

BYLAWS OF THE ILLINOIS ANGUS ASSOCIATION

ARTICLE I - OFFICES

The principal office of the Illinois Angus Association, Incorporated (hereinafter called Association) shall be located at the address of the Business Manager. The registered office of the Association required by the statutes of Illinois need not be identical with the principal office and may be changed from time to time by the Board of Directors.

ARTICLE II - MEMBERS

Section 1 - QUALIFICATIONS. Voting members of the Association must be residents of the State of Illinois and have paid the required dues. They must also be actively engaged in breeding registered Angus cattle and maintain registered Angus cattle in the State of Illinois.

Section 2 - DUES. The amount of dues shall be recommended by the Board of Directors and approved by the members at the annual meeting.

Section 3 - ANNUAL MEETINGS. The annual meeting of the members of the Association shall be held at the time and location, determined by the Board of Directors.

Section 4 - SPECIAL MEETINGS. Special meetings may be called by the Board of Directors or upon petition by 1/5 of the voting members of the Association.

Section 5 - NOTICE. Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than 10 nor more than 40 days before the date of the meeting.

Section 6 - QUORUM. Ten percent of the voting members of the Association shall constitute a quorum at any meeting of members.

Section 7 - MANNER OF ACTING. The act of a majority of the members present at a meeting which a quorum is present shall be the act of the members. However, if less than 20 present of the voting membership is present, the act of two-thirds of the members present at a meeting at which a quorum is present shall be the act of the members.

Section 8 - PROXIES. Proxies are not permitted.

Section 9 - VOTING BY BALLOT. Voting shall be by voice unless three or more members request that voting be by ballot or electronically when the Board cannot convene.

ARTICLE III - DIRECTORS

Section 1 - GENERAL POWERS. The business and affairs of the Association shall be managed by the Board of Directors.

Section 2 - NUMBER. The number of directors of the Association shall be the total of the local Association Elected Directors and the Directors at Large.

Section 3 - QUALIFICATIONS. A director must be a dues paying member of the State Association. In addition, to qualify as a Director, a person must own or be a partner in a partnership that owns, or be a shareholder in a corporation that owns registered Angus breeding cattle.

Section 4 - SELECTIONS OF DIRECTORS.

- a. "Local Association Elected Director." Each "Qualified Local Association" shall annually elect one director. Notification of the election results, and certification that the Director meets the qualification requirements of Section 3 of this Article, shall be forwarded to the Association not later than the date of the annual meeting each year. If such director is unable to attend a regular quarterly meeting or must permanently vacate his position, the local Association may designate a replacement for the meeting or the remaining term.
- b. "Director at Large." The members, at the annual meeting, shall elect a number of directors at large so that the total number of Directors at Large equal twelve (12). If a local Association Elected Director vacates the position and the Local Association does not elect a successor within (30) days after notification of the vacancy, the Board of Directors may elect a Director at Large to fill the position for the remainder of the year.
- c. A junior adviser will be a board member.
- d. An Auxiliary member appointed by the Auxiliary President will be a voting board member.

Section 5 - TENURE.

- a. A Local Association Elected Director shall be elected for a term of one (1) year. The term for Local Association Elected Director begin on the date of the annual meeting and continue until the date of the next annual meeting.
- b. A Director at Large shall be elected for a term of three (3) years. The term of a Director at Large shall begin on the date of election at the annual meeting and continue until the date of the annual meeting three (3) years subsequent. After two consecutive terms, a Director at large is not eligible to be elected as a Director at Large for a period of one (1) year (see Appendix A for transition requirements.)

Section 6 - REGULAR MEETINGS. The Board of Directors shall meet a minimum of three times each year. Notification of the meeting time, location and agenda shall be sent to each Director by the Secretary at least ten (10) days prior to the meeting.

Section 7 - SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any four Board members. The notification requirements for such meeting are the same as in Section 6.

Section 8 - QUORUM. A majority of the number of Directors fixed by the By-Laws shall constitute a quorum for transaction of business of any meeting of the Board of Directors.

Section 9 - MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10 - COMPENSATION. Directors of the Association shall receive no compensation for their services.

Section 11 - VOTING BY BALLOT. Voting shall be by voice unless two (2) Directors request that voting be by ballot.

ARTICLE IV - QUALIFIED LOCAL ASSOCIATION

A local Association is qualified to elect a Director if it:

- a.** holds at least one (1) meeting (field days and sales qualify as a meeting) between March 1 and the last day of February; and
- b.** has at least, 1. ten (10) members and 2. five (5) members who are also members of the Illinois Angus Association, Inc. and
- c.** has at least five (5) members that individually own (or is a partner in a partnership that owns, or is a shareholder in a corporation that owns) registered Angus breeding cattle.

ARTICLE V - OFFICERS

Section 1 - NUMBER. The officers of the Association shall be a President, a Vice President, a Business Manager, and a Sale Committee Chairman.

Section 2 - ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected annually by the Board of Directors at a meeting of the Board of Directors held just prior to the annual meeting of members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as possible. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner described in Section 3. (Even though a new officer is elected, the previous officer shall serve until the next meeting of the Board of Directors.)

Section 3 - REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4 - PRESIDENT. (Elected by the Board). The President shall be the principal executive officer of the Association and shall in general preside at all meetings of the members and the Board of Directors-The President shall in general perform all duties incident to the office of the President and such other duties as shall be prescribed by the Board of Directors.

Section 5- VICE PRESIDENT (Elected by the Board). In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President.

Section 6 - BUSINESS MANAGER. If required by the Board of Directors shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association as specified by the Board of Directors; (c) see that all notices are duly given in accordance with the provisions of these By-Laws; (d) keep an address list of all members of the Association; (e) in general perform all duties incident to the office of Business Manager and such other duties as from time to time may be assigned to that office by the Board of Directors.

Section 7 - QUALIFICATIONS. The President must be a Director of the Association or the Vice President the previous year. The Vice President must be elected from among the Directors of the Association. The Business Manager need not be a Director of the Association, but if the Business Manager is not elected from among the Board of Directors, that person shall not serve as a voting member on any of the committees of the Association.

Section 8 - SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors.

Section 9 - EDITOR (appointed by the Board).

a. Lease. In lieu of the appointment of an Editor, the Board shall have the authority to lease the directory and the Angus News for such term and pursuant to such provisions as the Board shall, in its discretion, determine to be in the best interest of the Association.

Section 10 - SECRETARY (appointed by the Board). As the secretary, keeps the minutes of the members and of the Board of Directors' meetings. The Secretary need not be a Director of the Association, but if he is not elected from among the Directors, that person shall not serve as a voting member on any of the committees of the Association.

Section 11 - SHOW/SALE CHAIRMAN (appointed by the President). Responsible to be chairperson of the show/sale committee.

ARTICLE VI - COMMITTEES

Section 1 - EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President and Vice President of the Association together with four (4) additional members of the Board of Directors. Such committee shall have the power of recommendation to the Board of Directors on policy matters that pertain to the general business of the Association.

Section 2 - OTHER COMMITTEES. Other committees may be established on the recommendation of the Executive Committee with the approval of the Board of Directors. The members of such committees shall be appointed by the Executive Committee.

ARTICLE VII - SALE REGULATIONS

All regulations for eligibility, rules and regulations of sales sponsored by the Association may be altered, amended or repealed and new requirements for eligibility, rules and regulations may be adopted at any regular or special meeting of the Board of Directors upon a majority vote of the board members present at said meeting. Once adopted, altered, amended or repealed, said requirements, rules and regulations shall be attached and incorporated as a part of these By-Laws. Any action taken under this section by the board of Directors shall be binding upon the members of the Association unless an accept said action is subsequently amended or altered or repealed by the Association under Article 9 "Amendments" of these By-Laws. No rule concerning an event may be altered, amended or repealed once published in the Illinois Angus News until after the date of the sale.

ARTICLE VIII - JUNIOR MEMBERSHIP

Non-voting junior memberships are permitted. Eligibility requirements for such membership are to be established by the Board of Directors and attached to and incorporated as a part of these By-Laws.

ARTICLE IX - AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any special or annual meeting of the members of the Association by a majority vote of the members present at the meeting.

(Revised March 16, 2024)

