

**By-Laws
of
Missouri Holstein-Friesian Association**

As revised and amended: December 2, 1948; December 3, 1949; November 21, 1952; December 7, 1968; December 6, 1969; November 28, 1970; November 17, 1974; November 18, 1978; November 22, 1980; November 17, 1984; November , 1992; February 4, 1995; January 29, 2005, January 24, 2015, January 23, 2016, January 21, 2023.

ARTICLE I

Section 1. The principal office of the Association shall be at the location of the executive secretary. Any or all of its business, not required by law to be transacted at its principal office, may be transacted elsewhere.

ARTICLE II

MEMBERSHIP

Section 1. Any person, firm, partnership, corporation, or association in Missouri or nonresident interested in Holstein cattle, when represented by some designated individual member of the firm, partnership, corporation or association, shall be eligible for membership in the Association.

Section 2. The members of this Association shall be divided geographically by districts. The number of districts and the boundaries of each may be changed from time to time by the Board of Directors. Each district, upon recognition by the Board of Directors, shall elect and be represented by at least two members on the Board of Directors.

Section 3. There shall be two classes of members: Active and Junior.

- a. Active members shall include those of legal age qualified under Article II, Section 1, who have paid the annual dues and are in good standing.
- b. Junior members shall be those applicants qualifying for Junior membership in the Holstein-Friesian Association of America. A \$5.00 fee will be charged for Junior membership. This fee is subject to change upon the approval of the Junior Committee. The junior fee will be transferred to the Junior account. Junior only members are encouraged to pay an additional \$25.00 Pulsator Subscription fee to receive the magazine.

Section 4. Applicants for active membership shall be admitted upon payment of the prescribed dues; provided, however, that the Executive Committee of the Association may in its sole judgment and discretion refuse to accept any application for membership within thirty (30) days after the receipt thereof and order the Secretary to refund such applicant any dues received from applicant and to advise said applicant of such action. The Executive Committee may take such action for any reason deemed material, including but not limited to lack of a good reputation in the registered cattle business and shall not be required to make any explanation to the applicant, or to any applicant or other person of its reasons for refusing to approve any application. If no such action is taken within thirty (30) days, the Secretary shall notify the applicant of their acceptance to membership, and shall send them any necessary credentials.

Section 5. Each member entitled to vote shall be entitled to one vote only.

Section 6. The membership dues shall be paid on an annual basis with the rate being \$50.00 per membership for members, partnerships, or corporations that own Holstein cattle. Those who do not own Holstein cattle, shall pay \$50.00 annually per membership.

When more than one person is involved in a herd prefix, all person(s), in addition to the individual designated as the representative agent of the partnership or corporation may hold a membership by paying the minimum membership rate of \$25.00.

Membership Dues will be due and payable postmarked March 15 of the membership year. Following March 15 members not in good standing will be removed from Holstein USA member rolls until such time as state membership has been paid. Membership dues postmarked April 15 or later will require an additional \$10.00 late fee per adult member. Memberships received after June 1 will not qualify for Association sponsored awards.

Section 7. Active membership shall be terminated upon failure of a member to pay the annual dues. Members may be expelled for acts harmful to the association or the interests of the breed, or for dishonesty, upon two-thirds vote of the Board of Directors whose decision shall be final; provided, however, that the Board of Directors shall give at least twenty (20) days written notice to any such member of its intent to consider charges which may lead to expulsion of such

member and shall give each member an opportunity to appear before the Board of Directors and present evidence in his behalf at the meeting at which such charges are considered.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors made up of the following:

- a. A President and Vice President (who when elected are presently Members of the Board of Directors) and a Director-at-Large to be elected by a majority vote of the membership present and voting at the Annual Meeting.
- b. Each organized District in the State shall be represented on the Board by their duly elected President and one additional Director.
- c. The Board of Directors will also include 2 Elected Directors who are members elected statewide by the membership at the Annual Meeting that are nominated by the nominating committee or from the floor.
- d. There shall be four Ex-Officio Members of the Board: namely State Extension Dairy Specialist; the immediate past President of the Missouri Holstein Association; and the President of the Missouri Junior Holstein Association and the Chairman of the Junior Holstein Committee.

Section 2. Directors shall hold office for a term of one year or until their successors shall have been elected and qualified.

Section 3. The Board of Directors shall have power to fill vacancies in their ranks for the un-expired terms thereof.

Section 4. The Board of Directors shall meet annually at the time of the Annual Meeting of the membership and at such other times as they may be called into special meeting by the president. Notice of such special meetings shall be upon notice of at least five days.

Section 5. The Board of directors shall have the power and duty to enforce the Articles of Agreement and By-Laws of this Association; to enforce and make effective, amendments to the By-Laws or resolutions adopted at the annual meetings of the Association; to fill vacancies for the un-expired terms thereof, of their own membership or of the elected officers of the Association; to designate institutions of deposit for Association funds; to determine the time and place of the annual meetings; to establish standards of conduct for membership for violations thereof; to formulate policies of the Association and to exercise any and all powers of management and direction in the affairs of the Association that are inherent in such governing boards.

Section 6. Nomination of directors-at-large shall be made by a nominating committee designated by the president, but nominations may also be made from the floor. A majority of members present and in good standing shall be required to elect. Voting shall be by secret ballot, but should there be only one nominee for each directorship, then and in that event secret ballot may be dispensed with upon unanimous consent of those present and voting.

Section 7. Four directors shall constitute a quorum for the conduct of business.

Section 8. The directors are hereby authorized to create an executive committee consisting of three members to be selected by the Board of Directors from the officers and directors which committee shall be elected each year following the annual meeting by said Board to serve for the current year only. The said executive committee shall have power to act between meetings of the Board of Directors of and concerning such business as they may be empowered to transact by resolution of the Board of Directors set out on the minutes of the meeting of such Board of Directors. The action of the executive committee shall at all times be subject to the control and modification by the Board of Directors and the executive committee shall report their action to each succeeding meeting of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. The members at the time of the annual meeting shall elect from the membership a President and Vice-President, and shall also elect a Secretary-Treasurer. The President and Vice-President shall be elected from among the directors. The Secretary-Treasurer may be elected from outside the directors. Nomination of President, Vice-President

and Secretary-Treasurer shall be made by a Nominating Committee designated by the President, but nominations may also be made from the floor. Voting for officers shall be by secret ballot and a majority of members present and voting shall be required to elect. Should there be no more than one nominee for each office, then and in that event secret ballot may be dispensed with upon unanimous consent of those present and voting.

Section 2. Officers shall hold office for one year or until their successors shall have been elected and qualified. The president, having served two full terms of one year each, shall not be eligible to succeed themselves.

Section 3. Duties and Powers

- a. The President shall preside at all meetings of the Board of Directors and at all meetings of the Association, both annual and special; shall call special meetings of the Board of Directors and the Association; submit reports of activities of the association at the annual meeting; and shall perform the duties and exercise the powers usually incident to the office of chief executive.
- b. The Vice-President shall, in the absence, disability or refusal of the President to serve, perform the duties of the President and should vacancy occur in the office of President, the Vice-President shall become President.
- c. The Secretary-Treasurer shall keep a complete and accurate record of all meetings of the Association and of the Board of Directors; shall receive and disburse monies for and in the General Fund or any Special Funds; shall sign all checks; make deposits of monies of the Association in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors; shall keep a full and accurate account of all transactions of the Association in books belonging thereto and deliver such books and records to his properly qualified successor and do and perform such other duties as are required by him by the Association or the Board of Directors. The Secretary-Treasurer shall make an annual report at the time of the annual meeting of the Association.
- d. The Board of Directors may create a position of Executive Director. The Board is responsible for determining the qualifications, duties, responsibilities and compensation of this position.

Section 4. The Secretary-Treasurer, subject to the direction of the Board of Directors, may be required to give a Surety Bond, of which the President shall be custodian, in an amount and with such insurers as the Board may deem fit and proper.

ARTICLE V

FINANCES

Section 1. The Fiscal period of the Association shall be for a period of twelve months beginning on December 1 each year.

Section 2. The funds of the Association shall be kept in a General Fund and in any other accounts as may be designated by the Board of Directors. All of which must be in a depository where they are insured by the U.S. Government.

Section 3. All payments and disbursements shall be made from the General Fund. The Junior Association will keep a separate account for payment and disbursements.

Section 4. The financial affairs of the Association and the records of the Secretary-Treasurer shall be reviewed by a committee appointed by the President and approved by the Board of Directors. This shall be a standing committee. The review shall be subject to approval by the membership.

Section 5. No part of the income or property of the Association shall be distributed to or inure to the profit of any member, directors or officers or any other person or corporation not qualified for income tax exemption under Section 501(c) (3) or 501(c) (5) of the Internal Revenue Code in accordance with the applicable laws of Missouri.

ARTICLE VI

COMMITTEES

Section 1. Special committees, appointed by the President, by and with the consent and approval of the Board of Directors, may be appointed from time to time as deemed necessary to further the work and purposes of the Association.

The chairmen of all such committees shall make reports of activities at the annual meeting and at such meetings of the Board of Directors as the Board may direct.

ARTICLE VII

AMENDMENT

Section 1. The By-Laws may be amended by a two-thirds vote of those present and voting at the annual meeting or at any special meeting provided ten days notice of the amendment has been given in the call therefore. The By-Laws may be amended at either annual or special meetings of the Association even though notice has not been included in the call thereof, provided there be unanimous vote of all those present and voting.

ARTICLE VIII

MISCELLANEOUS

Section 1. Special meetings of the Board of Directors may be called by the Secretary-Treasurer upon written request of two-thirds of the Directors. Notice of the time, place and purpose of such meeting shall be mailed by the Secretary-Treasurer to each Director at least five days prior thereto.

Section 2. Special meetings of the Association may be called by the Secretary-Treasurer upon written request of 50% of the members in good standing. Notice of time, place, and purpose of such meeting shall be mailed by the Secretary-Treasurer to each member in good standing at least two weeks prior thereto.

Section 3. At all meetings of the Association, annual or special, 5% of the voting members in good standing shall constitute a quorum for the conduct of business.

Section 4. The order of business at annual meetings shall be:

1. Reading of minutes of previous meeting and approval of same.
2. Reports of District Presidents.
3. Reports of Officers.
4. Reports of committees.
5. Appointment of nominating and reviewing committees.
6. Old business.
7. New business.
8. Report of finance committee.
9. Report of nominating committee and election of officers and directors.

When in the opinion of the President such order of procedure is inconsistent with the orderly progress of the meeting or the time element of convenience of those appearing on the program, the order of business may, at the discretion of the President and subject to no objection, be altered.