

**North Carolina Angus Breeders Association  
CONSTITUTION AND BY-LAWS**

**MISSION STATEMENT**

**TO PROVIDE LEADERSHIP, SERVICE AND EDUCATIONAL PROGRAMS  
FOR THE PROMOTION OF NORTH CAROLINA ANGUS CATTLE.**

**CONSTITUTION**

**ARTICLE I – ORGANIZATION**

Section 1. Name: This organization shall be known as the North Carolina Angus Breeders Association, Inc.

Section 2. Office: The office of the Corporation shall be at such place within the state of North Carolina as may be selected by the Board of Directors.

Section 3. This organization cooperates with the American Angus Association in the promotion of Angus cattle.

Directly, the objectives of the Corporation are:

1. To bring together those persons interested in promoting the Angus breed.
2. To promote the Beef Cattle Industry in North Carolina.
3. To work with the American Angus Association in the promotion and maintenance of the Angus breed.
4. To promote quality Angus cattle in North Carolina.
5. To encourage participation in shows, exhibits and meetings that will promote the Angus breed.
6. To foster good relationships between the Commercial Cattle Industry and the Angus Seed Stock Producers.

**BY-LAWS**

**ARTICLE II — MEMBERSHIP**

Section 1. There shall be two classes of membership in this Association:

- a. Regular Member-All paid members
- b. Associate Member-Complimentary-Non Voting member.

Section 2. The membership dues for this Association shall be determined by the Board of Directors and recommended to the membership at the annual meeting or a called meeting for approval and shall stand until amended.

Section 3. All other commissions and fees shall be determined by the board or designated committee.

**ARTICLE III — MEETINGS**

Section 1. An annual meeting of this Association shall be held. The date and place shall be designated by the Executive Committee. Special meetings may be called by the Executive Committee when they deem such to be in the interest of the Association.

Section 2. Members shall be notified at least seven days prior to any meeting of the Association.

Section 3. A quorum at any membership meeting shall consist of twenty-five members present in person.

Section 4. The order of business at annual meetings shall be as follows:

- a. Calling meeting to order.
- b. Proof of notice of meeting and declaration of quorum present.
- c. Approval of minutes of previous annual meeting and current financial report.
- d. Committee Reports.
- e. Officer Reports
- f. Election of Directors.
- g. Miscellaneous business.

Section 5. Voting at membership meetings shall be by voice. One membership equals one vote.

Section 6. Robert's Rules of Order shall govern conduct of all meetings.

#### ARTICLE IV — DIRECTORS

Section 1. The management of the affairs, property and interest of the Corporation shall be vested in a Board of Directors consisting of not more than fifteen persons, who shall be elected (except as herein otherwise provided for the filling of a vacancy) by the members at their annual meeting. In addition the President and the Vice President shall serve as members of the Board of Directors. The President of the North Carolina Junior Angus Association and President of the North Carolina Angus Auxiliary shall serve as ex-officio members.

Section 2. The number of Directors may be decreased or increased by a vote of the majority of the members present at a meeting called for the purpose and entitled to vote thereon.

Section 3. A nominating committee shall be appointed by the President prior to the annual meeting. This committee shall present a prepared slate of nominees for each vacant Board position to the membership at the annual meeting. The newly elected Directors terms start upon being elected. Once replaced, the retiring Directors terms end immediately. No one shall be permitted to serve on the Board of Directors until they have been a member in good standing for at least ONE year.

Section 4. Directors shall be chosen, except as herein otherwise provided for the filling of a vacancy, by the plurality vote of members present. The term of elected Directors shall be for a period for three years. Elected Directors are not eligible to succeed themselves for re-election.

Section 5. Any Director may be removed at any time, with cause, by the majority vote of the Board of Directors.

Section 6. Vacancies in the Board of Directors occurring during the business year shall be filled by majority vote of the remaining Directors, even though less than a quorum, at any regular or special meeting called for such purpose. Directors elected under this section shall serve the remainder of the unexpired term and shall be eligible to succeed themselves.

Section 7. The Directors as such shall not receive any salary for their services but the Board of Directors may provide by resolution for the payment of all expenses incurred by Directors in attendance at the annual, regular and all special meetings of the Board.

Section 8. The Director shall be indemnified by the Corporation for any cause of action for damages arising in State or Federal Court unless said cause of action is deemed to have arisen for acts or omissions committed by such Director in bad faith or not authorized by said Board of Directors of Corporation. The Directors shall be further indemnified for legal fees arising from defense of any claims against them as Directors provided they have not acted in bad faith.

Section 9: All members of the Board of Directors shall be members of the North Carolina Angus Association in good standing. This excludes the Presidents of the North Carolina Junior Angus Association and the North Carolina Angus Auxiliary.

#### ARTICLE V — DIRECTORS MEETINGS

Section 1. All regular meetings of the Directors, except as otherwise herein provided, shall be held at such place as the Board of Directors may from time to time determine.

Section 2. The annual meeting of the Board of Directors shall be held at the same place as the annual or adjourned annual meeting of the members and immediately upon conclusion of such membership meeting or as soon thereafter as possible.

Section 3. Special meetings of the Board of Directors may be called at any time by the President or Executive Secretary/Treasurer of the Corporation; or shall be called at any time by the President, Executive Secretary/Treasurer,

or any other Director of the Corporation upon receipt of a written request signed by a majority of the members of the Corporation.

Section 4. Notice of the regular and all special meetings of the Board of Directors shall be served either personally, by mail, or email upon each Director not less than seven days before such meeting. If mailed, the notice shall be directed to such Director at his last known address.

Section 5. A quorum at any Director's meeting shall consist of a majority of Board members.

Section 6. The Executive Secretary/Treasurer of the Corporation shall act as Executive Secretary/ Treasurer of all meetings of the Board.

Section 7. Voting at Directors' meetings shall be by voice and a majority vote of the Directors present at a meeting at which a quorum is present shall determine the action taken by the Board at such meeting.

#### ARTICLE VI — OFFICERS

Section 1. The Officers of the Corporation shall be an elected President and Vice President and Treasurer who shall serve as the Executive Committee. The Corporations' Executive Secretary/Treasurer shall also serve on the Executive Committee.

Section 2. The Officers of the Corporation shall be elected by the Board of Directors and shall hold office for a period of one year (subject to removal or resignation) or until successors are elected. The new officers shall assume their duties immediately following the annual meeting and banquet.

Section 3. All Officers and Agents of the Corporation may be removed at any time for cause with the affirmative vote of a majority of the Board of Directors.

Section 4. The compensation of all Officers of the Corporation shall be fixed by the Board of Directors and no Officers shall serve the Corporation in any capacity and receive compensation therefore, unless, such additional compensation be authorized by the Board of Directors.

Section 5. The compensation of all Agents and Employees of the Corporation other than Officers shall be recommended by the President and approved by the Executive Committee or Board of Directors.

Section 6. The Board of Directors may by resolution require any and all Officers, Agents and Employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performances of the duties of their respective offices and positions and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 7. The President shall preside at all meetings of the Directors, unless someone else is elected by the Board to take his place as such Chairman. The President shall have full power to carry out any and all regulations of the Board and shall supervise and control the management of the Corporation in accordance with these By-Laws. The President shall sign or countersign (save herein otherwise provided) all certificates, contracts and other statements, shall make an annual report to the Board of Directors and Members and shall perform all such other duties as are incident to this office or properly required of him by these By-Laws or by the Board of Directors.

Section 8. The Vice President, in the absence or disability of the President or Executive Secretary/Treasurer may execute the powers and perform the duties of either of the aforesaid Officers.

Section 9. The Executive Secretary/Treasurer shall keep an accurate record of the acts and proceedings of all meetings of Members and Directors. He/She shall give all notices required by law and by these By-laws. He/She shall have charge of the seal and books of the Corporation and shall make such reports and perform such other duties as are incident to his/her office or are properly required of him/her by these Laws or by the Board of Directors. The Executive Secretary/Treasurer shall keep all monies and chooses in action belonging to the Corporation, and disburse the same under the direction of the Board of Directors. He/She shall keep an accurate account of the finances of the Company in

books especially provided for that purpose. Such books and records shall at all times be open for inspection and examination by the Directors and any Members of the Corporation.

Section 10. The elected Treasurer shall serve on the Executive Committee; and assist the Executive Secretary/Treasurer to oversee the financial affairs of the Association. In addition, the Treasurer would in the absence of the Executive Secretary/Treasurer, take over for them at any and all meetings performing their duties. This position will be elected by and from the Board of Directors for a one-year term and would be the chair of the Finance Committee.

Section 11. The Officers shall be indemnified by the Corporation for any cause of action for damages arising in State or Federal Court unless said cause of action is deemed to have arisen for acts or omissions committed by such Officer in bad faith or not authorized by said Board of Directors of Corporation. The Officers shall be further indemnified for legal fees arising from defense of any claims against them as Officers provided they have not acted in bad faith.

#### ARTICLE VII — EXECUTION OF CONTRACTS, VOUCHERS AND NEGOTIABLE INSTRUMENTS

Section 1. All contracts, powers of attorney, leases, deeds, mortgages, bills of sale and similar obligations of the Corporation shall be executed on behalf of the Corporation by the President or Vice President and the Corporation Seal shall be affixed and such instruments attested by the Executive Secretary/Treasurer.

Section 2. All receipts and vouchers for payments made to the Corporation shall be signed by the President or Executive Secretary/Treasurer as the Board of Directors may designate.

Section 3. All checks, drafts, promissory notes and other negotiable instruments made, accepted or endorsed by the Corporation and all bonds, stocks, and other securities owned or held by the Corporation, for transfer or delivery for sale or otherwise, shall as to their execution, endorsement, or both, be signed by the President, Vice President or Executive Secretary/Treasurer, as the Board of Directors may designate, provided that in no event shall the same individual both sign and countersign the same instrument.

#### ARTICLE VIII — SEAL

Section 1. The Corporate Seal of the Corporation shall consist of two concentric circles between which is the same name of the Corporation and in the center shall be inscribed SEAL, and such seal, as impressed on the margin hereof, is hereby adopted as the Corporate Seal of the Corporation.

#### ARTICLE IX — DISSOLUTION

Section 1. If at any time this Corporation dissolves or liquidates, all funds and assets of this Corporation, after all debts are satisfied, shall go to the Angus Foundation (an entity of the American Angus Association).

#### ARTICLE X — BY-LAWS

Section 1. The Board of Directors may adopt any rules and regulations for the Corporation, which shall not be in conflict with this Constitution.

#### ARTICLE XI — AMENDMENTS

Section 1. All amendments to the Constitution and By-laws shall be recommended to the Board of Directors and must be approved by the members at the annual meeting by a two-thirds majority of those present and voting. Included in the notice of the annual meeting shall be the proposal to amend the Constitution & By-Laws and a copy of the Amendment(s) to be considered.

Section 2. Upon adoption of the Constitution, the Officers of the Corporation shall cause to be printed copies and shall see that each member shall receive one such copy of this Constitution.

**Revised: 4/21/2013**