

## **By-Laws**

### RED ANGUS ASSOCIATION OF COLORADO

#### By-Laws

Amended as of April 26<sup>th</sup>, 2020

#### Article I: Name and Purpose

The name of this organization shall be Red Angus Association of Colorado.

The purpose of the Association shall be to support and supplement activities, policies and programs of the Red Angus Association of America; to advance the best interests of the Red Angus breed; to emphasize the value of pure breeding including use in commercial crosses; to inform the public of the value of the Red Angus breed; to foster and maintain among the members of this Association cooperation, friendship and high ethical standards.

This shall be a non-profit organization and will follow the State, Federal and IRS rules as governed by 501-c5 as a not-for-profit agricultural organization.

#### Article II: Membership

Any Red Angus breeder or persons who are interested in Red Angus are eligible for membership.

The annual dues of each voting membership shall be \$50.00, due and payable by January 1st of each year.

A member may be expelled for conduct considered highly injurious to the Association by 2/3 vote of the members present at a regular meeting of the Association with ten days advance written notice to the member concerned. Expulsion proceedings must be initiated by the board of directors.

#### Article III: Officers and Board Members

The officers of the Association shall be the president and vice-president. The officers and three board members shall be elected for one-year terms by the members at the annual meeting of the Association. All elections shall be by ballot and majority vote shall elect.

A mandatory election of Officers shall be held yearly at the annual meeting to allow the opportunity for any good standing member to serve on the board.

The Board will appoint a secretary-treasurer.

#### Article IV: Association Office

The principal place of business and the address of the Association shall be the home of the secretary-treasurer of the Association.

#### Article V: Meetings

The Association shall hold an annual meeting and quarterly meetings at a time and place fixed by the board of directors.

A notice with an agenda will be posted to the association's website and mailed to active members thirty (30) days prior to the meeting date.

At least five (5) voting memberships shall constitute a quorum.

Special meetings may be called at any time by the president or upon presentation of a written request by one-third of the active membership. Notice of special meetings must be emailed to each active member in good standing and posted on the association's website no later than ten (10) days before the date of such meeting.

Active membership carries one vote per membership.

#### Article VI: Board of Directors

The board of directors shall meet at the call of the president. Three (3) members shall constitute a quorum.

Matters deemed necessary by the president to need immediate attention by the board can be handled by email or phone.

At called meetings of the board of directors there will be no proxy voting.

The secretary-treasurer shall pay bills as authorized by the board of directors.

#### Article VII: Fiscal Year

The fiscal year of the Association shall be January 1st to December 31st inclusive.

#### Article VIII: Committees

Committees shall be appointed by the president.

#### Article IX: Amendment to By-Laws

The by-laws may be amended by an affirmative vote of a majority of the members present and voting, provided the proposed amendment has been approved by the board of directors and mailed to the membership at least ten (10) days prior to the meeting. However, such requirement to mail shall be waived provided such amendment is made at the Annual Meeting and is part of the agenda for said meeting..

#### Article X: Parliamentary Authority

Roberts Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the by-laws of this Association.

#### Article XI: Standing Rules

The report given and approval of the Treasurer's report at each meeting shall be the only audit given for the year.

#### Article XII: Dissolution

In the event that the Red Angus Association of Colorado ceases operation, all open accounts shall be paid. To reconcile these accounts, all physical assets will be sold and the resulting cash will be used to assist in paying the debts of the Association. The remaining cash assets will be distributed equally among the paid members.