

**BY-LAWS
OF
MICHIGAN CATTLEMEN'S ASSOCIATION, INC.**

Updated July 12, 1991

ARTICLE I - Name

The name of this Association is:

THE MICHIGAN CATTLEMEN'S ASSOCIATION, INC.

ARTICLE II Object

~~The object of this association is to associate its members together for the purpose of promoting the general good will, understanding, and harmony in the Michigan cattle industry in the common interest of the producers, marketing agencies, and consumers; to represent the Michigan cattle industry in legislative matters and policy formation on local, state and national levels; to cooperate with cattle organizations of other states and with the Michigan cattle industry; to arrange meetings and conduct tours for groups within the industry.~~

ARTICLE II PURPOSE

The Michigan Cattlemen's Association will provide unified representation for all segments of the cattle industry in the state of Michigan. It will offer its membership a voice in governmental affairs, an avenue to address its consumers, and opportunities to improve their business.

ARTICLE III - Membership

Section 1 Affiliation

This association shall be affiliated with the National Cattlemen's Beef Association. *The president of this association or their designee shall serve as MCA's representative to the NCBA's board of directors.*

Section 2 Types of Memberships

A. Voting Members (*Regular*): A person, firm or corporation ~~must be actually engaged in cattle production.~~ (One vote per membership).

B. Non-Voting members (Associates): ~~Shall be those not actually engaged in cattle production and therefore do not qualify as regular members.~~ *Shall be those not engaged in cattle production but with an interest in advancing the industry.* The following categories are available:

- i. Business
- ii. Individuals
- iii. Breed Associations*

Final determination of the classification of any membership shall be determined by majority vote of the Board of Directors.

Section 3 Membership Fees

A. Membership Schedule- The membership year shall be on a ~~calendar~~ fiscal year basis from ~~January-October~~ 1 to September 30. ~~Dues shall be due and payable by January 1. An exception to this will be made for new members joining the Association. Those first time members joining after July in the calendar year will not be billed for membership dues for the next calendar year.~~ *Membership dues will be due and payable on an annual basis on the member's anniversary date of joining the association.*

B. Dues - The annual membership dues shall be in accordance with the last schedule of dues approved by the majority vote of the Board of Directors.

Section 4 Membership Assessments and contributions

Membership in this Association shall be non-assessable. The financial needs of this Association, if any in addition to the annual membership, shall be provided by voluntary contributions from the members or other individuals or organizations having similar objectives.

ARTICLE IV - Membership Meetings

Section 1 Fiscal Year

The fiscal year of this Association shall begin each year on the first day of October and end the following September 30.

Section 2 Annual Meeting

The annual meeting of this Association shall be held at such date, place and time as shall be designation by the Board of Directors and stated in the notices of meeting.

Section 3 Special Meetings

Special meetings of the members of this Association may be called at any time by the President and the President shall call such meetings whenever the Board of Directors shall so request.

Section 4 Notice of Meetings

Notice of the date, time and place of membership meetings shall be given to all members by the secretary not less than five (5) days prior to the date of the meeting. No business shall be transacted at special meetings other than that stated in the notice of meetings.

Section 5 Quorum

Fifteen (15) members, when present in person at membership meetings of the Association, shall be required to constitute a quorum for the transaction of business.

Section 6 Voting

Regular (voting) members only shall be eligible to vote, to hold office, or to serve on the Board of Directors, or to enter into the formal transaction of business of the Association. Each regular member shall be entitled to one vote. Family members/partners combined under one membership receive one vote. Members shall not have the right to vote by proxy.

ARTICLE V - Board of Directors

Section 1 Number and Qualifications

The business affairs of this Association shall be managed by a Board of Directors ~~composed of 30 or 31 which, beginning in 2022, will be reduced from 30 to 24~~ members, all of which are elected at the annual membership meeting and qualify as regular (voting) members.

Ex-officio board members will be appointed by the President as needed annually. The appointments will be subject to the approval of the Board of Directors.

Section 2 Term of Office

~~Initially, ten (10) directors will be elected for a period of one (1) year, ten (10) for a period of two (2) years, and ten (10) for a period of three years. Beginning in 2022 and Each each year thereafter, (ten) 10 (eight) 8~~ directors will be elected for a three-year term of office.

Section 3 Meetings of the Board

The organization meeting of the Board of Directors shall be held immediately following the annual membership meeting of the Association.

Meetings of the Board of Directors may be called at any time by the president or Board of Directors and shall be held at such time and place as shall be designated in the meeting notice. Notice of meetings shall be given to all directors by the secretary not less than five (5) days prior to the date of the meeting.

Section 4 Quorum

~~Seven (7) or 25%~~ *Fifty percent (50%)* of the members of the Board of directors, ~~whichever is greater,~~ when present in person or represented by a duly elected alternate, shall be necessary to constitute a quorum for the transaction of business. *Directors participating by electronic communication channels will be considered in attendance for purposes of determining a quorum.*

Section 5 Nominating Committee

A nominating committee shall be appointed by the President each year. It shall be the duty of the ~~nominating~~ committee to nominate candidates for each vacancy on the Board of Directors. Nominations shall be accepted from the floor by the presiding officer. ~~The Board of Directors shall elect the officers of the Association at their annual organizational meeting.~~ *The committee will also recommend a slate of candidates for the executive committee at the annual organizational meeting.*

Section 6 Standing Committees

The executive committee will establish standing committees of the board as it deems necessary to carry out the business of the organization between meetings of the board. Appointments to the standing committees will be for a two-year period. The president may also establish temporary ad hoc committees as necessary.

Section 7 Depositories and Surety Bonds

The Board of Directors shall elect one or more banks to act as the depositories for the funds of the Association, and shall determine the manner of receiving, depositing and disbursing the funds of the Association and the form of checks and the person or persons to whom shall be delegated authority for issuing and signing checks.

The Board of Directors shall require the management and any officer, agent, or employee who shall have responsibility for custody of any of its funds or property to severally give adequate surety bonds for the faithful performance of their duties in such sums as the Board of Directors may require, the cost thereof and the premiums thereon to be paid by the Association.

Section 8 Executive Committee

~~(NCBA) National Cattlemen's Beef Association Board of Directors MCA-
Representative~~

The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary-Treasurer, Director-At-Large, ~~Chair of the Purebred Council~~ and the immediate Past President of the Association. The first five (5) ~~of the (6)~~ positions shall be elected by the Board of Directors. *Executive Committee vacancies occurring, for any reason, with six months or more remaining on the term of the affected position, shall be filled by majority vote of the Board. Each Executive Committee member serves as a liaison to a standing committee and reports committee activities during Executive Committee meetings.*

Section 9 Vacancies - Board of Directors

Board vacancies occurring, for any reason, with six months or more remaining on the term of the affected seat, may be filled by a majority vote of the Board, providing that notice of existing vacancy be given in notice of meeting of said board. Vacancies with less than six months remaining in the term will remain open until election of the directors at the annual meeting.

~~**Section 9 Purebred Council**~~

~~The Purebred Council shall consist of the President or their designee of all the Michigan Purebred Beef Cattle Associations who are regular members of the Michigan Cattlemen's Association. Committee membership shall be for a period of one year, beginning at the annual meeting of the Michigan Cattlemen's Association.~~

ARTICLE VI - Officers

Section 1 Executive Officers

The Executive Officers of this Association shall consist of a President, President-Elect, Vice-President, and the Secretary-Treasurer.

Section 2 Qualifications of Officers

Only duly qualified regular members shall be eligible to hold office as President, President-Elect or Vice-President of this Association provided however, they shall not be eligible to succeed themselves for more than two (2) successive terms.

Section 3 Election of Officers

The Officers of this Association shall be elected by and from the Directors of the Association annually at the organizational meeting of the Board following the annual meeting. The officers will hold office for a term of one (1) year and/or until their successors have been duly elected and qualified.

Section 4 Duty of Officers

President: The President shall be the Chief Executive Officer of the Association. It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors and perform such duties as are customarily performed by a presiding officer.

President-Elect: The President-Elect shall perform the duties of the President in the event of the absence or disability of the President; provided, however, in the event of the absence or disability of the President shall result in a permanent vacancy in the office of the President, the Board of Directors shall elect a successor.

Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to ~~record~~ *review and present* the minutes of all meetings of the Board of Directors and of the members; to cooperate with the President in the call of meetings; ~~to take care of all correspondence~~ and any other duties imposed by the Board. ~~to receive monies paid to the Association and to pay all bills against the Association that have been approved for payment by the Board of Directors.~~ He shall make a report to the members at the annual membership meeting, give a classified statement of all monies received and paid out by him during the course of the preceding fiscal year, and also present to the members a financial report setting forth the financial condition of the Association as of the course of the fiscal year.

Section 5 Hiring/Dismissal of Staff

The Executive Committee will be responsible for the hiring and firing of staff. Their actions will be subject to approval by the Board of Directors.

Section 6 Speaking on Behalf of the Association

The Association President and the Executive Vice-President will have the right to speak on behalf of the Association in accordance with the current policy as developed and voted on by the membership.

Section 7 Use of Association Letterhead

The Association President and Executive Vice-President shall have the right to use Association letterhead. Anyone else using Association letterhead must be a designee of the President.

Section 8 Surrender of Records

Each officer, agent, and employee of the Association, shall, upon termination of his office, or employment, upon election or employment and upon election or employment and qualifications of a successor, turn over to the Association all papers, records, money, and property of the Association which shall be in his possession or under his control.

Section 9 Power to Incur Obligations

No officer or member of the Association may contract any debts or obligations in the name of the Association, except under specific approval by the Board of Directors.

ARTICLE VIII - Amendments

These By-Laws may be altered or amended at any duly called regular or special meeting of the members by a 2/3 vote of the members present and voting at such meetings, provided notice of the proposed amendments have been given to the members in the notice of said meeting.