

**BY-LAWS OF THE MINNESOTA STATE CATTLEMEN'S ASSOCIATION**  
Approved By the Membership December 7, 2002

# **MINNESOTA STATE CATTLEMEN'S ASSOCIATION**

## **By-Laws of the Association**

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Association Address:  
39241 County Road 3  
Crosslake, MN 56442

# BY-LAWS OF THE MINNESOTA STATE CATTLEMEN'S ASSOCIATION

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## ARTICLE I - NAME

Sec. 1 The name of the association is Minnesota State Cattlemen's Association.

## ARTICLE II - Duration

Sec. 1 The period of its duration shall be perpetual.

## ARTICLE III - PURPOSES

Sec. 1 The purposes of the association shall be to provide the beef industry with an organization through which members function collectively to protect their industry and work toward the solution of beef cattle industry problems in the national economy; to promote the importance of the cattle producers and feeders in Minnesota; and to build up the necessary good will that will bring public and governmental esteem and recognition to the industry.

Sec. 2 The mission of the association is to provide services to its membership and therefore, the beef cattle industry, in those areas where group action is more effective than individual efforts; to create and maintain the economic and political climate that will provide individual members the opportunity to attain optimum return on their investments within the free enterprise system.

Sec. 3 The association shall take no part in party politics nor shall it endorse or oppose party candidates for public office.

## ARTICLE IV -TYPE AND SCOPE

Sec. 1 The association shall be incorporated under the laws of the State of Minnesota.

Sec. 2 The association shall not be organized to engage in regular activities of a kind ordinarily carried on for profit and not part of the income or net earning of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the association or to any other private individual except that reasonable compensation may be paid for services rendered to or for the association effecting one or more of its purposes and reimbursement may be made for expenses incurred for the association by any officer, director, member, agent or employee or any other person or association pursuant to and upon authorization of the board of directors.

Sec. 3 The association shall be affiliated with the National Cattlemen's Beef Association.

## ARTICLE V - OBJECTIVES

Sec. 1 The objectives of the association shall be:

A. To provide economic and other information aimed at improving individual management decisions to members only.

B. To be the spokesman of the beef cattle industry in the government and private sector with this role based upon realistic, straightforward and truthful action.

C. To influence government policy in the interest of the beef cattle industry.

D. To defend and perpetuate the free enterprise system.

E. To work with allied industry members and other agriculture organizations.

F. To represent all segments of the beef cattle industry.

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G. To develop and maintain the respect of, and balance the interest of, association members, the beef cattle industry, the general public, and government.

H. To assure that every active member has an opportunity to have a voice in, and is informed of association policies. It shall be an objective of the association to conduct or sponsor research, economics and other analyses, investigations, studies and like activities, to engage in public relations and promotions for the association and the industry, and the association may solicit and accept funds through grants, gifts, or contractual arrangements to assist in carrying out these aims.

## ARTICLE VI - CLASSES OF MEMBERS

Sec. 1 The association shall have four (4) classes of members. The designation of such classes and qualifications and rights of the members of such classes shall be as follows:

A. Producer Members- Shall be individuals, partnerships, associations, companies, corporations and other organizations actively engaged in the production and/or feeding of cattle in Minnesota. Producer members shall be the voting members.

B. Associate Members - Shall be individuals, partnerships, associations, companies, corporations and other organizations who are not qualified for active or affiliated membership, but who have an interest in the purposes and activities of the Cattlemen and other interested individuals and groups from states other than Minnesota shall qualify for associate membership. Associate members shall be non-voting members.

C. Affiliated Associations - Shall be county and/or area cattle associations, which are composed of and represent persons whom are actively engaged in the production and/or feeding of cattle within Minnesota. Affiliated associations shall be those that are in existence and are organized and operating, provided that they comply with the provisions in Article VII.

(1) It includes those, which may be organized at some future date.

D. State Beef Breed Registry Associations.

Sec. 2 Membership in the association shall be attained by submission of a proper application accompanied by the appropriate payment of applicable membership dues to the association. Such application shall establish the membership for the membership year in which the dues are paid when approved as set forth below:

A. Application for "producer" membership and "associate" membership shall be subject to approval of the President of the association.

B. Applications for "affiliated association" memberships and "beef registry associations" shall be reviewed by the President of the association with final approval to be made by the Board of Directors.

Sec. 3 Partnerships, or corporations, or companies who qualify as producer members shall be entitled to one membership and said entities may designate one person to represent that membership and to vote, to hold office, serve on committees and the like, or the members of a partnership, corporation, or company may elect to pay dues as individuals, thus qualifying each individual as a member of the association.

Sec. 4 Each producer member present at meetings of members of the Association shall be entitled to one vote on each matter submitted to the vote of the members.

## ARTICLE VII - DUES

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Sec. 1 The dues structure for producer and associate members and rates and amounts of dues for all membership classes of the association shall be set from time to time by the Board of Directors.

Sec. 2 Annual dues for affiliated associations may be assessed as determined by the Board of Directors. For state breed registry associations a minimum annual dues for state breed registry associations as affiliated member organizations shall be \$100.

Sec. 3 Organizations, associations or groups seeking affiliations, other than those specified and described in these by-laws may be considered by the Board of Directors. Dues and right to vote for such other organizations, associations and groups may be established by the Board of Directors.

**ARTICLE VIII - BOARD OF DIRECTORS**

Sec. 1 The Board of Directors of the association shall be composed of the following persons, all of who shall be fully qualified, current producer members of the association:

A. Immediate Past President of the association.

B. The President, President Elect, Vice President, Feeder Council Chairman, Cow-Calf Council Chairman, and Regional Directors of the association.

C. One (1) Director from each affiliated association to be chosen by that affiliated association and additional Directors from affiliated associations according to the schedule outlined in Section 2.

D. One (1) non-voting director from each affiliated state breed registry association.

Sec. 2 The formula for Director representatives from each affiliated association shall be as follows:

1 - 100 producer and associate members	- 1 Director
101 - 150 producer and associate members	- 2 Directors
251 and up producer and associate members	- 3 Directors

Sec. 3 Tabulation for determination of the number of Directors to be awarded each affiliated association shall be based upon the performance during the previous fiscal year ending August 31<sup>st</sup> and that determination shall be in effect for one (1) year thereafter.

Sec. 4 Directors chosen by the various affiliated associations shall serve from the first annual meeting of the association following the end of the previous fiscal year until the next annual meeting of the association. In the absence of the appointed director, a member of that affiliated association shall be substituted for that meeting.

Sec 5 The President of the association shall serve as the chairman of the Board of Directors.

Sec. 6 One-third of the total members of the board of Directors shall constitute a quorum at any meeting.

Sec. 7 Any action required by law to be taken at a meeting of the Directors of any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the Directors.

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Sec. 8 The Board of Directors shall meet a minimum of three (3) times annually, one of which meetings will be held during the annual convention. The President of the association shall have the authority to call a special meeting of the Board of Directors at his pleasure, or a special meeting may be called by twenty-five (25%) of the members of the Board.

### **ARTICLE IX - DUTIES OF THE BOARD OF DIRECTORS**

Sec. 1 The Board of Directors shall be the governing body of the association in the interim between the annual meeting of the members; shall carry out the dictates of the membership; and may take any action necessary to carry out the purposes and objectives of the association that is consistent with the policy of the association, its Articles of Incorporation and By-Laws.

Sec. 2 The Board of Directors may appoint an Executive Vice President, the executive vice president shall serve as the association's chief operating and administrative officer, the Board of Directors shall further define his duties, responsibilities and the extent of his authority, consistent with the policy of the association, its articles of Incorporation and By-Laws at their discretion.

Sec. 3 The Board of Directors shall assume the responsibilities of the provisions of Article XIX with respect to association business offices.

Sec. 4 The Board of Directors shall require an annual audit of the records of the association and may require special audits at any time it desires.

Sec. 5 The Board of Directors shall review and approve the annual operating budget of the association.

Sec. 6 The Board of Directors shall have authority to fill a vacancy in the office of the President Elect or Vice President should a vacancy occur for any reason between annual meetings of the membership.

Sec. 7 The Board of Directors shall approve applications for affiliated membership in the association and shall review annually the performance of end requirements for affiliated members for failure to meet requirement as established in the By-Laws.

Sec. 8 The Board of Directors shall have authority to determine association policy in the interim between meetings of the membership on any subjects or matters not covered by membership decision, except that to be sustained the interim policy must be ratified by the membership at the next meeting thereof. The Board of Directors shall have the authority to interpret membership policy whenever it may be necessary. The Board of Directors may, with prudence, modify existing membership policy if unforeseen circumstances develop justifying or necessitating modification, provided the decision of the Board is by two-thirds majority vote of the Board members present at a meeting. "Unforeseen circumstances justifying or necessitating modification" shall include, but are not limited to; (a) pending or final government action; (b) developments changing the immediate needs or demands of the cattle industry; (c) changes in circumstances that would cause extensive damage to the cattle industry; (b) an emergency develops under which damage would likely result to the association or the cattle industry.

Sec 9 Any action by the Board of Directors modifying membership policy must be accompanied by a recital of conditions and circumstance that were considered to justify and necessitate the emergency action of the Board. All interim policy statements by the Board of Directors,

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including a recital of the reasons for modifying any membership policy, must be forwarded to the Chairman of the appropriate Standing Committee(s) and the Chairman of the Resolutions Committee to facilitate the requirements contained in Section 6 of Article XVI.

Sec 10 The Board of Directors shall have supervision and control over all association funds and conduct of business of the association.

Sec.11 The Board of Directors shall have authority to delegate to the Executive Committee such of its powers as it deems necessary and appropriate except those prohibited in Article X.

Sec 12 The Board of Directors shall determine the dates and location for the annual meeting of the members and annual convention following recommendations submitted by a convention site committee appointed annually by the President.

## **ARTICLE X - EXECUTIVE COMMITTEE**

Sec. 1 The Executive Committee shall consist of the following:

- A. The President
- B. The President Elect
- C. The Vice President
- D. The Immediate Past President
- E. The Chairman of each Advisory Council (cow-calf stocker, feeder)
- F. The President of the association shall be the chairman of the Executive Committee.

Sec. 2 Serving as ex-officio non-voting members shall be the Legislative Action Chairman, the Chairman of the Membership and Revenue Committee and the Executive Vice President.

Sec. 3 The Executive Committee shall carry out the functions and responsibilities delegated to it by the Board of Directors except that the Executive Committee cannot be given authority to:

- A. Modify association policy established by the membership as defined in Article XVI.
- B. Adopt the annual budget of the association.
- C. Appoint the Executive Vice President
- D. Approve affiliated association member applications.
- E. Establish association policy as defined in Article XVI.

Sec. 4 Subject to the call of the President the Executive Committee shall meet at least four (4) times a year.

Sec. 5 A quorum shall consist of four (4) voting members of the Executive Committee.

Sec. 6 Any action required by law to be taken at a meeting of the Executive Committee or any action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all members of the Executive Committee.

## **ARTICLE XI - REGIONALIZATION**

Sec. 1 For the purposes of electing Regional Directors, coordinating education, membership development, communications, legislative efforts, marketing information, and other areas of activity and matters of association business, Minnesota shall be divided into districts comprised of the following counties:

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Region 1 -- Becker, Clay, Clearwater, Kittson, Mahnomen, Marshall, Norman, Pennington, Polk, Red Lake, Roseau.

Region 2 & 3 -- Beltrami, Cass, Hubbard, Itasca, Koochiching, Lake of the Woods, Cook, Lake Saint Louis.

Region 4 -- Big Stone, Swift, Chippewa, Douglas, Grant, Lac Qui Parle, East and West Ottertail, Pope, Stevens, Traverse, Wilkin, Yellow Medicine.

Region 5 -- Benton, Carver, Kandiyohi, McLeod, Meeker, Morrison, Renville, Scott, Sherburne, Sibley, Stearns, Todd, Wadena, Wright.

Region 6 -- Aitkin, Anoka, Carlton, Chisago, Crow Wing, Hennepin, Isanti, Kananbec, Mille Lacs, Pine, Ramsey, Washington.

Region 7 -- Cottonwood, Jackson, Lincoln, Lyon, Murray, Nobles, Pipestone, Redwood, Rock.

Region 8 -- Blue Earth, Brown, Faribault, Freeborn, Le Sueur, Martin, Nicollet, Rice, Steele, Waseca, Wantonwan.

Region 9 -- Dakota, Dodge, Fillmore, Goodhue, Houston, Mower, Olmsted, Wabasha, Winona.

See Attachment 1 for assignment of affiliated associations within each Region. These may be changed by petitioning the Board of Directors.

Sec. 2 Regional Directors shall be elected as provided for in Section 3 of Article XII, and shall carry out the responsibilities and duties as specified in Section 3 or Article XIII.

## ARTICLE XII - Officers

Sec. 1 The Officers of the association shall be the President, President Elect, Vice President, Executive Vice President, a Secretary and a Treasurer. The offices of Executive Vice President, Secretary and Treasurer may be held by one or more persons. The President, President Elect, and Vice President shall be fully qualified, current producer members.

Sec. 2 , President Elect, and Vice President shall be elected by and from the membership of the association at its annual meeting. . Their term of office shall be for one (1) year and they can succeed themselves by election only once.

(a) The President, President Elect, and Vice President shall serve without salary, but they shall be reimbursed for all reasonable expenses incurred while representing the association in their official capacity. The President shall be allowed a second term.

(b) The president may be removed with a 2/3 majority vote at an annual meeting of the members.

(c) The President Elect will become President automatically when there is a vacancy in that position.

Sec. 3 Regional Directors shall be elected prior to the annual business meeting of the members. Regional Directors shall be selected in the following manner: Prior to the annual meeting, a caucus of all members of the Board of Directors from each region and producer members in attendance for each region shall elect and individual to the office of Regional Director. Their term of office shall be for a period of two (2) years and shall be staggered terms so that Regional Directors from regions 1, 5, 7 and 9 shall be elected in even numbered years and those from Regions 2 & 3, 4, 6 and 8 shall be elected in odd-numbered years. No individual should succeed himself. Should a vacancy in the office of Regional Director be created, the members of the Board of Directors from the region represented by such Regional Directors shall nominate

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another individual to fill the unexpired term of Regional Director, and the Board of Directors shall elect such individual to be nominated to serve as Regional Director for the remainder of the term of office. Regional Directors shall serve without salary but shall be reimbursed for all reasonable expenses incurred while representing the association in their official capacity.

Sec. 4 The Executive Vice President shall be appointed by the Board of Directors and shall have his compensation fixed by the Executive Committee. All expenses incurred in the official conduct of business by the Executive Vice President shall be paid for by the association.

Sec. 5 The Secretary and the Treasurer of the association, when such offices are held by individuals other than the Executive Vice President, shall be appointed by and have their compensation fixed by the Board of Directors unless that authority has been delegated to the Executive Vice President. .

## **ARTICLE XIII - DUTIES OF OFFICERS**

### **Sec. 1 The President**

The President shall be the chief executive officer of the association and shall preside at the annual meeting and at all meetings of the members of the association, Executive Committee and Board of Directors; shall make appointments to association committees and industry groups as necessary; and shall see that the Articles of Incorporation and By-Laws of the association are faithfully complied with; and further shall perform such other acts as may be required of him to both promote and protect the best interests of the association. He shall be an "ex officio" member of all association committees. The President shall be responsible to the Executive Committee and Board of Directors for his acts of administration in conducting the affairs and business of the association. The President shall serve as the National Director

### **Sec.2 President Elect and Vice President**

The President Elect and Vice President shall assist the President in carrying out the duties of their office and the President Elect shall be responsible for all of the duties of the President in his absence. In the event of death, or resignation of the President, the President Elect shall succeed to the office of President, and shall have all of the powers of and be subject to all of the restrictions upon President.

### **Sec. 3 Regional Directors**

The Regional Directors shall serve their respective regions by performance of the following duties:

A. Represent the association in the coordination of membership, promotion, marketing, and other educational programs with affiliated associations;

B. Attend affiliated association meetings when possible to serve in a liaison capacity for the association;

C. Provide representation to other regional industry organization meetings as assigned by the President.

D. To otherwise serve as a direct line of authority on business matters for the association between the affiliates and the association. The Regional Directors shall be immediately responsible to the President for their actions in the conduct of association affairs.

### **Sec. 4 Executive Vice President**

The Executive Vice President shall be the chief operating and administrative officer of the association and shall have full responsibility for, and supervision, all personnel employed by the

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association. Consistent with administration policy, he shall have the authority to employ sufficient professional and clerical help to conduct the affairs of the association, define the duties and responsibilities of said employees, and with the approval of the President, establish their title or office and fix their compensation. He shall ensure that regular staff members are assigned liaison responsibility to association committees. He shall act as custodian of all funds, office equipment and other property belonging to the association. He shall maintain the records of the association. He shall write and forward communications for the association and shall transact such other business pertaining to the office as directed by the Board of Directors. He shall make a full report of all transactions of his office at each annual meeting or at such other times as the Board of Directors may request. He shall, at the direction of the Board of Directors, prepare and mail to members, periodicals and newsletters herein described may be delegated to other appointed officers or staff, subject to approval of the President.

### **Sec. 5 Secretary**

The Secretary will be charged with the responsibility of taking, transcribing and preserving adequate minutes of all official meetings to the members of the association, Executive Committee, and the Board of Directors. He shall keep the official roll of membership for the association. He shall see that all notices are duly given in accordance with the provision of the By-Laws or required by law; be custodian of the association records, of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the association under its seal is duly authorized in accordance with the provisions of those by-laws; and in general, perform other duties as from time to time may be assigned by the Executive Vice President.

### **Sec. 6 Treasurer**

The Treasurer shall prepare disbursements for the association upon certification and approval of the President or Executive Vice President. He shall keep true and correct accounts of all of the receipts and disbursements and his record and accounts shall be presented to the Board of Directors of the association for audit at any time upon request. He shall provide an annual audit of the association's financial records and accounts after the close of each fiscal year for submission to the Board of Directors. He shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Executive Vice President.

## **ARTICLE XIV - ADVISORY COUNCILS**

Sec. 1 There shall be established two (2) Advisory Councils to be designated as Cow-Calf Stocker Council and a Feeder Council. Each Council shall be composed of members according to the particular interest an active member has in each segment of the industry. A member may serve on only one of the two Councils as any one time.

Sec. 2 The members of each Council shall meet and elect a Chairman to serve for (1) year. The election shall be conducted by the Past Chairman, or in his absence, by a temporary chairman appointed by the President. At the first meeting of the Board of Directors following an election of the Chairman, the results of the election shall be reported along with other pertinent relevant information.

Sec. 3 No member may serve as Chairman of an Advisory Council for more than two (2) consecutive one-year terms.

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Sec. 4 Should a vacancy occur in the position of Chairman of any of the two (2) Councils, for any reason, the President of the association shall appoint a Temporary Chairman to serve until the next annual meeting of the membership.

Sec. 5 The Advisory Councils are to function within the structure and organization of the association in behalf of each respective segment of the beef cattle industry. Their purposes shall be as follows:

A. To advocate the interests of its particular segment of the industry within the association membership and structure.

B. To give advice, information, suggestions, and make policy recommendations to the Board of Directors, the Standing Committees, the Officers and the members.

C. To serve as an educational arm of the association.

Sec. 6 The Advisory Councils shall have no power or authority to make association policy or bind or commit the association. They shall not pursue or publicly advocate any policy positions in the name of a Council, except those positions that are strictly association policy and when such activity is authorized by the Board of Directors.

Sec. 7 Each Advisory Council shall meet at the call of the Chairman, and report its deliberations, recommendations and best judgements to the Board of Directors.

### **ARTICLE XV - COMMITTEES**

Sec. 1 The association shall have Standing Committees as listed in section 9 of this article and administrative committees, including a Resolutions Committee, a Nominations Committee, a Credentials Committee, and such special and advisory committees that the President of the association desires to establish. The Standing Committees shall be formulated and serve for one (1) year; and the resolutions, nominations and credentials committees shall serve before and at the next annual meeting of the members. Special and advisory committees shall serve for such period of time as the President desires and designates.

Sec. 2 Immediately after each annual meeting of the members, the President shall officially appoint the members of the Standing Committees, the Resolutions Committee, Nominations Committee and Credentials Committee. The President may reappoint these Committees to serve a second year or at a second annual meeting.

Sec. 3 All members of the Standing Committees, the Resolutions Committee, the Nominations Committee, the Credentials Committee, and special committees must be fully qualified, current producer members of the association. Members of advisory committees may be appointed for their special talents and expertise in the particular area for which the committee is established.

Sec. 4 Each affiliated association shall be entitled to the same number of members on each Standing Committee and the Resolutions Committee as the number of Directors eligible to serve on the Board of Directors. The number of members on the Nominations Committee and Credentials Committee shall be accordance with Section 213 and Section 17 respectively.

Sec. 5 Prior to making appointments to the Standing Committees and the Resolutions Committee, the President shall review recommendations solicited from the President of each of the affiliated associations, and he shall give serious consideration to all recommendations. From the members of each Committee the President shall appoint a Chairman and a vice-chairman whose time of service shall be identified with other members of the committee.

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Sec. 6 The Standing Committees shall meet just prior to the annual meeting of the members to consider and act upon all policy recommendations coming from the several sources outlined in Article XVI, Section 1. They may have other meetings throughout the year upon the call of the Chairman or at the discretion of the President. On subject areas assigned to it, each committee shall respond to any request of the President for advice on any interim policy to be considered by the Board of Directors.

Sec. 7 Prior to the annual meeting of the members, each Standing Committee shall hold an open meeting during which it may receive views and comments regarding any subject areas before the committee. To finalize policy decisions to be submitted to the Resolutions Committee, and to approve the language of resolutions, each Standing Committee shall meet in executive session, and may be required by the Board of Directors to file a written report of its deliberations for the record.

Sec. 8 The Chairman of each Standing Committee shall be empowered to obtain the service of one or several advisory technical persons who shall be chosen for their particular technical knowledge and expertise in the subject areas for which the committee is responsible, and to establish subcommittees.

Sec. 9 The Standing Committees of the association shall consist of the following:

Agriculture Policy	Marketing and Grading
Membership and Revenue Development	Tax and Credit
Research and Education	Animal Health and Inspection
Food Policy, Labeling and Public Affairs	
Trade Policy	Private Land and Environmental Management

Sec. 10 The Board of Directors shall be empowered to review the committee structure and make alternations in the standing committees including combinations or additions, except that the Board cannot change the representation or the appointment procedure and authority of the President. Any action in this area must be ratified by the membership at the next annual meeting of the members.

Sec. 11 The Resolutions Committee shall be in the nature of a review committee and not an investigating committee. It shall consider all resolutions approved by Standing Committees, shall seek to avoid duplication or overlap in policy recommendations, and can refuse to recommend to the members any policy recommendation from a committee, but only with prudence and after consulting with the chairman, or his delegate, of the particular committee involved. The Chairman of the Resolution Committee shall present his report and resolutions to the members at the annual meeting of the members.

Sec. 12 The Nominations Committee shall be composed of twelve (12) members and shall meet prior to the annual meeting of the members and be prepared to nominate at the annual meeting one or more candidates for President Elect, and Vice President. . The Nominations committee shall be composed as follows:

- A. The immediate Past President of the association shall serve as Chairman.
- B. Each regional director or that directors' designated producer member from that region after consulting with the president.
- C. Three (3) producer members at large appointed by the President.

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Sec. 13 The President may appoint special committees from time to time as he deems it appropriate, define their functions and duties, determine the number of members thereof and the time of service, except that each committee shall be dissolved when the President vacates his office.

Sec. 14 A panel of economic advisors may be appointed by the President to counsel with the President, the Executive Vice President and others the President may designate, on any economic matters affecting the beef industry. The panel shall be chosen for their particular qualifications and need not be active or associate members of the association. The President shall determine the number of members thereof, the time of service, define the panels function and duties, except that the panel shall be dissolved when the President vacates office.

Sec 15 Other advisory panels or committees including a legislative action committee and chairman may be appointed by the President under the same conditions recited in Section 14.

Sec. 16 Prior to each Board of Directors meeting, annual or special meetings of the members, the Credentials Committee, consisting of three members shall verify producer members eligible to vote on association business matters. They shall assist the president of the association as counters and tellers when a voting card or written ballot vote is taken.

### **ARTICLE XVI - POLICY FORMATION GUIDELINES**

Sec. 1 The producer members, affiliated associations or advisory councils may submit policy proposals to the association office for referral to the appropriate standing committees of the association.

Sec. 2 The affiliated member associations are encouraged to initiate and formulate policy recommendations bearing on industry matters and on actions that may be considered by the association.

Sec. 3 The standing committees must accept and consider all proposed policy on industry matters coming from an affiliated association or advisory council or an individual producer member.

Sec. 4 Policy statements approved by each committee must be directed to the Resolutions Committee by the Chairman of his delegation who shall be present during the deliberations by the resolutions committee on said policy statements and be prepared to support the Standing Committee's action.

Sec. 5 Resolutions approved by the Resolutions committee shall be presented to the membership at the annual meeting of the members for consideration and approved by a majority vote of the producer members present.

Sec. 6 Any interim policies determined by the Board of Directors must be submitted to the appropriate Standing Committees at the next annual meeting of the association for review and consideration through regular policy formulation procedures.

Sec. 7 If any resolutions presented through the committee system that shall fail to be reported out by the Resolutions Committee, the producer members of the association present and voting at any annual meeting of the members may allow by two-thirds vote its reintroduction and it may be adopted by a majority vote of such producer members present and voting.

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Sec. 8 The Executive Committee or the Board of Directors shall be empowered at any time to prepare and present resolutions to the appropriate Committees at a meeting of the membership.

Sec. 9 All resolutions shall be approved by a majority vote of the producer members in attendance at any annual meeting.

Sec. 10 Any association policy position shall expire five (5) years after it is declared, unless specifically renewed via the policy committee process and a majority vote of producer members at any annual meeting.

Sec. 11 The Executive Vice President shall receive all proposed policy statements from the affiliated associations and assure their delivery to the Chairman of the appropriate Standing Committee or Committees according to the list of subjects approved by the Board of Directors. The Executive Vice President shall also alert the Chairman of each Standing Committee to the policy statements that expire and shall provide for the necessary staff assistance and secretarial help in preparation of statements by various committees.

Sec. 12 The Board of Directors shall be empowered to establish such details and instructions that may be omitted in these guidelines but are found to be necessary as long as they are not in conflict with the general and established procedure.

### **ARTICLE XVII - MEETINGS AND PROCEDURES**

Sec. 1 There shall be one (1) annual meeting of the producer members of the association for the conduct of any and all business matters to come before the members and as many special meetings of the producer members as may be called by the Board of Directors. Special meetings of the producer members may also be called by ten percent (10%) of the existing producer members in the association. The annual meeting of the producer members shall be held in the month of December on a date and at a location to be determined by the Board of Directors

Sec. 2 There shall be an annual convention of the association at a time and location determined by the Board of Directors, which annual convention may be held simultaneously and in conjunction with the annual meeting of the producer members and at the same location, or the convention may be held on separate dates and/or at a separate location.

Sec. 3 In establishing the location of the annual business meeting and/or the annual convention the Board of Directors shall review the recommendation by a site committee to be appointed annually be the President of the association. Such recommendations shall be based upon the minimum criteria of adequate facilities, accommodations, transportation, and other conditions or circumstances determined necessary to conduct a suitable annual meeting and/or suitable convention.

Sec. 4 The annual convention of the association, whether held separate from the annual business meeting or in conjunction therewith, may include desirable educational, informational and social activities considered by the Board of Directors to be in the best interest of and for the benefit of the members and their guests. The Board of Directors may authorize the conduct of a trade show for the exhibitions of goods, services and equipment considered to be of interest to those who may attend. The association reserves the right to decline the participation of any individual or group from participation in the trade show, educational, informational and social activities if that participation is considered not to be in the best interest of the membership of the association. Any surplus funds which may be derived from the conduct of a trade show can be used for the

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Approved By the Membership December 7, 2002

development of future trade shows or for such association activities or programs which the Board of Directors deems appropriate and beneficial to the members of the association.

Sec. 5 All decisions to be made by the producer members of the association in an annual or special meeting of the members, or by Committees, or by the Board of Directors, or by the Executive Committee shall be by a majority vote of those members present and voting, except those provisions of these by-laws where more than a majority vote is specifically required.

Sec. 7 Notices of all meetings of the Board of Directors must be in writing and be mailed at least five (5) days prior to the date of the meeting.

Sec. 8 Notices of the annual business meeting of the producer members shall be considered official if printed in any regular publication of the association at least thirty (30) days prior to the date of the meeting.

Sec. 9 Notices of any special meetings of the producer members duly called by the Board of Directors shall be considered official if printed in any regular publication of the association, or sent by direct mail, at least thirty (30) days prior to the date of the meeting and the official notice contains or is accompanied by a description and report on the item or items of business to be considered and decided.

Sec. 10 In all meetings of the Board of Directors, the Executive Committee, the Standing Committees and special committees, and the meetings of the producer members, procedures and deliberations shall be governed by Roberts Rules of Order except where special procedures are provided for in these By-Laws.

### **ARTICLE XVIII - FISCAL MATTERS**

Sec. 1 The records of the association shall be maintained on a fiscal year basis extending from September 1 through August 31.

Sec. 2 The membership year shall be on a calendar year basis extending from January 1 to December 31 except that any dues after September 1 of each year shall be considered in payment of membership beginning January 1 of the following year.

Sec. 3 Fiscal reports of money, received and expended, and membership shall be laid before the Board of Directors at the first meeting of that body following the end of the fiscal year. However, both financial and membership reports shall be made available to the Board for any portion of a fiscal year whenever requested by the Board of Directors or by the President.

Sec. 4 Any contracts or instruments to be entered into or executed on behalf of, or in the name of the association by the Executive Vice President must be authorized by the Board of Directors. Such authority may be general or confined to specific instances and may be delegated.

Sec. 5 The association shall be able to invest funds from time to time, and to borrow money for the operations of the association, when duly authorized by the Board of Directors.

Sec. 6 Funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as may be approved by the Board of Directors.

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Sec. 7 All checks, drafts or orders for payment of the association money, notes or other evidence of indebtedness, issued in the name of the association, shall be signed by the Executive Vice President, or his designate, or by any other officer or officers of the association as determined by the Board of Directors.

Sec. 8 The Executive Vice President of the association may accept, on behalf of the association, any gift bequest, contribution or devise for the general use of the association or for any special purpose of the association, subject to approval of the Board of Directors.

### **ARTICLE XIX - OFFICES**

Sec. 1 The Board of Directors shall establish the principal office of the association as a headquarters of the organization for the conduct of its program and activity. The office shall be located where it will best serve the interests of the membership and where it is readily accessible by available modes of transportation. The Board of Directors may change the principal office at any time it is appropriate or desirable.

Sec. 2 The Board of Directors may establish such other offices of the association as it deems desirable for the benefit of the organization and in the interest of the members.

Sec. 3 The association shall have and maintain a registered office and registered agent whose office shall be identical with the registered office. The registered office may be, but need not be, in the same location as the principal office. The Board of Directors shall establish the registered principal office and may change it from time to time, if appropriate and desirable.

### **ARTICLE XX - PUBLICATIONS**

Sec. 1 For the purpose of the Articles of Incorporation and By-Laws of the Association, the Board of Directors may authorize the publishing of periodicals as deemed necessary and appropriate.

### **ARTICLE XXI - LIABILITY OF OFFICERS AND DIRECTORS**

Sec. 1 The Officers and Directors of this association shall not be personally liable for the debts of the association.

### **ARTICLE - INDEMNIFICATION OF THE DIRECTORS AND OFFICERS**

Sec. 1 The association shall indemnify any officer or directors, or any former officer or director of the association, against expense actually and reasonable incurred by such officer or directors including but not to limited to judgements, cost and counsel, in connection with the defense of any action, suit or proceeding, civil or criminal, in which such director or officer is made a party by reason of being, or for having been a director or officer of the association.

Sec. 2 No officer or director of the association shall have any right to reimbursement in relation to matters as to which such director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the association.

Sec. 3 The right to indemnity for expense shall apply to expenses of suits which are comprised or settled if the court having jurisdiction of the action shall approve such settlement. This right of indemnity shall be in addition to, and not inclusive of, all other rights to which officers or directors of the association may be entitled.

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### **ARTICLE XXIII - DISSOLUTION**

Sec. 1 Dissolution of this association shall be pursuant to the statutes and regulations of the state of incorporation and the officers and directors of the association shall follow such prescribed procedures as required thereunder.

### **ARTICLE XXIV - AMENDMENTS TO THE BY-LAWS AND ARTICLES OF INCORPORATION**

Sec. 1 Amendments may be made to these by-laws by a majority vote of the producer members present and voting at any annual meeting of the association provided the amendment(s) are approved and recommended by the Board of Directors. Amendments not approved or recommended by the Board of Directors require a two-thirds majority vote to be adopted.

Sec. 2 Amendments may be made to these by-laws by a majority vote of the producer members present and voting at any special meeting of the members that is duly and properly called, provided the amendment(s) have been approved and recommended by the Board of Directors and, provided further, that the proposed amendment(s) to be considered have been included in the official notification to the producer members that a special meeting is being held.

Sec. 3 The Articles of Incorporation of the Association may be amended by a two-thirds majority vote of the producer members present and voting at any annual meeting of the association, provided the amendment(s) are approved and recommended by the Board of Directors.

Sec. 4 The By-Laws of the Association may be amended by a majority vote of the producer members responding by mail, provided the amendment(s) proposed have been approved and recommended by the Board of Directors, and provided further, that the amendment(s) are submitted in complete form with sufficient supporting reasons for the amendment(s) including proper ballots, and provided further, that a reasonable time to be specified by the Board of Directors is allowed for response.

Sec. 5 The Articles of Incorporation of the Association may be amended by a two-thirds vote of the producer members responding by mail, provided the amendment(s) proposed have been approved and recommended by the Board of Directors, and provided further, that the amendment(s) are submitted in complete form with sufficient supporting reasons for the amendment(s) including proper ballots, and provided further, that a reasonable time to be specified by the Board of Directors is allowed for response.

### **ARTICLE XXV - CORPORATE SEAL**

Sec. 1 The corporate seal of this corporation shall have inscribed thereon the name of the corporation, the year of its incorporation, the state of incorporation, and in the center shall be inscribed the words "Corporate Seal."

Approved by the membership in annual meeting on a motion by Dick LeCocq, seconded by Chuck Feikema, December 7, 2002.

Dale Lueck, MSCA Secretary-Treasurer