

CONSTITUTION AND BYLAWS ARKANSAS ANGUS ASSOCIATION

Article I NAME

Section 1

This Association shall be known as the Arkansas Angus Association. For the purposes of this Constitution and By-Laws, it may be referred to as the Association. It shall operate according to the by-laws of the American Angus Association.

Article II PURPOSE

Section 1

The purpose of this Association shall be to encourage and extend the influence of Angus cattle, to promote the interests of its members by creating better trade opportunities; to cooperate for their general advantage and profit, as far as possible; and to promote closer relations between the members and stimulate greater activity among them.

Section 2

To develop and expand the markets for Angus cattle and aid breeders of Angus cattle in merchandising Angus cattle by sponsoring, promoting, conducting, assisting and participating in consignment sales, stocker sales, and feeder calf sales, and by offering skilled advice and services to members in the sale management and private treaty sales.

Section 3

To arrange for exhibits at local events, such as fairs and shows, as may be agreed upon and, where necessary, make selections of individuals from the several herds in order that the groups may represent the best herds in the state.

Section 4

To aid in the identification and location of breeders of Angus cattle and facilitate communication between them and other interested parties, and providing for the mutual protection of the members by maintaining and distributing membership directories, publishing a newsletter for the members and by holding, conducting or participating in various meetings for the information and interest of livestock growers in general and of the Angus Cattle breeders in particular.

Article III MEMBERSHIP

Section 1

The Association shall have members who shall be divided into three (3) classes designated as follows: (1) MEMBERS; (2) ASSOCIATE MEMBERS; and (3) NON-RESIDENT MEMBERS.

Section 2

Classification of the members in one of the three classes designated in Article III Section 1 shall be made by the Board of Directors according to the following qualifications:

- (1) MEMBERS. Members shall be residents of the State of Arkansas and members of the American Angus Association or be a parent or guardian of a National Junior Angus Association member.
- (2) ASSOCIATE MEMBERS. Associate Members shall be persons or businesses who are interested in Angus cattle.

Article III
MEMBERSHIP
(Continued)

(3) NON-RESIDENT MEMBERS. Non-Resident members are persons or legal entities otherwise interested in Angus cattle who are non-residents of the State of Arkansas.

Section 3

Any person or legal entity possessing all of the qualifications required by these by-laws, which complies with all requirements therein, and is otherwise acceptable to the Board of Directors, shall be eligible to become a member, and to annually renew membership in the Association. All such members shall be classified in one of the three classes designated in Article III, Section 1, according to the qualifications in Section 2. Application shall be made by completing a "Membership Application" showing the applicant meets all the qualifications for membership and be accompanied by full payment of one (1) year's dues. Such application shall be tentatively accepted by the Secretary and filed. If the Secretary finds the application appears to meet all of the qualifications, except approval and acceptance by the Board of Directors. The applicant shall be provisionally entitled to the privileges of membership in the class he shows himself to be eligible for, except the right to vote, pending action by the Board of Directors at its next regular or special meeting.

Section 4

Each member of the class designated as Members shall be entitled to one (1) vote on each matter submitted to a vote at meeting of members. Members of the classes designated as Associate Members and Non- Resident Members shall not have a vote or be eligible to hold office in the Association. Cumulative voting is prohibited.

Section 5

All memberships shall be renewed annually, which may be done by any member in good standing by payment of annual dues for the ensuing year with such payment made on or before the annual meeting each year, without further application. All such renewals shall be subject to approval and acceptance by the Board of Directors at its first meeting, regular or special, following the renewal.

Section 6

All applications for membership, or for renewal of membership, shall be subject to approval and acceptance by the Board of Directors at its first meeting, regular or special, following the filing thereof in the Secretary's office. Any such application for membership, or renewal thereof, shall be deemed to have been approved and accepted by the Board of Directors unless the application has been affirmatively disapproved. In the event of disapproval, all tendered dues shall be refunded to the applicant.

Section 7

Annual dues shall be the same for each class of membership, or such amount as set by a vote of the Board of Directors. Annual dues shall be due and payable in advance annually on or before the annual meeting of the Association and shall be past due 30 days after the annual meeting. Further, any member who fails to pay their annual dues on or before 30 days after the annual meeting may be automatically dropped from the membership rolls and shall not thereafter have or exercise any privileges or rights of membership.

Article IV
OFFICERS

Section 1

The officers of this Association shall consist of a President, Vice President and Secretary/Treasurer.

Section 2

The Executive Committee shall be comprised of the President, the Immediate Past President, Vice President, and Secretary/Treasurer to act upon any emergency matters, or upon questions referred to them for decision.

Article V
ELECTION OF OFFICERS

Section 1

The officers of the Association shall be elected at the annual meeting. A majority of all members present shall be necessary to elect officers. Officers shall be elected for a term of two (2) years, or until their successors are elected.

Article VI
DUTIES OF OFFICERS

Section 1

The President shall preside at all meetings. The president shall fill, by appointment, all temporary vacancies in office and all committees not otherwise provided for, and perform any other duties pertaining to the office of President.

Section 2

The Vice-President shall preside in the absence of the President and perform all duties pertaining to the office.

Section 3

The Secretary/Treasurer shall keep a roll of all members with their addresses. The Secretary/Treasurer shall record all proceedings of the Association in a book kept for that purpose and shall be the primary person responsible for Association correspondence. They shall keep an accurate account of all receipts and expenses in a ledger to be audited once a year before the annual meeting by the Executive Committee, or an outside firm is so needed, upon the recommendation of two-thirds of the members of the Board of Directors. The Secretary/Treasurer shall also prepare a financial statement for each annual meeting. The Secretary/Treasurer shall see that the President and the Secretary/Treasurer have their signatures on file with the bank holding the Association account, allowing either officer to issue checks.

Article VII
BOARD OF DIRECTORS

Section 1

The members of the Board of Directors of this Association shall be elected at the annual meeting. The Board of Directors shall be comprised of six (6) eligible members of the Association. A majority of all members present shall be necessary to elect members of the Board of Directors. Members of the Board of Directors shall be elected for a term of three (3) years or until their successors are elected. Boards of Director's terms are staggered with two (2) new directors being elected each year. Directors cannot serve consecutive terms but may be reelected after a one (1) year absence from the Board of Directors.

Section 2

The duties of the Board of Directors shall be to give guidance, advice and assistance to the Officers of the Association and serve on committees of the Board of Directors as appointed by the President. The Board of Directors shall vote on policies and guidelines for the Association as required.

Article VIII
MEETINGS

Section 1

The Association's meetings shall be conducted in accordance with the by-laws of the American Angus Association and Robert's Rules of Order.

Article IX
ANNUAL MEETING

Section 1

The Annual Meeting of this Association shall be held at such a time and place as shall be designated at the previous meeting or by the Executive Committee.

Article X
SPECIAL MEETINGS

Section 1

The President may call a special meeting at any time the President may deem advisable.

Article XI
AMMENDMENTS

Section 1

The forgoing by-laws or any part of them, or any amendment thereto, may be modified or annulled at any of the annual meetings or adjourned sessions thereof by a two-thirds vote of the members present, or at any directors meeting, by a two-thirds vote.

Article XII
DISOLUTION

Section 1

Should this Association ever be dissolved, all of its assets shall be applied and distributed as follows:

- (1) All liabilities and obligations of the Association shall be paid and discharged.
- (2) Assets held by the Association upon condition requiring return, which condition occurs by reason of dissolution, shall be returned in accordance with such requirements.
- (3) All other assets, if any, shall be distributed to the Angus Foundation.

Amended January 7, 2006
Amended February 13, 2016