

Bylaws of the Missouri Dexter Breeders Association

Article I (Preamble)

This Association shall be known as the “Missouri Dexter Breeders Association” or MDBA. The location of the Association shall be at the place designated by the Board of Directors. The MDBA is an association organized to promote and market Dexter cattle as a breed. To this end, MDBA's activities include, but are not limited to:

- a. Providing services for its membership enhancing and encouraging Dexter cattle ownership.
- b. Disseminating information and advertising the breed through the Association's website and other sources.
- c. Participating in displays and exhibits of Dexter cattle.
- d. Conducting shows and sales to promote and market Dexter Cattle.

Article II (Objective)

The objectives of the Missouri Dexter Breeders Association shall be to:

- a. Promote the breeding of quality Dexter Cattle.
- b. Extend the influence of Dexter cattle.
- c. Sponsor and promote exhibitions of this breed.
- d. Increase the general public's knowledge of the Dexter.

Article III (Membership)

There shall be three classes of membership: Individual, Associate and Life.

a. Individual member. These shall be individuals who own ADCA registered Dexter cattle and are current in their MDBA membership dues. Membership is for one calendar year and begins January 1st of each year. Each paid individual member will have one vote.

Every individual who wants to have voting privileges must pay the annual membership dues.

b. Associate member. These shall be individuals who pay annual dues but do not own any Dexters. An Associate member will receive all benefits as individual members, however will not have voting privileges nor be allowed to serve on the Missouri Dexter Breeders Association Board of Directors. At such time that an associate member registers a Dexter, then full membership will be automatic.

c. Life-member. These shall be individuals nominated by the Board of Directors and approved by the membership. This shall be an honorary membership to acknowledge members who have served the Association. They must have been members in good standing for at least 10 years prior to the nomination. There will be no yearly membership fees and the Life Member shall retain all voting rights.

d. A member in 'Good Standing' is defined as an Individual member or Associate Member whose membership dues are current at the time of a meeting. Those members not current at the time of a meeting will not have voting privileges.

e. A member may be expelled by a majority vote of the Board of Directors. However, the expulsion of a member may be reversed by a majority vote of members present at one of the two meetings per year (Spring and Fall.) The Board of Directors will state the reason for expulsion and the member expelled shall be provided the opportunity to speak on their own behalf at the meeting of choice by designating it in writing to one of the Board of Directors thirty (30) days prior to the next scheduled meeting.

f. Dollar amounts for membership dues and fees shall be proposed by the MDBA Board of Directors. The Board of Directors will inform the membership of the next year's proposed dues and fees if they are changing. Discussion and vote will take place at the Fall Meeting. This information will also be updated on the MDBA web site <http://www.missouridexter.com/>.

g. Any person owning ADCA registered Dexter cattle may become a member of the Association by sending their name and address together with the annual membership fee to the Treasurer of the Association or during attendance of a membership meeting. Information and an application can be found at the above mentioned website or by contacting the Treasurer.

h. Voting by proxy is permitted and must be submitted in writing or via e-mail to the Secretary at least 24 hours prior to the beginning of any meeting. The proxy entity must be legally entitled to vote and empowered for only that meeting's voting events. The address and e-mail address of the Secretary shall be posted on the association's website. At any meeting prior to the vote, the Secretary shall announce the valid proxys received. The announcement shall include the name of the proxy member and to whom they have given their proxy vote.

Article IV (Governance)

a. The Board of Directors shall consist of the Chairman, Vice Chairman, Secretary, Treasurer and Public Affairs Officer.

b. An Individual member shall be eligible for election to the board. All elected board members shall be entitled to a vote at all board meetings. An individual may hold only one position within the MDBA association at any given time.

- c.** The term of each officer will be two years with the Vice Chairman and Treasurer elected in the even years and the Chairman, Secretary, and Public Affairs Officer elected in the odd number years.
- d.** If any board member who is physically able, fails to attend any of the regularly scheduled annual board meetings in any calendar year (calendar year defined as January 1 to December 31) or otherwise fails to perform the duties for which they are elected, the board may, after notification to that person, remove them from office and declare a vacancy. If a vacancy develops in the board because of death, resignation (submitted in writing) or action taken in accordance with the preceding case, it may be filled by interim appointment by the board until the next meeting and election. Any action to remove a member from the Board of Directors must be approved by the general membership.
- e.** Election procedures. The Chairman, Vice Chairman, Secretary, Treasurer and Public Affairs Officer shall be elected at the fall meetings. The votes for any elected officer or board member of the MDBA shall be decided by a majority vote counted of members legally entitled to vote who are present and by proxy.

 - 1. Voting will be by a secret ballot. Those ballots will be counted by the Secretary and at least one other volunteering member in good standing.
 - 2. At the conclusion of the tally, the chairman will disclose the name(s) of the individual(s) elected to serve the next term of office.
 - 3. The outgoing and incoming elected officials will have a transition period between the fall election meetings and the start of the next calendar year. (January 1st of the next year).
 - 4. Nominations of officers/board members shall be slated as new business on the agenda for the fall meeting in which an election is scheduled.

Article V (Duties of the Officers)

- a. Chairman.** The Chairman is the chief executive officer and chief operating officer of the MDBA. The Chairman shall perform the usual duties associated with this office. This includes but is not limited to the following:

 - 1. Presiding at all membership meetings, special meetings, and board meetings.
 - 2. The Chairman is responsible for assigning to the appropriate committee(s) cases of policy changes and/or cases requiring interpretation or resolution. If no committee has been set-up for a particular issue, then the Chairman should notify the Board of Directors and establish a committee.

3. The chairman shall ensure the Association's current By-Laws are posted on the Association's website.

b. Vice-Chairman. The Vice-Chairman shall serve in the absence or incapacity of the Chairman, perform other tasks assigned by the Chairman or board of directors, and oversee election procedures for all elected officials.

c. Secretary. The Secretary shall perform the usual duties of this office, including but not limited to the following:

1. Maintaining a copy of the association membership roster and published financial records
2. Recording, preserving, and distributing minutes of all membership and board meetings. Distribution of information will be electronically to individuals, posted on association's website or through regular mail as required.
3. Distributing required notices and announcements.
4. Other customary secretarial activities, which may be requested by the Chairman and/or board.
5. Collecting election ballots during meetings, assisting members in good standing with the counting of ballots and presenting the results to the chairman.

d. Treasurer. The treasurer shall perform the usual duties of this office including, but not limited to, the following:

1. Maintaining association's bank account.
2. Keeping the membership and financial records of the MDBA in an accurate, legible and clearly understandable manner.
3. Reporting on the financial condition of the MDBA to the Board members upon request and at membership meetings.
4. Provide to new members a certificate of membership, a copy of By-Laws, and a current membership list.

e. Public Affairs Officer. The Public Affairs Officer will synchronize all public relations and media information for the Association and upon request assist other board members with the performance of their duties.

f. General Officer Duties. All officers shall be accessible to Association members and should attend and promote as many events sponsored by the Association and Association members as possible.

Article VI (Membership Meetings)

The MDBA shall have two membership meetings per year. The spring meeting, which may include a visit to a member's farm and a fall meeting.

- a.** Members will be informed of the meeting a minimum of 30 days prior to the scheduled date electronically to individuals, by regular mail as required, and posted on the association's website. Members in good standing, present in person or by proxy shall constitute a quorum.
- b.** Special membership meetings may be held at the discretion of the Board of Directors. All members will be notified either electronically or by letter at least ten (10) days prior to the meeting date.
- c.** Both membership and board meetings shall follow the order of business on the agenda and be conducted in an organized and professional manner. All parties present shall respect the rights of others' opinions.
- d.** Majority of Votes. It is defined as "more than half" of the votes cast by persons legally entitled to vote, who are present at any meeting of members or have provided a legitimate proxy. There may be fewer votes cast than the number of members present, since some may choose not to vote - resulting in "abstentions". Only a majority of those actually voting is required.

Article VII (Amendments)

The By-Laws of the Association may be amended by a majority vote of the members legally entitled to vote who are present at any meeting of members or have provided a legitimate proxy. The announcement of the meeting shall be distributed in writing electronically or by regular mail as required) to the members at least ten (10) days prior to the date of the meeting. The Secretary shall field all amendment change requests and distribute as appropriate. Amendments of these By-Laws shall go into effect at the end of the voting of their acceptance.

Article VIII (Fiscal Year)

The fiscal year is not the same as the membership year. The fiscal year for the Missouri Dexter Breeders Association will be July 01 thru June 30 of the following year. Membership is done on a calendar year (January 1 – December 31).