



# **Bylaws**

**Approved April 19, 2018**

**MISSOURI RED ANGUS ASSOCIATION**  
**Bylaws as approved April 19, 2018**

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**ARTICLE I - NAME**

The name of the organization is the "Missouri Red Angus Association". Within the organization, this may be abbreviated to "MORAA". The Association is organized as a nonprofit corporation. Hereinafter, for the purposes of these bylaws, the Association shall be referred to as "MORAA" or as the "Association".

**ARTICLE II - PURPOSE**

The purpose of MORAA shall be:

- to encourage membership and participation in the Missouri Red Angus Association;
- to facilitate programs, promotions and general offerings to promote the Red Angus cattle of MORAA's membership;
- to support and supplement activities, policies and programs of the MORAA and the Red Angus Association of America , hereinafter referred to as the RAAA;
- to advance the best interests of the Red Angus breed;
- to encourage and support competition of the breed;
- to emphasize the value of both pure breeding and its use in commercial crosses;
- to create a public appreciation of the value of the Red Angus breed; and
- to foster and maintain cooperation, friendship and high ethical standards among the members of this Association.

**ARTICLE III - FISCAL YEAR**

The fiscal year of the Association shall begin on May 1<sup>st</sup> each year and end on the 30<sup>th</sup> day of April the following year.

**ARTICLE IV - ASSOCIATION OFFICE**

The principal place of business and the address of the Association shall be the home of the Secretary of the Association or a USPS assigned P.O. Box address in a town closest to the Secretary's home address; or as otherwise agreed to by a majority vote of the Board of Directors.

**ARTICLE V - ASSOCIATION GUIDELINES**

The most currently adopted bylaws and all applicable attachments, Exhibits, Appendix, etc., thereto shall be available to all members by being posted on the MORAA website.

**ARTICLE VI - MEMBERSHIP**

**Section 1. General Membership Eligibility**

Any Red Angus Breeder or persons who are interested in Red Angus are eligible for membership.

## **Section 2. Membership Categories**

Memberships are defined as A) Regular, B) Associate, or C) Junior.

- A. Regular Membership: This is a voting membership in which the member shall complete the necessary membership enrollment form, own at least one active registered animal in the RAAA database (bull or female), be at least 18 years of age, and maintain current dues status. A member may be defined as an individual, a family farm or partnership, a corporation or a firm.
- B. Associate Membership: A person shall complete the necessary enrollment form, have an interest in the Red Angus breed, and maintain current dues status. Associate members shall not have voting or registration privileges. (Ex. Agribusiness)
- C. Junior Membership: This is a non-voting membership which may be held by any person under the age of twenty-one (21) years. A junior member may be converted to a regular member, upon that junior member attaining eighteen (18) years of age, by submitting the required fees associated with the Regular membership.

## **Section 3. Voting**

- A. Each Regular Member, whether an individual, family, partnership, corporation or firm, shall have only one (1) vote. The limit of one vote per regular membership shall pertain to the MORAA Board members as well.
- B. Each Regular Member in good standing at the time of a vote (membership dues paid and one animal on active inventory) shall be entitled to one (1) vote on each matter submitted to a vote of Members. Junior Members and Associate Members may not vote.
- C. Only those members in attendance at the Annual Membership meeting are entitled to vote.
- D. There will be no voting by proxy.
- E. Cumulative voting: No one individual may vote more than one membership.
- F. A family, partnership, corporation, firm or association owning a voting membership in its name shall, before the membership meeting, designate the individual thereof who is to vote. That individual will be so designated at the time of registration at the membership meeting.
- G. Notwithstanding any other provision(s) in these bylaws, no member, having completed membership with a joining date (as reflected in the MORAA database) less than 30 days prior to the date of the annual meeting, shall be eligible to vote at the annual meeting.

## **Section 4. Membership Dues**

- A. The annual membership dues are to be paid by May 1<sup>st</sup> of each year for a member to be in good standing with the Association (coinciding with the MORAA fiscal year). Annual dues will cover a membership term coinciding with the MORAA fiscal year that starts on May 1<sup>st</sup> and ends on April 30<sup>th</sup> the following year.

- B. Any changes to the amount to be collected for dues shall be proposed and voted on at the annual MORAA meeting. Any increase in dues shall take effect at the beginning of the fiscal year that starts in the next calendar year. The amount to be collected for dues shall be posted on the MORAA website on the Membership Enrollment Form.
- C. A set portion of the annual Regular and Associate membership dues are specifically designated for the promotion of Red Angus in the state of Missouri. Should this portion change, it shall be presented and voted on at the annual meeting. A report at the annual meeting shall be made by the Association Treasurer each year outlining how much was collected in the past fiscal year and how it was spent.

## **Section 5. Membership Conduct**

- A. Members agree to adhere to abide by and uphold these Bylaws of the MORAA.
- B. Should it be necessary, a member may be expelled by two-thirds vote of the members at a regular or special meeting of the Association with ten days advance written notice to the member concerned. Expulsion proceedings must be initiated by a member of the Board of Directors.

## **ARTICLE VII - MEMBERSHIP MEETINGS**

### **Section 1. Annual Membership Meetings**

- A. The Association shall hold an annual meeting at a time and place fixed by the Board of Directors.
- B. At least sixty (60) days prior to such Annual Meeting, The Board, or its designee, shall notify all Members of the exact date, time and place of such meeting.
- C. At least fourteen (14) days prior to such meeting, the Board, or its designee, shall issue the notice (via email and hard copy mail) and call the meeting, and if any special business is proposed, or any change of Bylaws, the same shall be specifically set out in such notice and call, and the same shall be made available to each member.
- D. The Board, or its designee, shall prepare a list of members who are entitled to receive notice of and hold a vote at the Annual Meeting, no later than thirty (30) days prior to the Annual meeting. Members may request copies of this list.
- E. Members in good standing will be notified at their last known email and/or mailing address as to the date of each meeting.
- F. Any active member may ask to be on the agenda.
- G. Each annual meeting shall include an agenda of at least the following :
  - 1. Open the meeting (President)
  - 2. Introduction of candidates for open Board positions. (max. 5 minutes per candidate)
  - 3. Reading of minutes of the last Annual meeting and any special meetings (Secretary)

4. Taking a roll of members eligible to vote (Secretary)
5. A written financial report reflecting a summary of all deposits and disbursements for the year by category (See Appendix A); This shall include a summary of dues collected and a report given on how the proportion of dues allocated to the promotion of the Red Angus breed was utilized (Treasurer).
6. Reports from any Committees and/or Directors
7. Presentation of and vote on updates to the Bylaws (if applicable)
8. A vote if a change to the amount collected for membership dues is proposed. If no change to membership dues, not necessary to be put on the agenda.
9. A vote for the portion of dues allocated to the promotion of Red Angus in Missouri, only if a change to the current percentage is proposed.
10. Election of Officers and Directors

## **Section 2. Special Membership Meetings**

Special meetings may be called at any time by the President and /or the Board of Directors. Notice of special meetings must be mailed or emailed to each active member not later than thirty days before the date of such meeting.

## **ARTICLE VIII - GOVERNANCE**

The Board of Directors shall consist of the four (4) Officers and seven (7) additional Board members. The Board will abide by the same voting rights as for the general membership whereby one family has one vote. The Board of Directors is limited to having only one (1) member representing an individual, family, partnership, corporation on the Board at any one time.

### **Section 1. Officers**

- A. The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer. They shall be elected for two year terms by the members at the annual meeting of the Association. The President and Treasurer shall be elected in even numbered years and the Vice-President and Secretary shall be elected in odd-numbered years.
- B. The **President** shall not serve more than two (2) consecutive full terms in addition to any consecutive partial term assumed. The President shall serve as the chief elected officer of the Association and shall be generally in charge of the execution of the Bylaws and the Code of Ethics and Conduct, and the Association as a whole. They shall preside at the meetings of the Members and Board of Directors and perform all duties usual to such office or as prescribed by the Board. They shall be responsible for the compilation and management of an annual budget and lead the establishment of an overall strategy for the fiscal year with input from the Board of Directors. The President shall act as the official representative of the Association to outside persons and/or agencies.
- C. The **Vice President** shall, in the absence of the President or at his/her request, perform the duties of the President or such duties as the President may designate. Should the President resign, the Vice President shall assume the full responsibilities of the president's role until the next annual meeting.

- D. The **Secretary** shall be the custodian of all books, papers, records, documents, official seal and property of the MORAA except as otherwise authorized by the Board of Directors. They shall conduct such correspondence as may be delegated to them by the Board of Directors, shall serve or cause to be served, printed or published such notices as shall be required by law or by these Bylaws and by resolution of the Board of Directors. They shall record all memberships including when individuals became members, process renewals and coordinate arrangements for the Annual Membership Meeting. The Secretary shall perform other administrative duties as might be assigned to them by the Board of Directors that will benefit MORAA and its' members.
- E. The **Treasurer** shall have charge of the funds of the MORAA and shall keep track of all financial transactions of the Association. The Treasurer shall pay authorized debts incurred by the Association from Association funds and be responsible for issuing financial reports to the Board at each scheduled meeting and at the Annual Meeting. They shall track expenses against approved budgets, maintain non-profit status of the MORAA, and submit any tax related paperwork and/or filings. In general, they are to perform all of the duties incident to the officer of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

## **Section 2. Directors**

- A. The Board members shall also include four (4) Area Directors (Northeast, Northwest, Southeast and Southwest) and one (1) At-Large Director. See Appendix B for detailed listing of the duties and responsibilities for each Board of Director position.
- B. The term of office for Directors shall be two years from date of election. The Board of Directors will be decided by the membership at the annual meeting.
- C. For the purpose of election of area Directors, the state shall be divided into four geographic areas by a line corresponding with Highway 5 running north and south from the Arkansas line to the Iowa line and Highway 50 running east and west. One area Director who resides in each of the geographic areas shall be elected by the Association members. In the event that no eligible candidate is available from a geographic area, then a Director can be elected regardless of area of residence in the state.
- D. The Director at Large may be from any area of the state.
- E. The Director at Large and the Area Directors from the southwest and southeast areas shall be elected at the Annual Meeting in even-numbered years. Area board members from the northeast and northwest areas shall be elected in odd-numbered years.

## **Section 3. Ex- Officios**

- A. The final positons are (2) Ex-Officio Board members with non-voting privileges.

- B. Ex-Officio Board members are to be appointed by the President and approved by the remaining Board and are limited to one (1) year terms, which would conclude at the annual meeting in the calendar year following their appointment to the Board.
- C. One Ex-Officio Board Member must come from Missouri educators (University, Vo-Tech and/or High School Agriculture). One Ex-Officio Board position must come from the Missouri business community involved in cattle operational support.

#### **Section 4. Qualifications**

Only a Regular Member in good standing and residing in the state of Missouri may serve as Officers, Directors and/or Ex-Officio Board members.

#### **Section 5. Nomination Process**

- A. The Secretary shall send out communication to the members thirty (30) days prior to the annual meeting of all positions becoming vacant/open and up for election at the annual meeting. The communication shall be by email, website, Facebook and hard copy mail. The communication shall include at a minimum:
  - 1) Positions open for nominations
  - 2) General responsibilities of each position
  - 3) Reminder of who is eligible to run for these positions
  - 4) Outline the process for submitting candidacy which shall include:
    - a. Required information:
      - i. Name of candidate
      - ii. Full contact information
      - iii. Position individual is applying for
      - iv. A short biography or resume discussing candidate's background and qualifications for the position. Maximum 150 words
    - b. Provide the due date (to be fifteen (15) calendar days prior to the Annual Membership Meeting)
    - c. Who to send your application to? (ex. Secretary or other assigned Board member)
- B. Any candidate in good membership standing, fulfilling the above nomination requirements, not subject to any restrictions from Section 7, and willing to fulfill the duties of the office being nominated for, will have their name printed on the ballot being handed out at the Annual Membership Meeting.
- C. Nominations will also be accepted from the floor at the annual meeting.
- D. The Secretary shall publish the names and biographies for each candidate on the MORAA website, FaceBook, and via email fourteen (14) days in advance of the Annual Meeting.

#### **Section 6. Election Process**

- A. All elections for Officers and Directors shall be by paper ballot and election for any office will require a simple majority of members present at the meeting. The votes must be tallied with a

minimum of two (2) directors or officers present during the count. Ballots shall be held secure for each voted position and be made available immediately following the annual meeting for review on any contested results. At least two (2) Board members must be present to witness a recount.

- B. Elected Officers and Directors shall take office immediately following adjournment of the meeting at which the election occurs.
- C. Immediately following the Annual Meeting and election of the new Board members, the new Board of Directors shall meet at the place of the Annual Meeting to set the direction for the coming fiscal year and review the expectations under the Officer and Director Code of Ethics and Conduct.

## **Section 7. Officer Code of Conduct**

- A. By accepting the appointment to the MORAA Board of Directors, the Officers and Directors agree to strictly abide by the Officer and Director Code of Ethics and Conduct.
- B. Furthermore, the Board of Directors are expected to actively participate in the Association's business and decision-making process. Any Board member absent from two (2) consecutive Board meetings without good cause may be removed from office by unanimous vote of the remaining Board of Directors and shall forfeit their ability to run for any office in the next general election.
- C. Should a Board member refuse to fulfill the duties of their office and/or if there is a documented violation to the MORAA Code of Ethics and Conduct, the Board of Directors may vote, by a simple majority, to remove that member of the Board and may replace and fill vacancies for the remaining term of that office. The removed Board member shall forfeit their ability to run for any office in the next two (2) general elections.
- D. Should a member of the Board of Directors voluntarily step down from their position, they forfeit the rest of their term and the ability to run for any office in the next general election.
- E. Should the President not be able to fulfill his term, the Vice President shall carry out the remaining term until the next general election. If the Vice President is unable to fulfill these duties, the Director at Large shall assume this position until the next general election.
- F. The Board of Directors may appoint members to fill vacancies for unexpired terms of office.

## **ARTICLE IX - BOARD OF DIRECTORS MEETINGS**

### **Section 1. Calling the Meeting**

- A. The Board of Directors shall meet at the call of the President or Vice-President or any two Directors. A number at least equal to the majority of the Board shall constitute a quorum for meetings of the Board of Directors.



- B. Matters deemed necessary by the President to need immediate attention by the Board can be handled by mail, e-mail or conference call. Answers must be returned within ten days of receipt to be counted.

## **Section 2. Board Voting**

- A. A majority of those Board members voting will rule
- B. There will be no proxy voting.

## **Section 3. Board Minutes**

Minutes from the meetings of the Board of Directors shall be posted on the MORAA website.

## **ARTICLE X. BUDGETARY SPENDING**

### **Section 1. Expenses**

- A. All proposed expenditures in excess of \$200 must be approved by the Board before a commitment can be made.
- B. All travel expenses in excess of \$50 must be approved in advance.
- C. The Treasurer of the Association shall have prior approval to pay all normal and necessary expenditures less than \$200 as needed for the running of the Association. Approval of all expenditures above \$200 must be voted at the next Board of Directors meeting.

### **Section 2. Contractual Obligations**

- A. Anyone must have approval of the Board before any major agreements or contracts are concluded. A major contract or agreement is one that amounts to more than \$200.
- B. The President or Vice President have the authority to sign contracts. However, such contracts must first be presented to the Board of Directors and must be approved by the Board prior to being signed. Board of Directors are to respond on contract reviews within five (5) business days of receipt.
- C. Any executed contract entered into on behalf of the MORAA shall be kept on file by the Secretary.

## **Article XI - COMMITTEES**

### **Section 1. Committee Formation**

- A. Committees and Committee Chairpersons are to be appointed by the President and approved by the Board of Directors.

- B. The President and Vice President of the Association shall be ex-officio members of all committees.

## **Section 2. Authority of Committees**

- A. Committees are authorized to provide specialized inquiry, review, analysis and recommendations concerning the specific area of focus of the committee to assist the Board in guiding the Association. Prior to moving forward with any plan or expenditure by the committee, the committee shall present their plan, proposed activity, proposed budget, and/or recommendation to the Board of Directors for approval. Once approval is made, the President or Vice President signs off on the proposal and communicates to the Chair of the Committee in writing of the approval. It is recommended that an annual plan be proposed and approved to assist the committee in moving forward once approved and furthermore to eliminate numerous approval meetings for the Board of Directors.
- B. Once approved, the Committee Chairpersons shall operate on this approved budget which grants them authority to operate the committees according to their approved plan.

## **Section 3. Committee Termination**

- A. The Board of Directors may terminate or replace any committee or committee member for any reason deemed appropriate by the Board; but not without just cause. Before any individual on the committee is terminated or replaced, they must be clearly communicated to by the President in terms of goals and objectives, current performance and areas of improvement towards expected objectives/results. Goals and objectives must be specific, measurable, achievable, realistic and timely. A performance improvement plan with timeline will be provided so that the individual and team are given the opportunity to improve their results. The Board must also ensure that they are giving the operating committee 100% of their support. In the event that progress doesn't occur against fair and achievable results, the MORAA board may change the Committee Chair and or repopulate the Committee with new members.

# **ARTICLE XII - AMENDMENTS TO BY-LAWS AND OTHER LEGAL MATTERS**

## **Section 1. Bylaw Posting**

The most currently adopted Bylaws of the MORAA shall be available to all members on the MORAA website.

## **Section 2. Modifications**

- A. The By-laws may be amended by an affirmative vote of a majority of the members present and voting, provided the proposed amendment has been emailed and/or mailed to the membership by authority of the Board of Directors at least fourteen (14) days prior to the meeting.

- B. Any changes to the bylaws voted on and passed at an Annual Meeting shall take effect immediately unless otherwise noted within these bylaws.

### **Section 3. Parliamentary Procedure**

Roberts Rules of Order shall be the parliamentary authority for all procedural matters not specifically covered by these Bylaws.

### **Section 4. Dissolution**

- A. This Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the MORAA membership.
- B. In compliance with the Articles of Incorporation, this Association is and always will be a non-profit organization and no stock shall ever be issued, and no member shall ever receive any profit or anything of pecuniary value for his/her membership, either during the operation of the Association or upon its dissolution or liquidation. Moreover, the Board of Directors in office at such time of dissolution or liquidation shall continue to act as trustees for the benefit of the Association, and after liquidation of all the Association's assets, cause any net proceeds to be distributed to a charitable or non-profit organization carrying on functions in the United States most similar to the purpose for which this Association was organized, in accordance with the objects and purpose of this Association as stated in its Articles of Incorporation and herein.

# APPENDIX A

## EXAMPLE ANNUAL FINANCIAL REPORT TO MEMBERSHIP

Missouri Red Angus Association  
 Annual Financial Report to the Membership  
 As of March 31, 20x2

### Bank account balances April 1, 20X1

Available for operations	\$ 13,000.00
Designated for Red Angus Promotion	<u>2,500.00</u>
<b>Total in bank - beginning of year</b>	<b>15,500.00</b>

### Receipts

Membership dues	\$ 3,850.00
Revenue from website	1,800.00
Net revenue from annual sale	2,600.00
Funds for Red Angus Promotion	700.00
Annual meeting meal revenue	1,216.00
Interest income	119.00
Directory advertising	3,895.00
xxxxxx	_____
mmmm	_____
pppppppp	_____
<b>Total funds received</b>	<b>14,180.00</b>

### Disbursements

Cost of printing Directory	\$ 4,915.00
Office supplies	215.32
Bank charges	71.15
Advertising expenses	6,800.00
Booth cost for Farm Fest	350.00
Annual meeting food costs	1,208.00
tllltlll	_____
sidffhjh	_____
ndivvvg	_____
<b>Total funds disbursed</b>	<b><u>13,559.47</u></b>

Bank account balances March 31, 20X2 \$ 16,120.53

Available for operations	\$ 13,708.53
Designated for Red Angus Promotion	<u>2,412.00</u>
<b>Total in bank - beginning of year</b>	<b><u>\$ 16,120.53</u></b>

**MORAA Board of Directors**  
**Roles & Responsibilities**  
**of the**  
**Area Director, Director at Large & Ex-Officio Board Members**

The roles and responsibilities of the Directors and Ex-Officios are defined hereunder. The work of running the association is accomplished by a team of individuals working together along with the Committees to advance the Missouri Red Angus Association (MORAA).

The core responsibilities of the **Area Directors** shall be:

- To participate in Directors Meetings and vote on various subject matters
- To assist in providing direction for the organization in their respective areas best interest
- To identify the needs of the Area they represent and function as the voice for the MORAA membership in that area
- To promote membership in the Association (recruit, welcome, and retain MORAA membership within their area; contact area membership on non-renewals)
- To assist with sale consignments and review consigned cattle for auction from their area
- To assist with bringing in donations to benefit MORAA & MOJRAA from their area
- To manage any booths in their areas and/or coordinate the educated help needed to man the booth at all times; Coordinate set-up / tear-down of the booths within their territory and getting any and all materials there and sent back to the person coordinating the marketing materials, etc.
- To assist with MORAA / MOJRAA events within their area
- To be an active member or chairperson in at least one MORAA Committee and to support the various committees which in turn will benefit their area
- To provide a report on activities in their area at the Annual Meeting.

The core responsibilities of the **Director at Large** shall be:

- To promote in-state and out-of-state membership in the Association (recruit, welcome and retain MORAA out-of-state membership; contact out-of-state membership on non-renewals)
- To identify the needs of in-state and out-of-state membership and function as their voice
- To assist in providing direction for the organization
- To assist in bringing in sale consignments for the annual sale
- To support each Area Director in achieving their goals
- To assist with getting donations to benefit MORAA & MOJRAA
- To assist at sale and booth events where possible
- To preside at meetings in the absence of the President and Vice President
- To assist with MORAA / MOJRAA events within their area
- To be an active member or chairperson in at least one MORAA Committee
- To provide a report on activities relative to out-of-state membership at the Annual Meeting

The core responsibilities of the **Ex-Officios** shall be:

- To provide educational and consultative advice on MORAA matters
- To expand the Board dynamics into the educational and agribusiness perspectives