



# Tennessee Hereford Association

## BYLAWS

Board Approved: December 7, 2014

Membership Approved: March 13, 2015

### ***Article I. Name***

The name of this organization shall be the Tennessee Hereford Association, hereinafter referred to as "the association."

### ***Article II. Governing Body***

The duly elected Officers and Directors of the Association, collectively, are the Governing Body of the Association, which shall be known as the Board of Directors or "the board".

### ***Article III. Principal Office***

The principal office of the Association shall be located at the address of the sitting President, Secretary, Treasurer, or Secretary-Treasurer of the Association as deemed appropriate by the Board of Directors. The Board of Directors may change the principal place of business at any time as deemed prudent to such an address within the State of Tennessee as may be necessary or appropriate.

### ***Article IV. Purposes***

The purposes for which the association is formed is to promote the interest of all Hereford breeders, to enhance and encourage improvement of the Hereford breed, to increase the number of breeders and Hereford cattle in Tennessee, and to advance Tennessee as a leader in the Hereford breed.

All proceedings of this association shall be in harmony with the rules, regulations, standards and practices of the American Hereford Association.

### ***Article V. Membership***

#### ***Section 1: Members***

Any Hereford breeder, or persons 18 years of age or older, interested in the promotion of Hereford cattle is eligible for membership, as provided by these bylaws. All members who are current in payment of all dues, assessments or fees pursuant to the rules and regulations

pertaining to such payments as may be adopted by the association and/or the board, shall be considered "active members in good standing," henceforth referred to as "active members," or "members." All members may vote on any and all association matters, participate in any and all association activities/events, and may serve on any committee as deemed applicable.

All members shall thereby be subject to the rules and bylaws in force at the time of membership, or later adopted by the association, and are thereby liable to pay such dues, assessments or fees as may be assessed. Members shall be subject to expulsion from the association as provided by these bylaws.

#### *Section 2: Application*

Membership in the association shall be by application. Each applicant for membership must apply in writing to the Secretary, or Secretary-Treasurer as is appropriate, in such form as the board shall prescribe.

#### *Section 3: Dues, Assessments and Fees*

Membership in the association shall require the payment of annual dues as recommended by the board and as approved by the members at the annual meeting. A notice of any proposed change in the annual dues shall be presented to the board for its consideration and then mailed to the active members at least thirty days prior to the annual meeting.

In addition to annual dues, members may also be required to pay certain assessments and fees as specified and permitted by the board for participation in particular association activities and events, and as may be required as recompense for special actions identified and approved by the board.

#### *Section 4: Membership in Good Standing*

Pursuant to the stipulations and conditions outlined in Article V, Section 8 of these bylaws, all members are considered to be "active members in good standing" unless the member is delinquent in the payment of any dues, assessments or fees pursuant to the rules and regulations pertaining to such payments as may be adopted by the association and/or the board. A member is considered delinquent in the payment of any dues, assessments or fees if full payment is not received within the specified payment period, as determined and approved by the Board. To be an "active member in good standing," all dues, assessments and fees must be paid prior to the annual meeting. If payment is not received within the specified payment period, the membership is automatically suspended and the member may not vote and/or participate in any association activity/event until all delinquent dues, assessments or fees are paid in full.

#### *Section 5: Voting*

Only active members in good standing shall have the right to vote at any meetings of the members of the association. Each active member in good standing is entitled to one vote and any one person can only vote one membership. No proxy vote is permissible at any meetings

of the membership. Action at any meeting will be by a simple majority vote of those active members present.

As specifically approved by the board, special voting may be required at times other than annual or special membership meetings, and may consist of written balloting/voting. In such situations, a simple majority of the active members who actually vote, i.e., submit and/or return to the association such written ballots/votes as are required, shall constitute approval/disapproval of proposed action(s).

#### *Section 6: Quorum*

A quorum for any meeting of the members of the association shall consist of 20% of the total active members.

#### *Section 7: Meetings*

- a. Annual Meeting: There shall be an annual meeting of the members upon such date, time and place as the board shall determine. During the annual meeting, active members shall have the right to vote on the following matters only: election of the board and/or officers as necessary, approval of the annual budget proposed by the board, approval of any amendments to the bylaws that may be proposed by the board, amount of annual dues, and any other special or unique business as may be deemed appropriate and necessary by the board. Voting on all other matters is expressly reserved for the board.
- b. Special Meetings: A special meeting of the members may be held at such time and place as the president may direct, or may be called and held upon written application of a majority of the board, or by written and signed request of one-third of the active membership.
- c. Notice of Meetings: Notice of all meetings, annual or special, shall specify the time, place and purpose of the meeting, and shall be delivered either personally, by mail, and/or electronically to all members. Notice of meetings shall be sent not less than 30 days prior to the date of the meeting. Notification of special meetings shall be sent not less than ten days prior to the date of the meeting. All meeting notifications shall be delivered and/or sent to the last known address of the person entitled to receive notice of the meeting.

#### *Section 8: Censure or Expulsion*

Censure or expulsion of any member must be initiated and approved by the board. The member in question may, as deemed appropriate by the board, be given at least ten days advance written notice with a full written statement of the violation(s) or complaint(s) against them. The member in question may be given a full opportunity to be heard at a meeting before the vote of the board as to their censure or expulsion. Actions deserving of censure or

expulsion shall be those considered and approved by the board as being in violation of these bylaws and/or other such pertinent and related association rules and regulations, to include conduct considered unbecoming, detrimental or inappropriate with the purposes, intent or character of the association.

Censure shall be considered in those situations when the board feels that the severity of a member's offenses warrant a recognized degree of punitive action, but not severe enough to warrant expulsion. The sort and type of punitive actions deemed applicable for censure shall be determined and approved by the board.

Including, but not limited to, the following acts, when proof of their commission shall have been established by evidence satisfactory to the board, shall, without further action, serve as sufficient grounds for expelling any person, firm or organization from membership:

- a. expulsion from membership in the American Hereford Association; or
- b. failure to pay required dues, assessments or fees as may be set by the board and as set forth in these bylaws; or
- c. knowingly and willfully misrepresenting any essential detail or defect of an animal sold at a public and/or private sale.

## ***Article VI. Board of Directors***

### *Section 1: Powers*

The board shall supervise and manage the business, property and affairs of the association.

### *Section 2: Number and Qualifications*

The board shall consist of 12 directors with one director elected from each of the three grand divisions of the State of Tennessee, and nine at large directors elected from anywhere in the State. Only active members of the association in good standing, and who are legal residents of the State of Tennessee, are eligible to serve as members of the board.

If sufficient candidates for board membership cannot be obtained as specified, or if there is a need to increase or decrease the number of directors, an exception to this section may be permitted as considered and approved by the board at a regular board meeting or at a special meeting called for that purpose. Directors selected and/or elected by the board in consideration of such action may hold office until the next annual meeting, at which time the changes enacted by the board may be considered and voted on by the active members in good standing and in attendance at said meeting.

### *Section 3: Assistants, Agents and Employees*

On behalf of the Association, the Board may employ such assistants, agents and employees as deemed necessary for the good of the Association, and as such, may receive compensation as

may be approved by the Board. Such assistants, agents and employees should serve for such time as may be designated by the Board, or in those instances when a designated time is not germane to the activities or operations in question, then at the pleasure of the Board.

*Section 4: Election and Term of Office*

Members of the Board shall be elected at the annual meeting of the Association by those Active Members of the Association considered to be in good standing and in attendance at said meeting. Directors of the Board shall be elected and serve for a term of three years. Each director may be elected to serve two consecutive terms, but no director can succeed himself/herself after six consecutive years in office until he/she has vacated the office for a minimum of one year.

*Section 5: Vacancies*

In the event of death, resignation, removal or incapacity of an elected director, a new director may be elected by the remaining directors in office. The new director shall fill said vacancy until the next annual meeting when the membership shall elect a new director to serve out the remainder of the unexpired term.

*Section 6: Resignation*

Any director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board.

*Section 7: Removal*

Any director may be removed from such office by a majority vote of the Active Members considered to be in good standing and who are in attendance at any regular or special meeting of the members called expressly for that purpose, and given that a quorum is present at said meeting.

A director that misses three consecutive meetings without providing prior notification of such absences to the President, may be removed from the Board by a majority vote of the directors then serving.

*Section 8: Quorum*

A simple majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

*Section 9: Voting*

Voting by the Board on any and all matters pertaining to, or in compliance with these bylaws, or any other such matters as may require Board action, shall be by simple majority vote of those directors present at the time of the vote. The affirmative vote of a majority of the

directors present at any meeting at which a quorum is present shall be considered "the act" of the Board. Each director present shall have one vote. Voting by proxy shall not be permitted.

*Section 10: Meetings*

A regular annual meeting of the Board shall be held each year, at such time, day and place as shall be designated and agreed upon by the majority of the directors then serving. Other meetings of the Board, either regular or special, may be held at such time, day and place as the President shall request, as requested by a majority of the directors then serving, or as requested by at least 20% of Active Members in good standing.

In consideration of matters requiring immediate attention, and in which there is insufficient time to hold a face-to-face meeting, telephonic conferencing or email meetings may be utilized. Participation by telephone or computer shall be equivalent to presence in person at the meeting for purposes of determining a quorum.

The Board may also take such action as required to ensure the continuity and interests of the Association are maintained and protected in any such situations as may be deemed appropriate without condition or obligation to meet, given that written consent to the actions resulting from said meeting are approved and signed by all directors.

*Section 11: Ex Officio Members*

In consideration of certain activities that may fall under the purview of the Board, and/or the Association, and for which there may not be suitable Board or Association representation, the Board of Directors may elect or select Ex Officio members to serve on the Board, as deemed appropriate. Only Active Members of the Association in good standing, and who are legal residents of the State of Tennessee, may be considered to serve as Ex Officio Board members. Ex Officio Board members may actively participate in all Board meetings and activities, but are not eligible to vote and may not be considered in determining a quorum.

**Article VII. Officers**

*Section 1: Officers*

The Officers of the Association are also the Officers of the Board, and as such, shall consist of a President, a Vice President, a Secretary and a Treasurer, with the provision that the offices of Secretary and Treasurer may be combined into a single office of Secretary-Treasurer for such time as deemed appropriate by the Board. All officers shall take office at the time of their election or selection.

*Section 2: Eligibility*

To be eligible to serve as an officer, an individual must be an Active Member in good standing and a legal resident of the State of Tennessee at the time of election or selection, and must have been so, since the last annual meeting.

*Section 3: Election or Selection*

Officers shall be elected from, and by, the Board of Directors by majority vote of the directors serving on the Board and present at the designated time of the election. As deemed essential by the Board, and in such situations as so warrant, the offices of Secretary and Treasurer, or as appropriate, the office of Secretary-Treasurer, may be elected or selected from the membership.

*Section 4: Term of Office*

Officers shall be installed at the annual meeting at which they are elected or selected and shall hold office for one year until the next annual meeting or until their respective successors shall be have been duly elected or selected.

*Section 5: Resignation*

Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. An officer may resign from his/her elected or selected office on the Board, but may continue to serve as a director until his/her term on the Board has expired.

*Section 6: Removal*

Any officer may be removed from office by a majority vote of the Board, given that a quorum is present at any regular meeting or a special meeting called expressly for that purpose.

*Section 7: Vacancies*

A vacancy in any office shall be filled by the Board for the unexpired term.

*Section 8: Compensation*

In general, officers shall receive no compensation for services; however, officers serving as Secretary, Treasurer or Secretary-Treasurer, may receive compensation as determined and approved by the Board. Additionally, the Board may also approve the reimbursement of officers for expenses incurred while performing the duties of their office and/or while promoting the interests of the Association.

*Section 9: Duties*

The duties of each officer shall be those as provided by these bylaws, by the Board or by the Membership, and/or as customarily exercised by such officers.

- a. President: The President shall serve as the Chief Executive Officer of the Association and the Chairperson of the Board. Subject to the direction and supervision of the Board, and in keeping with the bylaws herein, the President shall have general supervision of the Board's officers, assistants,

agents and employees, and shall have the authority to sign all contracts and other instruments on behalf of the Association and the Board, except as the authority may be restricted by resolutions of the Board. The President shall also be in general charge of the execution of the rules, directives and policies of the Board and the Association, and shall preside at all meetings of the members of the Association and of the Board. In all actions of the Association and the Board, the President shall only vote in the event of a tie-vote among the directors on the Board and/or members of the Association.

- b. Vice President: The Vice President shall attend all meetings of the members and of the Board, shall have full voting privileges at all such meetings, and shall perform all duties usual to such office or as prescribed by the President and/or the Board. Should the President be unable or unwilling to serve, in the absence of the President, or at the President's request, the Vice President shall perform the duties of the President or such duties as the President and/or the Board may designate.
- c. Secretary: The Secretary shall be the custodian of all books, papers, records, documents, and other such property of the of the Board and the Association, except as otherwise provided for by these bylaws or as directed by the President and/or the Board. The Secretary shall attend all meetings of the members and of the Board, and shall perform all duties usual to such office or as prescribed by the President and/or the Board. The Secretary shall make a full and complete record, i.e., minutes, of all matters considered at such meetings. Said minutes shall serve as the official record of the meetings of the Board and of the Membership. The Secretary shall assure that a copy of all documents relating to the subject of a particular action is incorporated into and made a part of the minutes of such meetings. The Secretary shall prepare and distribute such correspondence as may be directed by the President and/or the Board, and shall serve or cause to be served, printed or published such notices as shall be required by these bylaws, the President and/or the Board, and shall perform such administrative duties as may be assigned to the Secretary by the President and/or the Board. In those instances when the Secretary is elected by the Board, then he/she shall have full voting privileges at all Board meetings; however, in those instances where the Secretary is selected by the Board, he/she shall have no voting privileges other than those granted as a general member of the Association.
- d. Treasurer: The Treasurer shall have charge of the funds of the Association, shall pay and otherwise handle such funds as directed by the President and/or the Board, keep an accurate record of the receipts and disbursements of the Association, and submit a report to the Board and members at all regular meetings and more often, if required. The Treasurer shall attend all meetings of the Members and of the Board, perform all duties usual to such office or as prescribed by the President



and/or the Board, be prepared to give a full and complete report of the fiscal status of the Association at such meetings, and give a full and complete report for the fiscal year to the Board and the Membership at the Association's annual meeting. The Treasurer shall deposit all monies of the Association to the Association's account in such depository or depositories as the President and/or the Board shall designate. In those instances when the Treasurer is elected by the Board, then he/she shall have full voting privileges at all Board meetings; however, in those instances where the Treasurer is selected by the Board, he/she shall have no voting privileges other than those granted as a general member of the Association.

- e. Secretary-Treasurer: The offices of Secretary and of Treasurer may be combined into the singular office of Secretary-Treasurer for such time as the Board may direct. The Secretary-Treasurer shall perform all of the duties of the Secretary and the Treasurer. In those instances when the Secretary-Treasurer is elected by the Board, then he/she shall have full voting privileges at all Board meetings; however, in those instances where the Secretary-Treasurer is selected by the Board, he/she shall have no voting privileges other than those granted as a general member of the Association.

### ***Article VIII. Fiscal and Financial***

The fiscal year of the Association shall be the calendar year. The funds of the Association shall be the charge of the Treasurer or the Secretary-Treasurer, as overseen by the President and the Board. Funds shall be withdrawn by check only, signed in such manner and by such officers or agents as may be designated and approved by the Board. Annual membership dues and other such related assessments and fees shall be set as designated and approved by the Board.

### ***Article IX. Committees***

The President may appoint such committees as he/she deems expedient and shall also appoint such committee or committees as directed by the Board or by the members.

### ***Article X. Amendments***

The Bylaws may be amended at any meeting of the members in good standing by majority vote of the members present after proposed changes to the bylaws have been submitted to the Board 60 days prior to said Membership meeting and to the Membership at least thirty days prior to said meeting.