the applicable laws of the State of Missouri.

Directors must be members of the association. If any person who is a director ceases to be a member that person shall cease to be, and shall automatically be disqualified to be, a director. Directors, whose dues are not postmarked by August 10, are said to be disqualified to serve as a director and a successor shall be chosen as provided in Article V, paragraph 5. A director shall be a resident of the area from which said director is elected or shall be elected. Geographical areas of representation are defined in Article V, paragraph 3.d. At no time shall the board of directors consist of more than four (4) directors from any one area. A director must be an active farm owner/breeder or representative of an active farm owner/breeder of registered Hereford cattle with registration activity dating from the calendar year immediately preceding her election to the board and continuing throughout her term as a board member. A candidate for election to the board of directors shall have indicated her willingness to serve a four (4) year term of office. Any director who is absent from two (2) consecutive NCHA meetings/events listed below may be replaced at the discretion of the board of directors as provided in Article V, paragraphs 5 and 7.

(1) Annual Year-Ending Board Meeting/Annual Year-Opening Board Meeting

(2) Annual Membership Meeting

(3) Semi-Annual Board Meeting - JNHE or teleconference

(4) Semi-Annual Membership Meeting - JNHE

(5) JNHE sponsored contests/events (at least one (1) day in addition to Semi- Ann. Membership Meeting)

3. **Election and Terms of Office.** The members of the board of directors shall be elected in a manner, which complies with the following requirements:

(a) **Founding Directors.** The initial board of directors ("Founding Directors") contains twenty-four (24) directors plus a President appointed from the NHCA membership by the board of directors. The founding directors are the twelve (12) American Hereford Women directors: Deb Carlson, Donna Fulton, Della Ehlke, Donna Curry, Janelle Bischoff, Gail Blagg,

Barbara Ernst, Jessye Goertz, Ann Guess and three directors elected at the 2009 annual meeting; the twelve (12) National Organization of Poll-ettes directors: Cindy Lambert, Katie Peebles, Jeanine Radel, Susan Rader, Courtney Wirtjes, Mary Ann Berg, Brooke Gandy, Diann Strickland, Margeaux Firestine and three directors elected at the 2009 annual membership meeting; one (1) member appointed as the initial President of the Board, and up to three (3) Strategic Planning Committee advisors.

(b) **Expiration of Term.** Each director shall hold office until the annual meeting in the year in which her four (4) year term expires unless sooner removed or disqualified and until her successor is duly elected and has commenced her term of office.

(c) **Limitation on Terms.** Directors shall be limited to one (1) full four-year term beginning with those elected in the year 2010. Directors are not eligible for nomination to consecutive terms; a second term of office is permissible if a four (4) year break in service on the board has occurred. Directors who are appointed or elected to fill the unexpired term of a director who dies, resigns, is removed or becomes otherwise incapacitated or disqualified may be elected to one (1) full four-year term in addition to the remainder of the unexpired term that they fill.

(d) **Geographical Representation.** At all times at least one (1) member from each of the four (4) geographical areas recognized by the association shall be serving as a director. At no time shall there be more than four (4) directors from any one area.



(e) **Ex-officio Director.** The immediate past president may serve as an ex-officio director for one year.

(f) **Nominating of Directors.** A nominating committee of five (5) members shall be appointed by the executive committee for the purpose of nominating candidates for election as members of the board of directors. The committee shall include a chairman and one (1) representative from each of the geographic areas. In the event that the association shall have

the power to do so, the names of the nominating committee members shall be published in the July issue of the *Hereford World*, on the NHCA web site, in the NHCA summer newsletter, and by communication from directors in each area prior to August 1. In the event that the association is not allowed to publish such list in the *Hereford World*, the nominating committee shall mail the names and contact information of the nominating committee members to the membership prior to August 1. Members wishing to nominate a candidate or wishing to be considered for a position on the board must make this desire known to the nominating committee by Sept 1. The Nominating Committee shall nominate five (5) candidates for election as directors of the association, each of whom shall be an NHCA member with dues paid by Aug 10 of the current year at the time of nomination and subject to the criteria stated in Article V paragraph 2. The names of candidates shall be published on the NHCA web site, by communication from directors in each area and by mail or e-mail to the membership by October 1. If, the Board of Directors will, upon the expiration of the term of any current director, not have a director who is from any one of the areas, then at least two (2) of the candidates nominated by the Nominating Committee shall be from such area. The Nominating committee shall not nominate any candidate who could not be elected by reason of the limitations under Section 3 (g) below. By way of illustration, if four (4) directors from the same area are serving on the board of directors and none of their terms expire at the election in question, then the nominating committee shall not nominate a candidate from that area.

(g) **Election of Directors.** At the first annual meeting and at every annual meeting of the members thereafter, as the first order of business of the meeting, new directors shall be elected by the members to succeed those directors whose terms expire with such annual meeting. At least one person on the board of directors will be from each of the four (4) areas. Accordingly, if the board of directors, upon the expiration of the term of any current director, would not have a director from any one of the areas, then the candidate for election who is from that area and who receives the largest number of votes of all of the candidates nominated who are from that area shall be elected to the board of directors, regardless of how many votes the other candidates receive. No person from an area shall be elected if as a result of the election of such person there would be more than four (4) persons who are from that area then serving on the board of directors. If more than one person would be elected as a director but for the provision of the immediately preceding sentence and such disqualification results in three or less directors from that area, then the candidate(s) so disqualified who receive the largest number of votes shall be elected a director until there are four (4) directors from that area. By way of illustration, if there are three directors from an area that will continue as directors after the subject election, and there are two candidates nominated who are from that area, and such two candidates receive the largest number of votes of all candidates in that election, then only the candidate receiving the largest vote as between such two candidates shall be elected, resulting in four (4) directors from such area on the board of directors, and the other candidate shall not be eligible to be elected as a director at that election. After satisfying the requirements above and subject to the procedures set forth herein, any remaining openings on the board of directors shall be filled by those candidates who receive the largest number of votes.

(h) **Appointment of Advisors.** The executive committee with approval of the board may appoint advisors to the board in any area of its business. Advisors may assist in the conduct of NHCA programs; suggest development of new policies/programs or the revision of existing

policies/programs. Advisors serve one (1) year terms, may attend board meetings by invitation of the board as business necessitates, and may advise the board regarding issues within their area of expertise; however advisors have no vote in board meetings.

4. **Commencement of Term of Office.** A director shall be deemed elected at the time of her election, but she shall not be deemed to have commenced her term of office or to have any of the powers or responsibilities of a director until the time she accepts the office of director either by a written acceptance or by participating in the affairs of the association at a meeting of the board of directors or otherwise.

5. **Vacancies.** In the event of a vacancy on the Board of Directors for any reason whatsoever, the Board of Directors shall have power to appoint a successor who shall be a resident of the area represented by the predecessor. If no director may be nominated for appointed from the area represented by the predecessor within 90 days of notice of vacancy to members of said area, an appointee may be named by the Board of Directors providing the appointment does not result in more than four (4) directors from the same area simultaneously serving on the board. The appointee shall hold office for the balance of the un-expired term and shall meet any qualifications set forth in these bylaws. Provided further; that the person so appointed by the Board of Directors is eligible to be elected for a full term by the members in such person's area, if the balance of the un-expired term of office has been two (2) years or less.

6. **Compensation.** No director shall receive compensation from the association for any service she may render to it as a director. If a director (or a member who is not a director) is named by the board to be its official representative at a meeting – other than a National Hereford Cattlewomen's Association meeting, that person may receive such compensation as set by the board of directors in advance of the meeting.

7. **Resignation.** Any director may resign from the board of directors. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the board of directors as such resignation may provide.

Any member of the board of directors absent for two (2) consecutive meetings/events may, by a vote of a majority of the other directors, be held to have resigned her office.

## **ARTICLE VI**

### **MEETINGS**

1. **Place.** Meetings of the board of directors of the association may be held at any place within or without the State of Missouri as may be determined from time to time by resolution of the board or by written consent of the members of the board.

2. **Annual Meeting of the Board – Notice.** The elected members of the board shall meet (a) at such time and place, either within or without the State of Missouri, as shall be suggested or provided for by resolution of the members at the annual meeting of the members, and no notice of such board meeting shall be necessary to any directors in order legally to

constitute the meeting, provided a quorum shall be present, (b) if not so suggested or provided for by resolution of the members or if a quorum shall not be present, the members of such board may meet at such time and place as shall be consented to in writing by a majority of the directors, provided that written or printed notice of such meeting shall be mailed, or e-mailed or delivered to each of the other directors in the same manner as provided in Section 5 of this Article with respect to the giving of notice of special meetings of the board except that it shall not be necessary to state the purpose of the meeting in such notice, or (c) regardless of whether or not the time and place of such meeting shall be suggested or provided for by resolution of the members at the annual meeting, the members of such board may meet at such time and place as shall be consented to in writing by all of the directors.

3. **Regular Meetings.** In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

4. **Special Meetings.** Special meetings of the board of directors may be held at any time and for any purpose or purposes. Special meetings may be called by the president or the secretary or by two or more directors by notice duly signed by the officer or directors calling the same and given in the manner hereinafter provided.

5. **Notice of Special Meetings.** Written or printed notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed to each director at least three (3) days before the day on which the meeting is to be held, or shall be delivered to her personally or sent to her by e-mail or shall telephone her at least two (2) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the director at her residence or usual place of business. The notice may be given by any officer having authority to call the meeting or by any director.

“Notice” and “call” with respect to such meetings shall be deemed to be synonymous.

6. **Waiver of Notice.** Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. **Quorum.** Unless otherwise required by law, the presence of seven (7) of the twelve (12) directors or a similar % if the current total number is more or less than twelve (12) shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the board of directors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or these bylaws.

8. **Adjournment.** If a quorum shall not be present at any such meeting, the directors present shall have power successively to adjourn the meeting, without notice other

than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

9. **Voting.** Each director present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision.

10. **Meetings by Conference Telephone or Similar Communications Equipment.** Unless otherwise restricted by the articles of incorporation or these bylaws, members of the board of directors of the association, or any committee designated by the board, may participate in a meeting of the board or committee by means of conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

11. **Action Without a Meeting.** Any action which is required to be or may be taken at a meeting of the directors or any other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The secretary shall file such consents with the minutes of the meetings of the board of directors or of the committee as the case may be.

## **ARTICLE VII**

### **OFFICERS**

1. **General.** The officers of the association shall be a president, president-elect, vice president, secretary and treasurer. A parliamentarian shall be appointed by the president. Other officers may be appointed from time to time by the board of directors and the board of directors shall prescribe the duties thereof. Any two or more offices may be held by the same person, except the offices of president and secretary.

Initially, the officers shall be elected by the board of directors named in the articles of incorporation at the first meeting of that body, to serve at the pleasure of the board until the first annual meeting of the board and until their successors are duly elected and qualified.

At the first and each subsequent annual meeting of the board of directors the newly elected board shall elect officers, for those positions which must be filled by election, to serve at the pleasure of the board until the next annual meeting of the board and until their successors are duly elected and qualified. At each annual meeting subsequent to the first annual meeting, the president elect whose term ends with that meeting shall assume the office of president. The new president shall appoint a new parliamentarian.

In any event, each officer of the association who is not reelected, reappointed or automatically appointed (as is the president elect to the office of president) at the annual meeting of the board next succeeding his election or appointment and at which any officer of the association is elected or appointed shall be deemed to have been removed by the board, unless the board provides otherwise at the time of his election or appointment.

An officer shall be deemed qualified when she enters upon the duties of the office to which she has been elected or appointed and furnishes any bond required by the board or these bylaws; but the board may also require her written acceptance and promise faithfully to discharge the duties of such office.

2. **Removal.** Any officer or any employee or agent of the association may be removed or discharged by the board of directors whenever in its judgment the best interests of the association would be served thereby, but such removal or discharge shall be without prejudice to the contract rights, if any, of the person so removed or discharged. Removal shall be by a majority vote of those directors other than the director or directors subject to the removal vote.

If for any reason any officer ceases to be a director, then such officer shall automatically be removed from her office in the association.

3. **Compensation.** A member or members of the board of directors may be reimbursed for her actual expenses if they are reasonable and incurred in connection with the business and activities of the association as approved by the board.

4. **Vacancies.** Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the association shall be filled by appointment by the board as described in article V, paragraph 6.

5. **Delegation of Authority.** The board of directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of the association or other responsible person provided that a majority of the whole board concurs. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

6. **President.** The president shall be the chief executive officer of the association, shall preside at all meetings of the membership, the board of directors, the executive meetings of the membership, the board of directors, the executive committee. The president shall be chairman of the executive committee and shall be exofficio member of every other standing or temporary committee except the nominating committee. The president shall sign all contracts and other instruments of writing binding the association and, subject always to the direction of the board of directors, shall exercise such authority and perform such duties as the board of directors may from time to time prescribe.

The president may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the association, may cause the seal to be affixed

thereto, and may execute all other contracts and instruments for and in the name of the association.

7. **President Elect.** In the event of the death, absence, incapacity, or refusal to act of the president, the president elect shall possess all the powers, perform all the duties of the president, and shall do and perform other duties as may be from time to time assigned to her by the board of directors. Following her term in this office, the president elect shall automatically move into the office of president.

8. **Vice President.** In the event of the death, absence, incapacity of the president or the president elect, the vice president shall possess all the powers, perform all the duties as may from time to time assigned to her by the board of directors. In the event that the association is granted authority to publish a page in the *Hereford World*, the vice president shall be the coordinator of the *Hereford World* articles for the National Hereford Cattlewomen's Association.

9. **Secretary.** The secretary shall attend all meetings of the board of directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings in the minute book of the association to be kept for that purpose. The secretary shall be the custodian of all the books, papers and records of the association and shall at such reasonable demand furnish a full, true and correct copy of any book, paper or record in her possession. The secretary shall be the administrative and clerical officer of the association under the supervision of the president and the board of directors.

The secretary shall have the general duties, powers and responsibilities of a secretary of the association and shall have such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

The secretary shall type and send to all directors the minutes of each meeting within thirty (30) days following the meeting. If the secretary has an unforeseen emergency, she shall notify the president promptly.

The secretary shall have access to the seal of the association, which is to be stored at the American Hereford Association office, and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, the secretary shall attest the seal by her signature.

10. **Treasurer.** The treasurer may share the tasks of membership dues collection and compiling the list of members with the chairman of the membership committee. She may engage an assistant/accountant who is not a member that may help with the collection and disbursement of funds. If an assistant/accountant is engaged, such assistant shall not be a voting member of the association. The treasurer shall present financial reports at all meetings of the board of directors and at all general membership meetings. She shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or association.

The treasurer shall render to the president or the board of directors, whenever requested by any of them, an account of all transactions as treasurer and of those under her jurisdiction and the financial condition of the association.

11. **Parliamentarian**. The parliamentarian shall advise the president of parliamentary procedure using the rules contained in the most current edition of ROBERTS RULES OF ORDER as a reference according to article XII.

## ARTICLE VIII

### COMMITTEES

1. **General**. The board of directors, by resolution adopted by a majority of the directors in office, may appoint and designate such temporary or standing committees, in addition to those committees set forth in this Article, from among its members as it feels desirable and vest in them such powers as it deems appropriate. The designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, her by law.

2. **Executive Committee**. The chairman of this committee shall be the president. The members will be elected officers. Only in times of emergency, during the intervals between the meetings of the board of directors, shall the executive committee convene. A quorum of the executive committee shall be a majority of the elected officers. The chairman of the executive committee shall notify the board membership of any action taken by the executive committee.

3. **Budget Committee**. The president shall appoint a chairman of the budget committee from the members of the board of directors. The budget committee shall work to form a financially strong association.

4. **Membership Committee**. The president shall appoint a chairman of the membership committee. The membership committee shall work to form strong state affiliates and a strong national association through increased membership by interested individuals. The chairman of the committee may share in the collection of membership dues with the Treasurer, and in maintaining a current membership list.

5. **Nominating Committee**. The president shall appoint five (5) members to serve as a nominating committee. The nominating committee shall perform those functions set forth in Article V, paragraph 3.f.

6. **Other Committees**. The president shall appoint a chairman of all other committees as deemed necessary to manage current business of the association, from the members of the board of directors.

## ARTICLE IX

### GENERAL PROVISIONS

1. **Depositories and Checks.** The moneys of the association shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

2. **Bonds.** Any officer or employee handling money of the association may be, and shall be (if required elsewhere in these bylaws), bonded at the association's expense in such amounts as may be determined by the board of directors.

3. **Custodian of Securities.** The board of directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the association, and to exercise in respect thereof such powers as may be conferred by resolution of the board of directors. The board of directors may remove any such custodian at any time.

4. **Certain Loans Prohibited.** The association shall not make any loan to any member, officer or director of the association.

5. **Indemnification of Directors and Officers.**

(a) **Indemnification in Actions by Third Parties.** The association shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (other than an action by or in the right of the association) by reason of the fact that such person is or was an officer or director of the association or is or was serving at the association's request as a director or officer of any Other Enterprise against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the association in accordance with paragraph (d) of Article IX Section 5, which approval shall not be unreasonably withheld), attorneys' fees, ERISA excise taxes or penalties, fines and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that the association shall not be required to indemnify or advance expenses to any such person or persons seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized by the board of directors of the association. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of

the association, and with respect to any criminal action or proceeding that he or she had reasonable cause to believe that his conduct was unlawful.

(b) **Indemnification in Derivative Action.** The association shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the association to procure a judgment in its favor by reason of the fact that such person is or was an officer or director of the association or is or was serving at the association's request as a director or officer of any Other Enterprise against amounts paid in settlement thereof (provided that such settlement and all amounts paid in connection therewith are approved in advance by the association in accordance with paragraph (d) of Article IX Section 5, which approval shall not be unreasonably withheld) and all expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding (including without limitation the investigation, defense, settlement of appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the association, except that no indemnification under this paragraph (b) shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the association unless and only to the extent that the court in which the action, suit or proceedings is brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to such indemnification.

(c) **Indemnification for Success on the Merits or Otherwise.** Notwithstanding the other provisions of Article IX Section 5, to the extent that a person who is or was serving as a director or officer of the association, or is or was serving at the request of the association as a director or officer of any Other Enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) of Article IX Section 5 (including without limitation the dismissal of any such action, suit or proceeding without prejudice or the settlement of such action, suit or proceeding without admission of fault or liability), or in defense of any claim, issue or matter therein, he or she shall be indemnified against amount approved by the association to be paid in settlement of any such action, suit or proceeding and against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) **Determination of Right to Indemnification.** Prior to indemnifying a person pursuant to the provisions of paragraphs (a) or (b) of Article IX Section 5, unless ordered by a court and except as otherwise provided by paragraph (c) of Article IX Section 5, the association shall determine that such indemnification is proper because such person has met the specified standard of conduct entitling such person to indemnification as set forth under paragraphs (a) or (b) of Article IX Section 5. Any determination that a person shall or shall not be indemnified under the provisions of paragraphs (a) or (b) of Article IX Section 5 shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the members of the association, and such determination shall be final and binding upon the association; provided, however, that in the event such determination is

adverse to the person or persons to be indemnified hereunder, such person or persons shall have the right to maintain an action in any court of competent jurisdiction against the association to determine whether or not such person has met the requisite standard of conduct and is entitled to such indemnification hereunder. For the purposes of such court action, an adverse determination as the eligibility of a person for indemnification made pursuant to any of clauses (i), (ii), or (iii) of this paragraph (d) shall not constitute a defense to such action nor create a presumption regarding such person's eligibility for indemnifications hereunder. If such court action is successful and the person or persons is determined to be entitled to such indemnification, such person or persons shall be reimbursed by the association for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(d) **Advancement of Expenses.** Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by the association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the association. Notwithstanding the foregoing, no advance shall be made by the association if a determination is reasonably and promptly made by (i) the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding for which the advancement is requested, or (ii) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the members of the association, that, based upon the facts known to the board, counsel or members of the association at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interest of the association, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe his conduct was unlawful. In no event shall any advance be made in instances where the board, members of the association or independent legal counsel reasonably determines that such person deliberately breached his duty to the association or its members.

(f) **Non-Exclusivity.** The indemnification and, to the extent permitted by the laws of the State of Missouri, the advancement of expenses provided by Article IX Section 5 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these bylaws or any agreement, vote of members of the association or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which the association may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted to pursuant to, Article IX Section 5 shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(g) **Insurance.** Upon resolution passed by the board of directors, the association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the association, or is or was serving at the request of the association as a director or officer of an Other Enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him or her against such liability under the provisions of this Article IX Section 5.

(h) **Amendment and Vesting of Rights.** Notwithstanding any other provision of these bylaws or of the articles of incorporation, the terms and provisions of Article IX Section 5 may be amended or repealed and the rights to indemnification and advancement of expenses created hereunder may be changed, altered or terminated in the manner provided by Article XI of these bylaws for the amendment of the bylaws of the association; provided, however, that in certain limited circumstances specified in the applicable laws of the State of Missouri relating to the indemnification of a association's officers and directors, an amendment to the articles of incorporation or the affirmative vote of a majority of the members of the association entitled to vote in the election of directors, all of whom must be present in person or by proxy and entitled to vote at the meeting where such action is considered, may be required to authorize, direct or provide for certain amendments, changes or alterations of Article IX Section 5.

The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served as a director or officer of the association or serving at the request of the association as a director or officer of any Other Enterprise and while Article IX Section 5 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under Article IX Section 5 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed after such amendment or repeal.

(i) **Definition of "the association."** For purposes of Article IX Section 5, references to "the association" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving association, any constituent association (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent association as a director or officer of any Other Enterprise, so that any person who is or was a director or officer of such constituent association, or is or was serving at the request of such constituent association as a director or officer of any Other Enterprise, shall stand in the same position under the provisions of this Section 5 with respect to the resulting or surviving association as such person would have with respect to such constituent association if its separate existence had continued.

(i) **Certain Definitions.** For the purpose of Article IX Section 5, references to "Other Enterprises" or "Other Enterprise" shall include without limitation any other association, partnership, joint venture, limited liability company, trust or employee benefit plan; references

to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to “defense” shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim and references to “serving at the request of the association” shall include any service as a director or officer of a association which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the association” as referred to in this Article IX Section 5. For the purpose of Article IX Section 5, unless the board of directors of the association shall determine otherwise, any director or officer of the association who shall serve as a director or officer of any Other Enterprise of which the association, directly or indirectly, is a shareholder or creditor, or in which the association is in any way interested, shall be presumed to be serving as such director or officer at the request of the association. In all other instances where any

person shall serve as a director or officer of an Other Enterprise, if it is not otherwise established that such person is or was serving as such director or officer at the request of the association, the board of directors of the association shall determine whether such person is or was serving at the request of the association, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on the association and the person seeking indemnification.

(k) **Severability**. If any provision of Article IX Section 5 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of Article IX Section 5 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any director or officer of the association or any person who is or was serving at the request of the association as a director or officer of any Other Enterprise, is entitled under any provision of Article IX Section 5 to indemnification by the association for some or a portion of the judgments, amounts paid in settlement, attorneys’ fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed vacation, suit or proceeding (including without limitation, the investigation, defense, settlement of appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, the association shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

## **ARTICLE X**

### **FISCAL YEAR**

The board of directors shall have the power to fix and from time to time change the fiscal year of the association. In the absence of action by the board of directors, however, the fiscal year of the association shall end each year on the date which the association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

## **ARTICLE XI**

### **AMENDMENTS**

Except as otherwise specifically provided in these bylaws, either the members or the board of directors of the association shall have the power to make, alter, amend and repeal the bylaws of the association and to adopt new bylaws, which power may be exercised by a vote of the majority of the members or by a majority of the members of the full board of directors. The association shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any board member or member at all reasonable times during office hours.

## **ARTICLE XII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of ROBERTS RULES OF ORDER shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and special rules of order of the association.

## **ARTICLE XIII**

### **DISSOLUTION**

In the event that the National Hereford Cattlewomen's Association should liquidate or dissolve, whether voluntary or involuntary, all outstanding debts or obligations of the corporation shall be paid before any money is disbursed to other sources. After the payment of all debts, all remaining tangible assets shall be distributed to one or more agriculturally focused corporations, which are exempt under IRC Section 501 (c) (5) or IRC Section 501 (c) (3). The President will file the Articles of Dissolution with the Missouri Secretary of State immediately upon dissolution.

**CERTIFICATE**

The foregoing bylaws were duly adopted as and for the bylaws of the National Hereford Cattlewomen’s Association (NHCA) by the board of directors of the association.

Dated:           XXXXX  
Signed:       XXXXX       XXXXX       XXXXX       XXXXX  
                  XXXXX       XXXXX       XXXXX       XXXXX  
                  XXXXX       XXXXX       XXXXX       XXXXX  
                  XXXXX       XXXXX       XXXXX       XXXXX  
                  XXXXX       XXXXX       XXXXX       XXXXX