

# BY LAWS OF NEW NEBRASKA HEREFORD ASSOCIATION

## ARTICLE I MEETINGS

**Section 1. Place of meeting.** The place of meeting of the members shall be held within the State of Nebraska.

**Section 2. Annual meeting of members.** An annual meeting of the members shall be held at such time and place as shall be designated by the President or a majority of the Board of Directors.

**Section 3. Notice of annual meeting of members.** At least 14 days prior to the date fixed by the President or a majority of the Board of Directors for the annual meeting, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter provided, to each member of the association.

**Section 4. Order of business at annual meeting.** The rules of order contained in Roberts Rules of Order shall govern the association in all cases to which they are applicable and do not conflict with the by-laws. The order of business at the annual meeting of the members shall be as follows:

- a) Roll call
- b) Reading notice and proof of mailing
- c) Reading of minutes of last preceding meeting
- d) Report of President
- e) Report of Secretary-Treasurer-Manager
- f) Election of officers
- g) Old business
- h) New business
- i) Adjournment

Provided, however, that in the absence of any objection, the presiding officer may vary the order of business.

**Section 5. Special meeting of members.** A special meeting of the members of the association may be called at any time by the President, by a majority of the Board of Directors, or by ten per cent of the members who may file a petition stating the specific business to be brought before the association and demand for the special meeting, the Secretary-Treasurer-Manager will notify all members 14 days prior to the meeting, in writing, of the time, place and objects of the said meeting. Only business mentioned in the notice shall be transacted at such meeting.

**Section 6. Regular meeting of the Board of Directors.** Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members. No notice of regular meetings of the Board of Directors shall be required.

**Section 7. Special meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the President, at any time, by means of such written notice by mail of the time, place and purpose to each director at least five days prior to said meeting. Action taken at a special meeting shall not be invalidated for want of notice if such notice shall be waived as hereafter provided.

**Section 8. Notices and mailing.** All notices required to be given by any provision of these by-laws shall bear the written, stamped, typewritten or printed signature of the Secretary-Treasurer-Manager. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sender at his, her or its last address appearing upon the membership record of the association.

**Section 9. Waiver of notice.** Notice of the time, place and purpose of any meeting of the members or of the Board of Directors may be waived by letter, fax, electronic mail or other writing, either before or after such meeting has been held.

## ARTICLE II MEMBERSHIP

**Section 1. Voting membership.** Any individual, partnership or corporation who owns or who is engaged in the business of breeding or raising Hereford cattle may become a voting member of the association by submitting his name and address to the Secretary-Treasurer-Manager together with the payment of the annual membership fee.

**Section 2. Associate membership.** Any person, firm or corporation desiring to do so may become an Associate member of the Association upon the payment of the annual associate member dues.

Associate members shall have no vote at any of the meetings of this association and shall hold no offices within.

**(SEE AMENDMENT 1) Section 3. Membership dues.** Voting members shall pay annual dues in the amount of \$75. Associate members shall pay dues in the amount of \$50. All memberships expire on the last day of fiscal year for which they were paid.

**Section 4. Discipline of members.** Any member who shall violate the Constitution, By-laws, rules or regulations of this association and its Board of Directors, shall, upon the Board of Directors by a majority vote making a finding to such

effect, be expelled from membership and shall not thereafter become a member of this organization with out the approval of the Board of Directors.

**ARTICLE III**  
**QUORUM**

**Section 1. Quorum of members.** Ten percent (10%) of the voting members, present in person, shall be and constitute a quorum for the purpose of all business.

**Section 2. Quorum of Directors.** Five Directors shall constitute a quorum at a Directors meeting for the purpose of all business.

**Section 3. Voting by proxy.** There will be no voting by proxy.

**ARTICLE IV**  
**VOTING AND ELECTIONS**

**Section 1. Who is entitled to vote.** Any voting member in good standing shall be entitled to vote on all matters coming before any annual or special meeting of the Association, but each member, whether individual, firm, partnership or corporation, shall be entitled to but one vote.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 1. Number and term of Directors.** The business, property and affairs of this association shall be managed by a Board of Directors consisting of nine (9) members elected by the members of this association. The board of directors shall be elected with five (5) directors elected by district and four (4) directors elected at-large.

The Districts shall be:

Area 1—southeast corner of the state bordered by highway 81 on the west and Interstate 80 on the north.

Area 2—northeast corner of the state bordered by highway 281 on the west and interstate 80 on the south.

Area 3—southwest corner of the state bordered by highway 81 on the east and interstate 80 and interstate 76 on the north.

Area 4—north central bounded by highway 281 on the east, interstate 80 on the south and highway 83 on the west.

Area 5—northwest corner bordered by highway 83 on the east and interstate 80 and interstate 76 on the south.

**Amendment 2**

**Section 2. Election of Directors.** Directors shall be voting members. Directors shall be elected for three year terms with three directors elected each year. At the November 2013 Annual Meeting, directors from Area 2 and 4 and one at large director shall be elected to three year terms. One at large director shall be elected to a two year term with subsequent three year terms. At the 2014 annual meeting, directors from Areas 1 and 5 and one at large director shall be elected to three year terms. The director from Area 3 and one at large director shall be elected to one year terms with subsequent 3 year terms. At the 2015 Annual Meeting, the director from Area 3 and two at large Directors shall be elected to three year terms.

**Amendment 3**

**Section 2. Election of Directors.** Directors shall be voting members. Directors shall be elected for three year terms with three directors elected each year. Directors shall not hold office for more than two (2) consecutive terms to begin with the election at the November 2013 Annual Meeting. At the November 2013 Annual Meeting, directors from Area 2 and 4 and one at large director shall be elected to three year terms. One at large director shall be elected to a two year term with subsequent three year terms. At the 2014 annual meeting, directors from Areas 1 and 5 and one at large director shall be elected to three year terms. The director from Area 3 and one at large director shall be elected to one year terms with subsequent 3 year terms. At the 2015 Annual Meeting, the director from Area 3 and two at large Directors shall be elected to three year terms.

**Section 3. Nomination of Directors.** At the organizational meeting all nominations shall come from the floor. Area directors shall live in their area and shall be nominated by a member living in that area. Area directors shall be voted on by members living in that area and present at the meeting. Directors at large shall be voted on by all members present. All

nominations made, at any meeting or previous to any meeting shall require the nominee to accept or reject the nomination in person or in writing for the name to appear on the ballot. At all subsequent elections, preceding each annual membership meeting, the secretary-treasurer shall send notice to each member residing within an area, of any impending election of a director from said area and a list of all members residing within that area. Members may make up to 2 nominations for director from this list. The 2 members receiving the most nominations and that are willing to accept them shall be placed on the ballot and voted on by the members living in that area and present at the annual membership meeting. Additional names may be placed on the ballot if ties in nomination occur. Nominations for directors at large shall be made from the floor at the annual membership meeting and voted on by the members present at that meeting.

**Section 4. Vacancies.** Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors and each person so appointed to fill a vacancy shall remain a director until the next annual meeting at which time that director's position shall be filled by election to finish the term of the vacated seat. Persons appointed to fill an area director position shall live within that area.

**Section 5. Action by unanimous written consent.** If and when the directors shall severally or collectively consent in writing to any action to be taken by the association, such action shall be as valid corporate action as though it had been authorized at meeting of the Board of Directors.

**Section 6. Power to fill vacancies.** The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

**Section 7. Power to appoint officers and agents other than the elected officers.** The Board of Directors shall have power to appoint such officers and agents, other than the elected officers, as the Board may deem necessary for transaction of the business of the association.

**Section 8. Removal of officers and agents appointed by the Board.** Any officer or agent appointed by the board of Directors may be removed by the Board whenever in their judgment the business interests of the association will be served thereby.

**Section 9. Delegation of powers.** For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

**Section 10. Power to require bonds.** The Board of Directors may require any officer or agent to file with the association a satisfactory bond conditioned for the faithful performance of his duties.

## **ARTICLE VI OFFICERS**

**Section 1. President.** The President shall be elected from the Board of Directors, by the Board of Directors at their annual meeting. The President shall be the chief executive officer of the association. The President shall preside over all meetings of the board and for the members. The President shall see that all orders and resolutions of the board are carried into effect. The President shall be ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

**Section 2. Vice-president.** The Vice-President shall be elected from the Board of Directors by the Board of Directors at their annual meeting. The Vice-President shall perform the duties and exercise the power of the President during the absence or inability of the President.

**Section 3. Secretary-Treasurer-Manager aka Manager.** The Manager shall be appointed by the Board of Directors at their annual meeting. The Manager may or may not be a member of the Association, but cannot be a director or hold any other office at the time of appointment or concurrent with his position as Manager. The Manager shall serve as treasurer of the Association and shall perform all duties incident to such office. The Manager shall act as recording secretary for the association and in such capacity shall attend all meetings of the members and of the Board of Directors and shall preserve in books of the association true minutes of the proceedings of all such meetings. The Manager shall conduct and manage all shows, sales and other events sponsored by the Association and handle and supervise all advertising and other projects or movements sponsored by the Association under the direction of the Board of Directors. The Manager shall serve all notices required by these By-Laws except in the event of the Manager's absence or refusal or neglect to do so, when such notices may be served by a member appointed to do so by the Board of Directors. The Manager shall keep full, complete and accurate accounts of the receipts and disbursements of the monies of the Association, in books belonging to the Association : shall deposit all monies and other valuable effects of the Association in the name of and to the credit of the

Association in such bank or banks as the Board of Directors may designate: shall disburse the funds of the Association in such manner as may be ordered by the Board of Directors, taking proper vouchers and receipts therefore, and shall render to the Board of Directors annually, and more frequently if required by them, a full, complete and accurate account of all receipts and disbursements, and shall perform such other duties as the Board of Directors may order. The Manager shall furnish a satisfactory bond to secure the faithful performance of the duties and obligations of the position in such amount as the Board of Directors may order.

**ARTICLE VII**  
**CHECKS AND CONTRACTS**

**Section 1.** Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the association and shall be countersigned by the Secretary-Treasurer-Manager.

**Section 2.** Contracts; conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President, Vice-President, or Secretary-Treasurer may execute the same in the name and behalf of the association and may affix the corporate seal thereto.

**ARTICLE VIII**  
**POWER OF BOARD TO BORROW MONEY**

**Section 1.** The power to borrow money. The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board and exercise of said power is required in the general interests of their association, and in such case the Board of Directors may authorize the proper officer of this association to make, execute and deliver in the name of and on behalf of this association such notes, bonds and other evidence of indebtedness as said Board shall deem proper.

**ARTICLE IX**  
**AMENDMENT OF BY-LAWS**

**Section 1.** Amendments, how effected. These by-laws may be amended by the affirmative vote of a majority of the members present at the annual or special meeting of the membership. The proposed amendment must be contained in the written notice of the meeting at which it will be acted on.

**ARTICLE X**  
**FISCAL YEAR**

**Section 1.** Fiscal year. The fiscal year shall be October 1 to September 30. A complete audit of the books shall be made annually by a committee appointed by the President.

**ARTICLE XI**  
**COMPENSATION**

**Section 1.** Compensation of officers. No person elected by the members to any office shall receive any compensation for their services but may be entitled to expenses, including traveling expenses, incurred in the discharge of their duties.

**Section 2.** Compensation of Secretary-Treasurer-Manager. The Secretary-Treasurer-Manager shall be compensated by salary, commission or otherwise for services performed, such compensation to be fixed by the Board of Directors. The Secretary-Treasurer-Manager will also be entitled to necessary expenses incurred in the discharge of the duties of the office.

**Amendment 1:**  
**ARTICLE II—**  
**MEMBERSHIP,**

**Section 3.** Membership dues. The amount of annual dues for voting memberships and for associate memberships shall be set at the annual meeting by a vote of the majority of the members present. Voting shall be by secret ballot. Recommendations for dues amounts may come from the board of directors, a committee appointed for said purpose or from the floor at the annual meeting. All memberships expire on the last day of fiscal year for which they were paid.