

## Article I

### NAME AND OBJECT

Section 1. Name: The name of this organization shall be Maryland Hereford Association, Inc.

Section 2. Objective: To promote Hereford cattle, through advertising, merchandising and all things necessary to advance the interest in Hereford cattle and their breeders.

## Article II

### PLACE OF BUSINESS

Section 1. The principle place of business of the Association shall be at the office of the Secretary.

## Article III

### MANAGEMENT

Section 1. Management: This corporation shall be under the control of the officers and Directors, consisting of seventeen (17) members: President, Vice President, Secretary, Treasurer, ex-officio and twelve (12) Directors.

Section 2. Duties: To manage the business and affairs of the Association as per by-laws.

Section 3. Meetings: regular meetings of the Board shall be held at such times and place as may be fixed by the Board. There shall be at least three (3) regular meetings per year, with special meetings called by the President or by a majority of the Directors. If a director misses three (3) meetings in succession their post shall be considered vacant.

Section 4. Vacancies: Whenever a vacancy occurs in the Board of Directors, other than from expiration of term of office, the remaining Directors shall fill the vacancy. The person so chosen shall hold the office until the next annual meeting of the members, at which time the members shall elect a director to fill the vacancy of the remainder of the unexpired term.

Section 5. Notice of Board Meetings: Notice of the regular or special meetings of the Directors shall be mailed to each director at least fifteen (15) days prior to the time of such meeting.

## Article IV

### DUTIES OF OFFICERS

Section 1. Duties of the President: The President shall preside at the meetings of the Association and of the Board Of Directors. He shall exercise general supervision over the affairs of the Association and shall perform the duties which usually and generally pertain to the office of the President.

Section 2. Duties of the Vice President: In the absence of the President, the Vice President shall act in his place with full powers of the President. The Vice President shall automatically succeed to the office of President in the case of death, resignation, removal or inability to serve as the President. The Vice President shall take the office with the understanding he or she will succeed the President at the end of his term with approval and vote of the membership.

Section 3. Duties of the Secretary: The secretary shall record the minutes of the meetings of the members and of the Board Of Directors, shall conduct the correspondence, shall perform such other duties as are usual to said office or are delegated to him by the members of the Board Of Directors. In case of the absence or disability of the Secretary the President may appoint a Secretary Pro tempore.

Section 4. Duties of the Treasurer: The Treasurer shall be the custodian of the Association's funds and shall keep appropriate accounts of all receipts and disbursements of the corporation books. He shall render a complete report at each annual meeting and such interim reports the Board Of Directors shall direct. In case of the absence or disability of the Treasurer the President may appoint a Treasurer Pro tempore.

## Article V

### ELECTION OF DIRECTORS AND OFFICERS

Section 1. Selection: The Nominating committee shall present a slate of officers and Directors to the membership at the annual meeting. This will be in the form of a written ballot. Nominations will then be accepted from the membership and

added to the ballot. Selection shall be determined by counting the ballots and selecting the candidate with the most votes. There will be one vote per membership and the result will be announced immediately.

Section 2. Terms: Directors shall serve for a three (3) year term with a limit of two (2) terms. A former Director shall be eligible to serve on the Board after a period of one (1) year. The President and Vice President shall serve for no more than 2 years in succession, in their respective office. The Secretary and Treasurer shall serve until their successor is elected.

Section 3. Compensation: The Officers and Directors shall act without compensation, but may be reimbursed for any money expended in the performance of official duties.

#### Article VI CORPORATE SEAL

Section 1. The seal of the Association shall contain these words: "Maryland Hereford Association, INC."

#### Article VII COMMITTEES

Section 1. Executive Committee: The executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the ex-officio. The committee shall have power to transact all regular business of the Association during the interim between meetings of the Board, provided any action taken shall not conflict with the policies and expressed wishes of the Board.

Section 2. Standing Committees: The standing committees of this Association shall be executive, advertising, public relations, nominating, trophy, and two sale Committees appointed by the President with the approval of the Board.

Section 3. Special Committees: Special committees may be appointed by the President with the concurrence of the Board Of Directors for such special task as circumstances warrants.

#### Article VIII MEMBERSHIP

Section 1: Qualifications of an Active Member: Any owner, manager or person associated with Hereford Cattle may become a member upon payment of the membership fee and by agreeing to comply with the rules regulations and bylaws of this Association.

• Commercial Cattleman: Any person raising only commercial cattle. • Associate Member: Other persons interested in Hereford cattle and promoting them. • Honorary Membership: Voted by the Board of Directors. • Youth: Any youth who joins the Maryland Junior Hereford Association shall become an affiliate member of the Maryland Hereford Association.

Section 2. Dues: Dues shall be required at the beginning of each fiscal year and shall be in such amount as shall from time to time be set by the Board Of Directors. Dues are payable annually and in advance to the Association at the time of joining. No apportionment of dues will be permitted. Membership shall not be transferable.

Section 3. Vote: An active member upon paying his annual dues has the right of one vote per membership. Any member who has not paid his dues by the annual meeting will lose his right to vote and will be dropped from the rolls.

Section 4. Resignation: A member may withdraw from the Association by giving written notice to the President or the Secretary.

Section 5. Termination of Membership: The membership of any member may be terminated, a) Upon nonpayment of dues. b) Upon 2/3 vote of the entire Board Of Directors finding that a member is not operating in the best interest of the public or in accordance with the bylaws of the Association. c) Been expelled from the American Hereford Association.

Section 6. Indebtedness, Membership Liability: The members of the Association shall not be personally or individually liable for the debts, liabilities or obligations of the corporation.

#### Article IX DUTIES AND RIGHTS OF MEMBERS

Section 1. Any member having grievance or complaint against the Association may appeal to the Board Of Directors or to the members at any regular meeting. No person shall be entitled to a refund of fees, assessments of charges on the termination of his membership except as may be expressly authorized by the Board of Directors.

Section 2. Annual Meeting. The annual meeting of the members of this Association shall be held at the time and place selected by the Board Of Directors.

Section 3. Order of Business. The order of Business at the annual meeting shall be:

1. Call to order.
2. Presentation and approval of minutes of the last annual meeting.
3. Presentation of the Treasurer's report.
4. Election of Directors.
5. Presentation of annual and special committee reports.
6. Unfinished Business.
7. New Business.
8. Election of officers.
9. Announcements.
10. Adjournment.

Section 4. Absentee Voting: Each member of the Association shall have one vote in person and shall not be permitted a vote by proxy unless the Board Of Directors request such action.

Section 5. Quorum: the members present at regularly called meetings for which regular notice has been given shall constitute a quorum.

#### Article XI

Section 1. Finance: No debts or liabilities other than normal expenses of routine administration shall be incurred by or on behalf of the Association, except as specifically authorized by the Board Of Directors.

Section 2. Outside dealing: When the Association from time to time may act to bring buyers and sellers together, neither it nor its Directors or Officers shall assume and responsibility to buyer or seller.

Section 3. Parliamentary Authority: Roberts Rules Of Order Revised, shall be the parliamentary authority of the Association.

#### Article XII

##### FISCAL YEAR

Section 1. The fiscal year of the Association shall commence on the first day of January and shall end on the last day of December.

#### Article XIII

##### DISSOLUTION

Section 1. If dissolution of this Association becomes necessary all assets are to be given to the American Hereford Association for use of Junior Activities.

#### Article XIV

##### AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed by an affirmative vote of the majority of the members present at any annual meeting of the members, of which meeting notice in writing shall have been given, provided that notice of such alteration, amendment or repeal shall be given in detail with the notice of meeting.