

NORTH CENTRAL HIGHLAND CATTLE ASSOCIATION BY-LAWS

ARTICLE I

SECTION 1. Name. The By-Laws are adopted for the North Central Highland Cattle Association, which is the name adopted for use by the Minnesota Scotch Highland Breeders Association at their meeting in February, 1999.

SECTION 2. Members. Membership in this Association shall be unlimited in number and shall consist of such classes of membership and with such membership fees as shall from time to time be determined by the Board of Directors. The Board of Directors may provide for non-transferable life memberships and classes of voting and non-voting memberships as the Board deems appropriate. Voting members must own or have owned cattle registered by the American Highland Cattle Association. The Board of Directors shall publish, in writing, the terms and conditions of membership (by class) from time to time and shall enforce its policies so as to protect the Association and its members. Members shall be those who adhere to the purposes of the Association. The Board of Directors may decline or terminate membership to any person for reasons it considers appropriate for the welfare of the corporation or the breed of Highland Cattle.

ARTICLE II

RIGHTS AND LIABILITIES OF DIRECTORS

SECTION 1. Property Interest of Directors. No director of the Association shall have any right, title or interest in or to any property or assets of the Association.

SECTION 2. Non-Liability for Debts. The private property of the directors shall be exempt from execution or other liability for any debts of the Association, and no director shall be liable or responsible for any debts or liabilities of the Association.

ARTICLE III

SECTION 1. General Powers. The business and affairs of the Association shall be managed by a Board of five (5) directors. Additionally an elected member shall serve as Regional Director on the Board of the American Highland Cattle Association. The Regional Director shall also attend the regular meetings of the North Central Highland Cattle Association and shall have a voice, but not vote at such meetings.

SECTION 2. Directors. The five regular directors referred to above shall be elected each year at the annual meeting, terms to run for two years until election of their successors. The term of the Regional Director on the AHCA Board shall be three years with a two term limit. After serving two consecutive elected terms a director shall not be eligible for re-election for one year, save as hereinafter provided. Vacancies among regular directors and the Regional Director occurring between annual meetings may be filled by appointment by the President.

If a director be absent from more than two meetings of the Board, said absence not being excused by a majority of the other directors, the remaining directors may declare the position vacant.

A majority of regular directors shall constitute a quorum. However the directors may act without a meeting if the action be approved in writing by all directors.

SECTION 3. Directors and Officers shall receive no compensation.

ARTICLE IV

ANNUAL MEETING OF MEMBERS

SECTION 1. Regular Annual Meeting. The Secretary shall give at least thirty days written notice of the time, date and location of the regular annual meeting of members, which shall be held once in each calendar year, as determined by the members at the previous meeting. A quorum shall consist of all members present. The members shall elect the regular directors and regional director, fill any vacancies among said regular or regional directors on the Board, elect a President and a Vice President, pass upon reports of the previous fiscal year and transact such other business as may come before them.

SECTION 2. Special Meetings. Special meetings of members may be called by the President or by a majority of the board of directors, on at least 30 days written notice by the Secretary. The notice shall specify the time, date and place of meeting, and the purpose thereof. No business shall be transacted at such special meeting save that specified in the notice. A quorum shall consist of at least one-third of the voting members.

SECTION 3. Order of Business. The order of business at any regular meeting and so far as possible at all other meetings shall be as follows:

- a) Calling to order and proof of quorum;
- b) Proof of Notice of Meeting;
- c) Reading and action on any unapproved minutes;
- d) Reports of officers and committees;
- e) Unfinished business;
- f) Election of a President and Vice President, election or acknowledgment of regional directors and election of regular directors, in that order;
- g) New business; and
- h) Adjournment.

ARTICLE V

MEETINGS OF DIRECTORS

SECTION 1. Regular Annual Meeting. A regular annual meeting of directors shall be held following the regular annual meeting of members each year. The President shall notify the directors of the time and place. At the meeting the board shall elect a Secretary and a Treasurer and transact such other business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings may be called by action of the board, or by the President. The Secretary shall give at least 30 days written notice of special meetings of the Board, unless this period is shortened by unanimous consent of all board members.

SECTION 3. Quorum. A majority of the regular members of the Board shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further that the Secretary shall notify any absent director of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 4. Committees. The Board of Directors may establish committees as it sees fit. The committee members shall designate a chairman of each committee. Said chairman shall report to the Board with respect to the subject matters of his or her committee.

SECTION 5. Alternate Meetings. Meetings of the Board may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting in that manner shall be counted towards a

quorum and constitute presence at such meeting. The minutes of said alternate meeting shall be subject to approval and ratification by the Board at the next regularly called meeting.

ARTICLE VI

OFFICERS

SECTION 1. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. The President and Vice President shall be members of the Board.

SECTION 2. Election and Terms. The President and Vice President shall be elected at the regular annual meeting of members and shall serve until their successors are elected. The Secretary and Treasurer shall be appointed by the Board. Vacancies in office may be filled by the Board, and officers may be removed by the Board. Notwithstanding any other provision of these by-laws the President may serve even though his or her term as Director shall have expired at the regular annual meeting when elected.

SECTION 3. President. The President shall:

- a) Be the principal executive officer of the Association, and unless otherwise determined by the members of the Board shall preside at all meetings of the members of the Board;
- b) May sign any contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed;
- c) In general, perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 4. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the Board. In absence of both President and Vice President at a lawful meeting of the Board, the most senior director in years of continuous service shall preside.

SECTION 5. Secretary. The Secretary shall:

- a) Keep the minutes of the meeting of the members and of the Board in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with these By-Laws or as required by law;
- c) Be custodian of the Association records and of the seal of the Association and affix the seal of the Association to documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws;
- d) Keep a register of the names and post office addresses of all directors and members;
- e) Keep on file at all times a complete copy of the Articles of Incorporation and By-Laws of the Association containing all amendments thereto (which copy shall always be open to the inspection of any director), and at the expense of the Association forward a copy of the By-Laws and of all amendments thereto to each director;
- f) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him or her by the Board.

SECTION 6. Treasurer. The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Association;
- b) Be responsible for the receipt of and issuance of receipts for all moneys due and payable to the Association from whatever source, and for prompt deposit of all such moneys in the name of the Association in such bank or banks as shall be selected in accordance with these By-Laws;
- c) Be responsible for all disbursements of the Association consistent with budgets adopted by the Board from appropriate accounts;
- d) Assist auditors in conducting their audit or review of the Association's books and records;
- e) Issue or cause to be issued, all certificates of registration, F-1 certificate of registration, or other certifications which may be required by the Rules and Regulations from time to time adopted by the Board; and
- f) Perform all the duties incidental to the office of Treasurer and such other duties as may be assigned from time to time by the Board.

SECTION 7. Bonds.

The Board may require any agent of the Association to give bond in such sum and with such surety as it shall determine.

ARTICLE VII

NON-PROFIT OPERATION

The Association shall at all times be operated on a not-for-profit basis, and no interest or dividends shall be paid or payable by the Association to any director as such and shall be operated for the charitable purposes for which said Association was created.

ARTICLE VIII

FINANCIAL TRANSACTIONS

SECTION 1. Contracts. Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts. Etc. All checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Association shall be signed by such officers, agent or agents, employee or employees of the Association and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. Deposits. All funds of the Association shall be deposited in a timely manner to the credit of the Association in such bank or banks as the Treasurer may select subject to the Board's approval.

SECTION 4. Fiscal Year. The fiscal year of the Association shall begin on the first day of the calendar year and shall end on the last day of the calendar year.

ARTICLE IX

MISCELLANEOUS

SECTION 1. Waiver of Notice. Any director may waive in writing any notice of a meeting required to be given by these By-Laws. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by

such director except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

SECTION 2. Rules and Regulations. The Board shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these By-Laws as it may deem advisable for the management of the business and affairs of the Association including fees to be charged for registration from time to time, and rules for admission, suspension and expulsion from the Association.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by the directors at any regular or special meeting of directors if notice of such meeting shall have contained a copy of the proposed amendment provided that such amendment is approved at the next regular or special meeting of the members and further provided that Article VII may not be amended.

Created on Microsoft Word
By Harris W. Viker 1/30/2000

- Article 1, Section 1 amended by vote of members at annual meeting February 20, 2000
- Article 3, Section 2 amended by vote of members at annual meeting February 14, 2010
- Article 1, Section 2 amended by vote of members at annual meeting February 19, 2012
- Article 3, Section 1 amended by vote of members at annual meeting February 19, 2012
- Article 5, Section 4 amended by vote of members at annual meeting February 4, 2017