

GEORGIA CATTLEMEN'S ASSOCIATION

Constitution & Bylaws

Revised April 2, 2010

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ARTICLE I: MISSION STATEMENT

The mission of the Georgia Cattlemen's Association is to unite cattle producers to advance the economic, political, and social interests of Georgia's cattle industry.

ARTICLE II: NAME OF ASSOCIATION

The name of the Association shall be the Georgia Cattlemen's Association, Inc. For the purposes of the By-Laws and for other purposes, hereinafter called Association. The principal office of the Association shall be located at 100 Cattlemen's Drive, Macon, Georgia, as designated by the Executive Committee and approved by the Board of Directors.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility: Any person, firm, corporation, or association engaged in or interested in any activity or pursuit related to the cattle industry in Georgia, and who will support the objectives of this Association, shall be eligible for membership under such classification and with such rights and privileges as the By-Laws of the Association hereinafter shall prescribe.

Section 2. Classes of Membership:

a. Individual Member. An individual member is a person who is actively engaged in or interested in the production of cattle and pays dues as established by the Board of Directors. Membership must be in an individual's name.

b. Supporting Member. A supporting member is an individual, sole proprietor, partnership, association, company, corporation, or other organization who is interested in the production of cattle and pays dues as established by the Board of Directors. Application must designate one individual's name to represent the membership.

c. Junior Member - A junior member is a person 21 years of age or less, or a full-time student, who is actively engaged in or interested in the production of cattle and pays dues as established by the Board of Directors. Membership must be in an individual's name.

Section 3. Application and Approval: Membership in the Association shall be obtained by submission of a proper application accompanied by the appropriate payment of applicable membership dues to the Association's principal office. Such application shall establish the membership when approved as set forth below:

a. Applications for Individual or Junior Membership shall be subject to the approval of the President of the Association.

b. Application for Supporting Membership shall be subject to review by the President of the Association, with final approval to be made by the Board of Directors or Executive Committee.

Section 4. Membership Certificates and Roll: After the requirements for admission to membership have been met, the Association shall issue to each member a non-transferable certificate of membership in form prescribed by the Board of Directors or Executive Committee. There shall be maintained in the offices of the Association a roll of all members and their addresses.

Section 5. Duties of Members: Each member shall loyally support the Association and shall in good faith, comply with these By-Laws and any amendments thereto duly adopted, and to all other policies and procedures

duly adopted by the Association. The conduct of each member shall not be detrimental to the rights and interests of the Association.

Section 6. Resignation, Suspension, and Termination: Any member may resign membership in the Association upon giving notice in writing to the Secretary. Upon failure of the member to pay annual dues by the member's anniversary date, the member will automatically be dropped. The Board of Directors, by two-thirds vote, shall have the right at all times to dismiss any member who had been judged by the Board to be acting contrary to the aims and purposes and the best interests of the Association; provided, however, that such member shall have the right to appear before the Board before any action is taken by the Board, and provided, further, that such member shall have the opportunity to appeal the decision of the Board to the membership of the Association at its next regular or special meeting.

Section 7. Property Interest: No member shall have an equity or property interest in the assets of this Association.

ARTICLE IV. CHAPTERS

Section 1. Chapter Formation: County or area chapters may be formed in the following manner: At least 15 members who desire to form a county or area chapter shall first elect officers and adopt a Constitution and By-Laws consistent with that of this Association. The list of officers and members and a copy of the Constitution and Bylaws shall be submitted to the Association office.

Section 2. Chapter Approval: Application for Chapter Charter shall be reviewed by the President of the Association, with final approval to be made by the Board of Directors or Executive Committee.

Section 3. Representation: A Chapter shall designate its President or other official representative to the Board of Directors of this Association.

Section 4. Documentation: Each Chapter will be furnished with an appropriate charter, signed by the President or duly authorized representative of the Association, and a copy of this Constitution and By-Laws along with other information, which might be appropriate.

Section 5. Qualification: For a chapter to remain in good standing it shall maintain at least 15 members and shall meet on at least an annual basis.

ARTICLE V: GOVERNANCE

Section 1. Board of Directors: The Board of Directors of the Association shall be vested with the authority and responsibility for the governance and operation of the Association as authorized in the By-Laws and from action of the general membership in session.

Section 2. Delegate Voting: A delegate voting system shall apply to all general membership meetings.

- a. A voting delegate shall be a member of the state association.
- b. Each chapter shall have one (1) delegate for each fifteen (15) members or major fraction thereof based on the most recent end-of-year chapter membership total. Each chapter shall submit by February 15 each year a list of names and addresses of delegates for use with mail ballots. Chapter delegates for membership meetings may be appointed for each specific meeting. Delegates shall be members of the local association which they represent.
- c. The President shall appoint voting delegates to represent the At Large membership (those members not assigned to a local chapter) based on one (1) delegate for each fifteen (15) members or major fraction thereof based on the most recent end-of-year chapter membership total.

ARTICLE VI. MEMBERSHIP MEETING

Section 1. Annual Meeting: The Annual Meeting of the Association shall be held once each year, the exact time and place to be determined by the Board of Directors or Executive Committee.

Section 2. Special Meetings: The Executive Committee shall have the right to call a special meeting of the general membership at any time. The Board of Directors shall have the right to call a special meeting of the general membership at any time, provided that ten (10) percent of the members of the Board file a petition stating the specific business to be brought before the Association and demand such special meeting. Such meeting shall there upon be called by the President and the Secretary.

Section 3. Notice: Notice of all meetings, together with a statement of the purpose thereof, shall be mailed to each member at least (10) days prior to the meeting, or published in the official organ of the Association. The Board of Directors shall designate by resolution the official organ of the Association and its publication date. No business shall be transacted at special meetings other than that referred to in the call. Notices and services thereof may be waived in writing or by the attendance of the voting delegate, or by mail ballot of all voting delegates.

Section 4. Quorum: A quorum shall consist of 10 % of the eligible delegates at any properly called general membership meeting.

Section 5. Proxy Voting: Subject to the provisions of these By-Laws, a voting delegate entitled to vote may vote at all membership meetings in person or by a legal proxy, executed in writing by the delegate or duly authorized attorney in fact. Such proxy (together executed by an attorney in fact) shall be filed with the Executive Vice President of the Association before or at the time the meeting is called to order. No delegate present and voting shall be allowed to exercise more than two (2) proxies. No proxy shall be valid after the final adjournment of the regular or special membership meeting for which it was executed. In the event a delegate executes more than one proxy for the same individual, the proxy bearing the latest date shall revoke all earlier proxies.

Section 6. Order of Business: The order of business at the Annual Meeting, and so far as possible, at all other business meetings of the members shall be:

- A. Determination of presence of a quorum.
- B. Proof of due notice of meeting.
- C. Reading and disposal of any unapproved minutes.
- D. Reports of officers and committees.
- E. Unfinished business.
- F. New business, including election of Directors.
- G. Adjournment.

Roberts' Rules of Order shall be the governing parliamentary procedure for all meetings.

Section 7. Action by Mail: The Executive Committee or Board of Directors has the authority to submit items directly to the voting delegate body by mail for action. A simple majority of those responding shall pass or defeat a proposal.

ARTICLE VII: BOARD OF DIRECTORS AND OFFICERS

Section 1. Board of Directors: The Board of Directors of the Association shall consist of the Officers of the Association, together with the immediate past president and fifteen (15) Regional Vice Presidents representing the fifteen regions of the state as defined and deemed necessary by the Executive Committee and approved by the Board of Directors. Five (5) Regional Vice Presidents shall be elected for a term of one year; five (5) Regional Vice Presidents shall be elected for a term of two years; and five (5) Regional Vice Presidents shall be

elected for a term of three years; but after expiration of these terms, Regional Vice Presidents shall be elected for terms of three years each. The Board of Directors shall further consist of the elected President or duly authorized representative of each chartered Chapter in good standing.

a. In addition to elected Directors, the newly elected President may appoint four (4) Directors from the State at large to serve during the President's term of office.

b. The Executive Vice President, the Director of Operations, the President of the Georgia CattleWomen's Association and any resident officer of the National Cattlemen's Beef Association shall serve as ex-officio members of the Board of Directors without authority to vote.

Section 2. Eligibility of Directors: Only members of the Association shall be eligible as Directors. Officers and Directors shall serve until their successors have been duly elected and qualified.

Section 3. Officers: The elected officers of the Georgia Cattlemen's Association shall be a President, President-Elect, Vice President, Treasurer, and fifteen (15) Regional Vice Presidents. The Regional Vice Presidents shall be elected by the membership at the annual meeting for a term of three years as specified in Article VII, Section 1. Officers other than the Regional Vice Presidents shall be elected by the membership at the annual meeting, shall have served at least one year on the Board of Directors, and shall hold office for one year or until their successors are duly elected and qualified unless earlier removed by death, resignation, or for cause. The nominee for President shall each year be the current President-Elect unless deemed inappropriate by the nominating committee or general membership.

Section 4. Meetings: The Board of Directors shall meet at least once yearly at a time and place set by the President. Special or additional meetings of the Board of Directors shall be held upon call of the President or upon written request of 10% of the Directors.

Section 5. Notice of Meetings: Notice of both regular and special meetings shall be mailed by the Secretary of the Association to each board member's last known address no less than (10) days before any such meetings, and notice shall state the purpose thereof; provided, that such notice may be waived in writing, or by the attendance in person of the Directors.

Section 6. Quorum: Those members of the Board of Directors present shall constitute a quorum at any duly called meeting.

Section 7. Order of Business: The order of business at any regular or special meeting of the Board shall be as follows:

- A. Calling of the roll.
- B. Proof of due notice of the meeting.
- C. Reading and disposal of the minutes.
- D. Reports of Officers and Committees.
- E. Unfinished Business.
- F. New Business.
- G. Adjournment.

Roberts' Rules of Order shall be the governing parliamentary procedure for all meetings.

Section 8. Removal: Any officer, director, or member of the Executive Committee, may be removed from office by a majority vote of the members, as represented by their voting delegates, present at any special meeting called for the purpose of which a quorum shall be present. The Officer or Director shall be informed in writing of the intended action at least (10) days prior to such meeting and at such meeting shall have an opportunity to present witnesses and be heard in person or by counsel in answer thereto.

Section 9. Vacancies: When a vacancy on the Board of Directors occurs, other than by expiration of term, the

vacancy may be filled by appointment by the President until an election can be held at the next annual meeting.

Section 10. Compensation and Reimbursement: The President, President-Elect, Vice President, Treasurer, and Members of the Board shall serve without compensation. The other Officers and Employees shall receive such salaries as may be fixed by the Board or its Executive Committee.

The Budget & Finance Committee is authorized to reimburse any Officer, Director, or member for necessary and reasonable expenses incurred by them in the performance of their duties when such travel or representation is authorized by the Executive Committee. The Executive Committee, with the approval of the Board, shall set standard procedures governing reimbursement, including the forms to be used, receipts or other documentation required, and the limits of reasonable expenses.

ARTICLE VIII: DUTIES OF THE BOARD OF DIRECTORS

Section 1. Management of the Association: The Board of Directors shall have general supervision and control of the Association and its affairs and shall make all rules and regulations not inconsistent with law or with these By-Laws, for the management of the Association and the guidance of the members, officers, and employees, and agents of the Association. They shall have installed an accounting system which shall be adequate to the requirements to the Association, and it shall be their duty to require proper records to be kept of all transactions. They shall make the arrangements necessary for adequately financing the operations of the Association.

Section 2. Bonds and Insurance: The Board of Directors shall require the Executive Vice President, Treasurer, and all other officers, agents and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to have adequate bond. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors. The Board may provide for the adequate insurance of the property of the Association, or property which may be in the possession of the Association, or stored by it, or not otherwise adequately insured, and in addition, provide adequate liability insurance.

Section 3. Depository: The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the Association and to determine the manner of receiving, deposition, and disbursing the funds of the Association and the form of checks and the person or persons by whom same shall be signed with the power to change such banks and the person or persons signing such checks and the form thereof at will. Funds from affiliated activities shall be kept in individual accounts.

Section 4. Audits: At least once in each year, the Board of Directors shall secure the services of a certified public accountant who shall make a careful audit of the books and accounts of the Association, and render a report in writing, thereon, which report shall be submitted to the members of the Association at their annual meeting. The report shall include at least (1) a balance sheet showing the true assets and liabilities of the Association; (2) an operating statement of the fiscal period under review; and (3) a statement showing the amount of capital, if any, furnished by the members during the period under review. Special audits shall be made upon order of the Board of Directors or upon a majority vote of the members at any regular or called meeting.

Section 5. Reports to State and Federal Authorities: The Directors shall cause the Association to make and file with State and Federal authorities all reports and returns as are now or may hereafter be required by law.

Section 6. Reserved Duties: The following are specifically reserved for approval at a duly called meeting of the Board of Directors: 1) Designation of principal location, 2) Designation of official organ of Association, 3) Suspension or termination of a member, 4) Establishment of fees to be charged for annual membership dues, and 5) Election to the Georgia Cattlemen's Association Hall of Fame.

ARTICLE IX: DUTIES OF THE OFFICERS

Section 1. President: The President shall serve as Chairman of both the Board of Directors and the Executive Committee. The President shall serve as a member, Ex-Officio with the right to vote, on all committees except the Nominating Committee, and shall make all required appointments of Standing and Special Committees with the approval of the Executive Committee.

At the Annual Meeting of the Association and at other such times as deemed proper, the President shall communicate to the members such matters and make suggestions intended to promote the welfare and to increase the usefulness of the Association. The President shall perform other duties which are necessarily incident to the office of President or as may be prescribed by these By-Laws or the Board of Directors.

Section 2. Duties of the President-Elect and Vice President: In the absence or temporary disability of the President, the President-Elect shall perform the duties of the President; provided, however, that in case of death, resignation or long-term disability of the President, the Board of Directors may declare the office vacant and elect a successor. In the event that the President-Elect cannot fulfill the required duties, the Vice President shall assume those duties.

Section 3. Duties of the Treasurer: The Treasurer shall have the prerogative and the authority to question all expenditures and demand accountability for all funds expended. The treasurer shall sign with the President such papers pertaining to the Association as authorized to or directed to sign by the Executive Committee, and shall make all reports required by law and by these By-Laws.

Section 4. Regional Vice Presidents: Regional Vice Presidents are responsible for representing the membership in the region on the Board of Directors and are expected to attend all board meetings. They shall also, be responsible for communicating and carrying out the objectives (see Plan of Work) of the association.

ARTICLE X: EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility: The Executive Committee may act in place and instead of the Board of Directors on all matters except those specifically reserved to the Board by the By-Laws. The Executive Committee may not take any action, which is in conflict with the established policies of the Association. Actions of the Executive Committee shall be reported to the Board of Directors for review within 30 days. Executive Committee actions shall be ratified at the next Board of Directors meeting.

Section 2. Composition and Election: The Executive Committee shall consist of eleven (11) Members, including the President as Chairman; the President-Elect; the Vice President; the Treasurer; the Immediate Past President; Two Members appointed by the President from the membership at large; and Four Members elected to the Committee by the Board of Directors from its membership as follows: Two Members shall be elected for a term of one year; and Two Members shall be elected for a term of two years; but after expiration of these terms, Members shall be elected for terms of two years each. A Member elected to a two year term may serve one additional two year term if reelected by the Board of Directors. The Executive Vice President and the Director of Operations shall serve as an Ex-Officio member without right to vote. The President of the Georgia Cattlemen's Foundation, the President of the Georgia Cattlewomen's Association, the Chairman of the Georgia Beef Board and any resident officer of the National Cattlemen's Beef Association shall serve as ex-officio members of the Executive Committee without authority to vote.

Section 3. Quorum and Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Executive Vice President on the request of three (3) members of the Executive Committee.

Section 4. Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner that it

was originally filled by the Board of Directors. Any Committee Member so elected to fill a vacancy shall serve the unexpired term of the predecessor.

ARTICLE XI: SPECIAL AND STANDING COMMITTEES

Section 1. Nominating Committee: The President shall appoint a Nominating Committee which shall consist of seven (7) members of the Association, not holding office, of whom not more than three (3) shall be Past Presidents of the Association, and of whom one of the seven (7) shall have served on the Nominating Committee the previous year. The Georgia Cattlemen's Association immediate Past President shall be the Chairman. With the approval of the Board of Directors, the Committee shall be announced to the membership six (6) months prior to the next annual meeting. The Nominating Committee shall invite suggestions from the membership and from each Chapter for those Offices and Directorships which are vacant or about to expire, allowing at least forty-five (45) days for suggestions. The Nominating Committee shall then nominate candidates for the required officers and Directorships as provided in these By-Laws. Said nominations shall be voted upon at the annual meeting by the members as these By-Laws prescribe.

Section 2. Budget and Finance Committee: The Budget and Finance Committee shall consist of the Executive Committee. The Committee shall counsel with the Executive Vice President and the Director of Operations on the annual budget of the Association. The Committee may perform such other duties in connection with the finances of the Association as the Board may require from time to time.

Section 3. Bull Test Station Advisory Committee: The Bull Test Advisory Committee shall be responsible for administration of the bull performance evaluation stations in Calhoun and Tifton. Duties include setting policy, rules, and other decisions as needs arise. Seven producers elected by their fellow consignors serve three-year terms. The election process occurs each year with a rotation cycle of election of 2 members, 2 members, and 3 members. A chairman shall be elected from the committee at the annual meeting each year. The Executive Vice President and the Director of Operations of the Georgia Cattlemen's Association shall serve as an ex-officio member. The Director of Operations of the Georgia Cattlemen's Association shall have general charge of the books. The financials shall be reviewed annually by the Committee. Appropriate faculty and staff of The University of Georgia serve in a non-voting, advisory role.

Section 4. Heifer Evaluation and Reproductive Development (HERD) Advisory Committee: The HERD Committee shall be composed of the "Heifer Team" which shall be made up of appointed County Extension Agents (selected by District Extension faculty), Chairman of the Bull Test Advisory Committee, Executive Vice President of the Georgia Cattlemen's Association, as well as appropriate faculty and staff of the Animal and Dairy Science Department at UGA. Consignors from the previous year's HERD Programs are invited to attend the annual HERD Committee meeting. Decisions concerning the policies, programs, and administration of the Georgia HERD Programs are made at the annual meeting. The Director of Operations of the Georgia Cattlemen's Association shall have general charge of the books. The financials shall be reviewed at the annual HERD Advisory Committee meeting.

Section 5. Cow-Calf/Stocker Council: Those members of the Association with an interest in cow-calf production, stockering, feeding, and/or finishing of beef cattle may participate in the Cow-Calf/Stocker Council. The Council shall have the power to elect its own Executive Committee and assess its members a voluntary, annual or special fee to finance its programs, projects, or activities. The Executive Vice President of the Association shall serve as Secretary to the Council and the Director of Operations shall have general charge of the books and records of the Council.

Section 6. GCA Beef Breeds Council. Those state or regional beef breed associations recognized as the official representative for such breed in Georgia shall have opportunity to participate in the GCA Beef Breeds Council. Each breed may designate two delegates to represent such breed on the Council. The Council shall have authority to elect its own officers and executive committee and assess its members a voluntary annual or special fee to finance its programs, projects or activities. The Executive Vice President of the Association shall

serve as Secretary to the Council and the Director of Operations shall have general charge of the books and records of the Council.

Section 7. Georgia Junior Cattlemen's Association. The members of the Association who are members of the Georgia Junior Cattlemen's Association shall have the power to elect its own Officers and assess its members an additional voluntary annual or special fee to finance its programs, projects or activities. The Executive Vice President of the Association shall serve as Secretary to the GJCA and the Director of Operations shall have general charge of the books and records of the GJCA.

Section 8. Other Committees: The President, with the approval of the Board of Directors or Executive Committee, shall appoint the following recommended committees and such other committees to include but not limited to Membership and Services Committee, Legislative Committee, Production and Marketing Committee, Convention Committee, Awards Committee, Health & Well Being Committee and any sub-committees, task forces as are necessary, and which are not in conflict with other provisions of these By-Laws, and the duties of any such committees shall be prescribed by the Board of Directors or Executive Committee upon their appointment. Such committees shall be responsible to, and shall report to, the Board of Directors or Executive Committee as the Board or Committee may direct.

ARTICLE XII: EXECUTIVE VICE PRESIDENT

Section 1. Appointment: The Executive Committee may employ, supervise, direct and/or dismiss a salaried staff person who shall have the title of Executive Vice President and whose terms and conditions of employment shall be specified by written contract with the Executive Committee.

Section 2. Responsibilities: The Executive Vice President shall serve as Secretary of the Corporation and shall keep a complete record of all committees of the Association and the Board of Directors. The Executive Vice President shall serve as a member, Ex-Officio without voting authority, on the Board of Directors, the Executive Committee, and all special and Standing Committees of the Association. The Executive Vice President shall make a full report of all matters and business pertaining to the office of Executive Vice President to the members of the Association at the Annual Meeting. The Executive Vice President shall act as Secretary to the Executive Committee and shall perform other such duties as may be required from time to time by the Board of Directors, the Executive Committee, or the President.

ARTICLE XIII: DIRECTOR OF OPERATIONS

Section 1. Appointment: The Executive Committee may employ, supervise, direct and/or dismiss a salaried staff person who shall have the title of Director of Operations and whose terms and conditions of employment shall be specified by written contract with the Executive Committee.

Section 2. Responsibilities: The Director of Operations shall have general charge and supervision of the books and records of the Association. The Director of Operations shall serve as a member, Ex-Officio without voting authority, on the Board of Directors, the Executive Committee and all special and Standing Committees of the Association. The Director of Operations shall manage the office and office staff on a day to day basis. The Director of Operations shall serve all notices required by law and by the By-Laws and shall make a full report of all matters and business pertaining to the office of Director of Operations to the members of the Association at the Annual Meeting. The Director of Operations shall perform other such duties as may be required from time to time by the Board of Directors, the Executive Committee, or the President.

ARTICLE XIV: OPERATING PROCEDURES AND POLICIES

Section 1. General: The Association shall be so operated that the current members of the Association will be treated on a fair and equitable basis.

Section 2. Dues and Fees: The Board of Directors shall establish the amount to be charged for annual membership dues and shall determine such other policies for operating the Association.

Section 3. Indebtedness: Any and all capital borrowed from members and others shall be evidenced by an appropriate certificate, note, or other evidence of debt. Complete records of all evidence of debt shall be maintained by the Treasurer at all times.

Section 4. Procedures Manual: The Executive Committee shall maintain a written operating procedure for the on-going operation of the Association.

ARTICLE XV: INDEMNIFICATION OF OFFICERS & DIRECTORS

Section 1. Indemnification: The Corporation shall indemnify its directors, officers, employees and agents (including their heirs, executors and administrators) to the extent and in the manner permitted by Section 14-2-850 through 14-2-859 and 14-3-110 of the Georgia Business Corporation Code.

ARTICLE XVI: AMENDMENTS

Section 1. By the Members: These By-Laws may be amended, repealed, or altered in whole or in part, by a majority vote of the general membership, as represented by their voting delegates, at any regular or special meeting at which there is a quorum and the notice of which contained a statement covering the proposed amendment(s), or the amendment may be submitted to the voting delegates of the membership for action by mail ballots.