

BY-LAWS OF THE KANSAS ANGUS ASSOCIATION

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**BY-LAWS OF THE KANSAS ANGUS ASSOCIATION
EFFECTIVE: 1/25/2002**

ARTICLE I: NAME

The name of this Corporation shall be known as the Kansas Angus Association, Inc.

ARTICLE II: PURPOSE

The purpose of this Corporation is:

- (A) To perform any act deemed advisable for promoting, fostering and encouraging the development and popularity of Aberdeen-Angus cattle in Kansas.
- (B) To encourage the improvement of Aberdeen-Angus cattle in this state.
- (C) To assist in establishing new breeders of both purebred and commercial Aberdeen-Angus cattle.
- (D) To do each and everything deemed necessary, suitable and proper in the judgment of the board of directors for the accomplishment of any of the purposes herein stated, or which shall from time to time be adopted as conducive to or expedient for the interests of the Corporation and members thereof.

ARTICLE III: MEMBERSHIP

Section 1: Persons, firms, partnerships or corporations engaged in the breeding of Aberdeen-Angus cattle and acceptable to the board of directors shall be eligible to membership.

Section 2: Persons, firms, partnerships or corporations not breeding Aberdeen-Angus cattle but interested in the breed and acceptable to the board of directors shall be eligible to associate membership without voting rights.

Section 3: The annual dues of this Corporation for both members and associate members shall be set by the board of directors. FFA and 4-H Club members under the age of 21 may be admitted to membership without cost, but without voting privileges.

Section 4: Every member three months or more in arrears in the payment of dues or assessments shall be dropped from the roll with the membership year beginning with the annual meeting each year.

Section 5: The voting power of the members of this Corporation shall be equal and each member shall have one vote.

ARTICLE IV: GOVERNMENT

The affairs of this Corporation shall be controlled by a board of directors consisting of 17 members.

ARTICLE V: OFFICERS AND DIRECTORS

Section 1: The officers of this Corporation shall consist of a president, vice-president, secretary/fieldman, treasurer, immediate past-president.

Section 2: The president shall:

- (A) Preside at all meetings of the board of directors and all membership meetings.
- (B) Direct the affairs of this Corporation subject to the board of directors.
- (C) Call special meeting of the board of directors when necessary.
- (D) Sign instruments in the name of this Corporation.
- (E) Perform such other duties as are usually performed by the president of a corporation.
- (F) Shall appoint a budgeting and auditing committee composed of the immediate past president (chair), vice president, treasurer and one more member appointed by the president with the only requirement being that they be a Kansas Angus Association member.
- (G) Shall appoint a nominating committee composed of the president, vice president, and the last three past presidents.

Section 3: In the absence of the president, or if for any reason the president is unable or unwilling to perform the duties set above, the vice-president shall act for him and perform his duties.

Section 4: The secretary/fieldman shall:

- (A) Keep a record of the proceedings of all meetings of the board of directors and all membership meetings.
- (B) Keep a record of the membership, giving the names and addresses of all members of this Corporation, showing the status of their membership payment and such other information as may be required by the board of directors.
- (C) Carry on correspondence with members.
- (D) Issue notice of all meetings.
- (E) Perform such other duties as are usually performed by a secretary of a corporation.

Section 5: The treasurer shall have charge of the funds of this Association and of the records pertaining there to with authority to issue the checks of this Association, subject to the direction and controls of the board of directors and shall perform such other duties as may be assigned to him by the board of directors.

- (A) The treasurer shall have the tax returns prepared.

Section 6: The board of directors shall:

- (A) Be the governing body of this Corporation.
- (B) Fill official vacancies occurring during the year.
- (C) Review all expenditures of moneys.
- (D) Interpret the by-laws.
- (E) See that the officers perform their duties properly and that complete and accurate records of this Corporation are prepared and kept.
- (F) See that a statement of the year's accomplishments and the current status of the affairs of this Corporation is made at the annual membership meetings.

ARTICLE VI: COMPENSATION

No officers or directors of this Corporation, except the secretary/fieldman and treasurer shall receive any compensation of his or her services.

ARTICLE VII: MEMBERSHIP MEETINGS

The annual meeting of this Corporation shall be held preceding the annual Kansas Angus Futurity sale, or in the event no annual sale is held, the annual meeting shall be held at the time and place designated by the board of directors. Any and all business may be transacted at such meetings without the necessity of prior notice to the membership as to the business to be transacted. Notice of such annual meetings may be by any form of communication at the address of the members shown by the records of this Corporation, sufficiently in advance of such a meeting to allow for the usual travel time to the place of the meeting. Special membership meetings may be called by the board of directors or at the instance of 10 percent of the membership. The notice of any special meeting shall specify the purpose of the same. Notice of any special meeting except as to its purpose shall be the same as above set forth for the annual meeting.

ARTICLE VIII: DISTRICT MEETINGS

The state of Kansas shall be divided into eight districts as follows.

District 1: Doniphan, Brown, Nemaha, Marshall, Atchison, Jackson, Pottawatomie, Leavenworth, Riley, Wyandotte and Jefferson Counties.

District 2: Johnson, Douglas, Shawnee, Wabaunsee, Geary, Miami, Franklin, Osage, Lyon, Morris, Chase, Linn, Anderson, and Coffey Counties.

District 3: Bourbon, Allen, Woodson, Greenwood, Crawford, Neosho, Wilson, Elk, Cherokee, Labette, Montgomery, and Chautauqua Counties.

District 4: Washington, Republic, Jewell, Smith, Phillips, Clay, Cloud, Mitchell, Osborne, Rooks, Ottawa, and Lincoln Counties.

District 5: Dickinson, Saline, Ellsworth, Russell, Ellis, Marion, McPherson, Rice, Barton, Rush, and Pawnee Counties.

District 6: Butler, Harvey, Sedgwick, Reno, Kingman, Stafford, Pratt, Cowley, Sumner, Harper, Barber, Edwards, Kiowa, and Comanche Counties.

District 7: Norton, Decatur, Rawlins, Cheyenne, Graham, Sheridan, Thomas, Sherman, Trego, Gove, Logan, Wallace, Ness, Lane, Scott, Wichita, Greeley, Hodgeman, Finney, Kearny, and Hamilton Counties.

District 8: Ford, Gray, Haskell, Grant, Stanton, Clark, Meade, Seward, Stevens, and Morton Counties.

Each district shall hold an annual meeting and such special meetings as may be necessary. All meetings shall be called by the president of this Corporation and the director from such district. Notice of meetings shall be the same as the annual membership meeting of this Corporation.

ARTICLE IX: ELECTIONS OF OFFICERS AND DIRECTORS

Section 1: The president and vice-president shall be elected by ballot at the annual membership meeting of this Corporation, such officers to be elected for one year or until their successors have been elected and have qualified; except that the president shall be elected for a one year term only and shall not be eligible to serve two successive terms. The office of secretary/fieldman and treasurer will be hired by the board of directors to serve at the board's pleasure.

Section 2: There will be 14 elected directors of this corporation. Each district shall be represented by a director who shall reside in such district.

Amendment to Article IX section 2 (Amended January 19, 2007) In the circumstance that there are no eligible or willing members in a district with a director vacancy; a member from another district may be elected and serve as a director representing such district.

There shall also be six directors elected at large state wide.

- (A) Directors from their respective districts shall be nominated at their annual district meetings. Each district shall be entitled to one director for a three year term.
- (B) Three of the six at large directors should be primarily commercial breeders and should be representing different areas of the state. In 1971, one is to be elected for a one year term, one for a two year term, and one for a three year term, but from then on, these directors will serve three year terms. The remaining three at large directors should be primarily purebred breeders and must represent different areas of the state. In 1995, all three purebred at large directors are to be elected for a three year term. In 2004 or 2007, there shall be a temporary change of the election term of the purebred at-large directors, with one serving on a one-year term, one a two-year term, and one a three-year term, to stagger term expirations of the three at-large purebred positions.
- (C) Directors may be elected to serve two consecutive full terms. If a director is appointed to fill a director vacancy, that director would be eligible for two additional terms. They shall be both nominated and elected at the annual state meeting by majority.

Directors shall be elected at the annual state meeting by majority vote and additional nominations for directors from their respective districts may be made at such annual meeting. All nominated candidates must have given their prior approval before being placed on a ballot.

Section 3: All members of the board of directors must be members in good standing of the Kansas Angus Association, Inc., at the conclusion of the membership drive. Any director not a member by that time will be dropped and the board of directors will appoint a member to fill this position. Every member three months or more in arrears in the payment of dues or assessments shall be dropped from the roll, with the membership year beginning with the annual meeting each year.

ARTICLE X: QUORUM

Section 1: Twenty-five members shall constitute a quorum at any regular or special membership meeting.

Section 2: Seven officers and directors shall constitute a quorum for business of the board of directors. Majority of members present at each district shall constitute a quorum for the nomination of a director at each annual district meeting in which a director is to be nominated.

ARTICLE XI: VACANCIES IN OFFICE

Vacancies in office of any officer may be filled by action of the board of directors, but such appointee shall hold office only until the next succeeding annual membership meeting.

Vacancies in the office of directorship shall be filled by action of the board of directors and that appointee shall serve the remainder of that term, and be eligible for re-election subject to the two term limitation.

ARTICLE XII: NOTICE OF MEETING OF BOARD OF DIRECTORS

Section 1: Meeting of the board of directors may be called by the president, or in his absence, by the vice-president, or by any five members of the board of directors. Notice of meetings will be informal and by any means of communication to the residence address, with sufficient time to enable the officers and directors to be present at the time and place of such meeting by usual methods of travel from the place of residence to the place of the meeting.

Section 2: The board of directors shall hold at least four meetings during the year, at least one held each quarter.

ARTICLE XIII: COMMITTEES

Section 1: The president shall immediately after the annual membership meeting and election of officers, appoint an executive committee consisting of the president, vice-president, secretary/fieldman, treasurer, and two directors. Said executive committee shall act upon all emergency matters of any question referred to them for decision.

ARTICLE XIV: TRANSACTION OF BUSINESS AT MEETINGS

All business not in conflict with the article of incorporation or by-laws of this Corporation may be transacted at any general membership, district, board of directors, executive committee or any special meeting. A majority vote at such meetings shall define the action of such meeting.

ARTICLE XV: DEBTS AND OBLIGATIONS

No member of this Corporation as such shall contract any debts or obligations in the name of this Corporation, and no officer of this Corporation shall incur any liabilities in the name of this Corporation without authorization of the board of directors except in the ordinary course of business of this Corporation; and no member of this Corporation shall be or become liable for any debts or obligations of this Corporation which may be incurred or suffered in due course of the business of this Corporation.

ARTICLE XVI: CONTROL OF MEMBERSHIP

In event of written complaint of any member charging that some other member or members are, in the opinion of such reporting member, of such conduct that such membership is prejudicial to the best interest of this Corporation, and its objects and purposes, the board of directors shall have the authority to investigate the facts and circumstances of each particular case, and to suspend or expel such member if such action is deemed advisable in the exercise of its discretion, but in such event any expelled member may be reinstated at any annual or special meeting of the membership, to be decided by vote of the membership at such meeting. Neither this Corporation, nor any director or reporting member shall be liable to any person for the exercise of its or his discretion in this regard, these provisions for the control of membership being deemed necessary in the exercise of precaution and being a condition applicable to all members and membership.

ARTICLE XVII: RULES AND REGULATIONS

The board of directors shall have the power at any regular or special meeting of the board, to prescribe rules and regulations for the government of the affairs of this Corporation not in conflict with the articles of incorporation or by-laws of this Corporation.

ARTICLE XVIII: AMENDMENTS

The board of directors shall have authority to adopt and wholly or partially repeal the by-laws of this Corporation at any regular or special meeting, subject only to the rights of members to amend, alter, or repeal such or any other by-laws of this Corporation at any regular or special meeting of members, but any such amendment, alteration, or repeal by members shall not affect past transactions or then existing obligations of this Corporation there to fore authorized or permitted.

ARTICLE XIX: ORDER OF BUSINESS

The order of business of meetings of officers and committees may be such as is deemed advisable at such meetings; and the order of business at annual or special membership meetings may likewise be such as is deemed appropriate by the board of directors or the person authorized by the board to conduct such meetings. The following order of business being inserted herein as suggestive and a matter of convenience only:

1. Meeting call to order
2. Roll call
3. Reading and approval of minutes of preceding meeting
4. Report of secretary
5. Report of treasurer
6. Report of committees and other reports
7. Election of officers
8. Unfinished business
9. New business