

# **MICHIGAN SHORTHORN BREEDERS ASSOCIATION**

## **CONSTITUTION and BYLAWS**

Revised and updated 2/9/2014

### **CONSTITUTION OF THE MICHIGAN SHORTHORN BREEDERS ASSOCIATION**

#### **ARTICLE I – NAME**

This Association shall be known as the Michigan Shorthorn Breeders Association.

#### **ARTICLE II – OBJECTIVES**

The objectives of the Association shall be:

- a. To encourage and extend the influence of Shorthorn cattle in Michigan;
- b. To promote the interest of its membership;
- c. To promote cooperation and a closer relationship among the membership;
- d. To work to the general advantage and profit of the membership; and
- e. To cooperate with the American Shorthorn Association in the development of the breed of Shorthorn cattle.

#### **ARTICLE III – MEMBERSHIP**

Any person or firm interested in building the shorthorn business in Michigan and paying an annual membership fee is entitled to membership in the Michigan Shorthorn Association.

#### **ARTICLE IV – GOVERNMENT**

The Michigan Shorthorn Breeders Association shall be governed by a board of nine (9) directors. They shall elect, from their membership, a President and Vice President. A Secretary and Treasurer (or one combined position) shall be appointed by the Board of Directors. Roberts Rules of Order shall be followed.

#### **ARTICLE V – AMENDMENTS**

The constitution of this Association may be amended by a two-thirds (2/3) vote of the members present at any annual meeting, or at a meeting specially called for that purpose.

# **BY-LAWS OF THE MICHIGAN SHORTHORN BREEDERS ASSOCIATION**

## **ARTICLE I - MEETINGS**

SECTION 1 – ANNUAL MEETING: There shall be an annual meeting of the Michigan Shorthorn Breeders Association at the time and place designated by the Board of Directors. At this annual meeting, directors shall be elected and other necessary business transacted.

SECTION 2 – SPECIAL MEETINGS: Special meetings may be called by the Board of Directors at which time and place they designate.

## **ARTICLE II – GOVERNMENT**

SECTION 1 – The Association shall be governed by a Board of Directors elected as hereinafter provided. Nine Directors shall be elected for a term of three (3) years at an annual meeting of the Association. Three Directors are to be elected each year. Directors may not be elected for more than two consecutive terms. A Director shall be a member of the Association in good standing. The Board of Directors shall manage the property, affairs and business of the Association.

SECTION 2 – The Board of Directors shall have the power to establish rules and regulations for the conduct of the affairs of the Association, consistent with the provisions of the bylaws.

SECTION 3 – If a vacancy develops on the Board of Directors, because of death or resignation, such vacancy may be filled by interim appointment by the Board of Directors for the balance of the unexpired term.

## **ARTICLE III – BOARD OF DIRECTORS**

SECTION 1 – The Board of Directors, of which a majority shall constitute a quorum, shall hold an annual meeting at such place as may be designated for the annual meeting of the membership of the Association, as as soon as practicable after adjournment of the annual meeting of the membership.

SECTION 2 – At the annual meeting of the Board of Directors, the Directors shall, each year elect a President, Vice President, Secretary, Treasurer and other such officers of the Association as the Board of Directors may deem necessary for the conduct of the affairs of the Association.

## **ARTICLE III – BOARD OF DIRECTORS continued**

SECTION 3 – The Board of Directors shall meet a minimum of four (4) times per year. Meetings of the Board of Directors may be called by the President, or at the request of a majority of the Board of Directors.

SECTION 4 – The Board of Directors, from time to time, may appoint standing or special committees which may include non-members of the Board of Directors. Standing or special committees appointed by the Board of Directors shall be charged with and limited to such responsibilities as designated by the Board of Directors.

## **ARTICLE IV – OFFICERS**

SECTION 1 – PRESIDENT: The President of the Association shall preside at all meetings of the membership and of the Board of Directors, and shall maintain general supervision of the affairs of the Association; shall report to the annual meeting of the members; shall make such suggestions to the membership of the Association as he/she may deem advisable; and shall perform the duties which usually and generally pertain to the office of President.

SECTION 2 – VICE PRESIDENT: The Vice President of the Association shall, in the absence of the President, preside at meetings of the membership and meetings of the Board of Directors. The Vice President shall succeed to the office of the President, in the case of the death, resignation, removal or incapacity of the President.

SECTION 3 – SECRETARY: The Secretary shall keep minutes of the meetings of the membership and of the Board of Directors; issue all certificates of membership; issue all notices of meetings; attend to the necessary correspondence and preparation of the reports and documents and executes all orders of the Board of Directors pertaining to this office.

SECTION 4 – TREASURER: The Treasurer shall be the custodian of the cash, funds and securities of the Association and shall deposit, invest and disburse such funds as the Board of Directors shall determine. A complete report of receipts and disbursements shall be presented at the annual meeting of the Association.

## **ARTICLE IV – OFFICERS continued**

SECTION 4A - The offices of the Secretary and Treasurer may be combined as necessary at the discretion of the Board of Directors. (Addition to original by-laws adopted 2/9/14).

SECTION 5 – SUBORDINATE OFFICERS: Subordinate officers, duly elected by the Board of Directors, shall perform such duties and be responsible to such other officers as the Board of Directors shall designate.

SECTION 6 – ANNUAL AUDIT: An annual audit of the accounts of the Association shall be made prior to each annual meeting of the membership, and report of such audit shall be made to the membership at such annual meeting.

## **ARTICLE V – AMMENDMENT OF THE BY-LAWS**

The By-Laws of the Association may be amended by a two-thirds (2/3) vote of the members present at the annual meeting of the membership, or at any special meeting called for such purpose. Amendment to the By-Laws shall become effective at the adjournment of the meeting of the membership at which they are adopted. The membership shall receive a copy of any proposed change thirty (30) days prior to any vote.

## **ARTICLE VI – AFFILIATE ORGANIZATIONS**

Both the Michigan Shorthorn Lassie Association and the Michigan Junior Shorthorn Association are affiliate organizations of the Michigan Shorthorn Breeders Association (Addition to original by-laws adopted 2/9/14).