

BYLAWS OF GEORGIA HEREFORD ASSOCIATION INCORPORATED

ARTICLE 1 - NAME AND LOCATIONS

Section 1: The name of the Corporation is Georgia HEREFORD Association, Incorporated.

Section 2: Its principle office shall be in Wheeler County, Georgia.

Section 3: The address of the Secretary-Treasurer and/or President shall serve as branch offices for the transaction of business.

ARTICLE 2 - OBJECTIVES AND PURPOSES

The objective and purposes of this Association shall be:

- (a) To promote the interests of Georgia registered HEREFORD breeders.
- (b) To promote the interests of Georgia commercial HEREFORD breeders.
- (c) To improve marketing of HEREFORDS by means of private treaty sales and public auctions.
- (d) To cooperate with other HEREFORD associations and groups with similar objectives and purposes. This shall include cooperation with governmental agencies and educational institutions in programs designed to encourage or assist in developing better beef-type cattle, development or improvement of pasture lands, etc.
- (e) To bind Georgia HEREFORD breeders into a harmonious groups for achievement of common goals and objectives.

ARTICLE 3 - MEMBERSHIP

Section 1: Active Members

- (a) Any reliable person, firm or corporation in the State of Georgia who is actively engaged in the production of registered HEREFORDS is eligible to become an active member of this association and be entitled to all the benefits and privileges of membership.
- (b) Any reliable person, firm, or corporation in the State of Georgia who is actively engaged in the production of commercial HEREFORDS is eligible to become an active member of this Association and be entitled to all the benefits and privileges of membership except that of voting and serving as director.

Section 2: Association Members

Any reliable person, firm or organization whose cattle are located outside of the State of Georgia and who is actively engaged in the production of registered or commercial HEREFORDS is eligible to become an associate member of this Association. Associate members have all privileges except those of voting and holding office and pay the same dues as active members.

Section 3: In regard to all cattle sold in Association sales, members shall abide by the guarantees that govern said sales and stated under terms and guarantees in the catalogs of same. Should any buyer feel after ample notice that any member has not so complied, he may file a formal written complaint with the Secretary of the Association. Said complaint shall then be brought to the attention of the President of the Georgia HEREFORD Association. The following procedure shall then be followed:

- (a) The President shall appoint a committee of three (3) directors to investigate the complaint.

- (b) The committee shall investigate the complaint and report its findings to the President.
- (c) If there are sufficient grounds to proceed, the President shall at the next Board meeting bring the matter to the entire Board giving both complaint and seller the right to present his evidence.
- (d) If the seller is found to have failed to comply with the terms of same, the Board shall expel him from membership in the Georgia HEREFORD Association.

ARTICLE 4 - MEETINGS

Section 1: Annual membership meetings shall be held the first Friday, in April at a place designated by the President. There shall be a ten (10) day written notice to all members stating date, time and place.

At the election of the Board of Directors or Executive Committee, the annual meeting maybe moved forward or backwards as much as forty-five (45) days.

Section 2: Special membership meetings may be called by the President, a majority of the Executive Committee or any ten (10) members upon written notice of ten (10) day to all members stating date, time and place. Notice shall contain a listing of all matters to be acted upon.

Section 3: All active members shall have one vote per membership at any membership meeting. Quorum shall be those present at the meeting. Any member may send his manager to vote his membership. There shall be no voting by proxy.

ARTICLE 5 - DUES

Section 1: Rates

- (a) Dues shall be \$35.00 per year for active registered members and for associate members.
- (b) Dues shall be \$20.00 per year for active commercial members.

Section 2: Dues cover the period from July 1 through June 30 of each year. Any member not paying dues for new year by August 1st shall be automatically suspended until payment of same.

ARTICLE 6 - SEAL

The association shall have a corporate seal, circular in shape. Within the outer circle shall appear the words and figures "Georgia HEREFORD Association, Incorporated, 1954" and within the circle the words "Corporate Seal."

ARTICLE 7 - DIRECTORS AND OFFICERS

Section 1: Directors

- (a) The government and power of the Association shall be vested in a Board of Directors which shall consist of twelve (12) active registered members.
- (b) Procedure for Election
 - (1) Sixty (60) days prior to the election all active registered members shall be notified of the impending election and the procedure for running for office.
 - (2) At least forty-five (45) days prior to the election, candidates for director should submit their intention to run in writing to the Secretary for inclusion on the printed ballots.
 - (3) Thirty (30) days prior to the election the Secretary shall mail to each active registered member, a ballot for voting on directors. The procedure for voting shall be as follows: the ballot shall be marked and placed in a plain envelope which shall be enclosed in an envelope which shall carry the signature of the

member. These ballots enclosed in two envelopes should then be returned to the Association office.

- (4) All ballots shall arrive at the Association office one day prior to the election and shall be taken by the Secretary to the Annual meeting, removed from their outer envelopes at said meeting, and deposited in the ballot box. Should someone attend the annual meeting and wish to retrieve his mailed ballot, he may do so prior to their deposit in the election box.
 - (5) Nominations may be made from the floor; however, these names will not appear on the ballot and must be written in by the members who desire to vote for them.
- (c) The term of office of Directors shall be three (3) years with the following exceptions:
- (1) Of the Directors elected July 31, 1968, four (4) shall serve until the annual meeting 1969; four (4) shall serve until the annual meeting 1970, and four (4) shall serve until the annual meeting 1971.
 - (2) Any vacancy occurring during the year may be filled by the other Directors until the next annual meeting of the membership.
 - (3) Directors are expected to attend all duly called Board of Directors meetings. Any Director missing more than two consecutive meetings for reasons other than illness will be considered inactive. The directorship held by an inactive Director may be declared vacant by the other Directors and the vacancy filled as specified above (Section 1, (c) (2)).
- (d) Seven (7) members of the Board shall constitute a quorum.
- (e) The annual meeting of the Board of Directors shall be held immediately following the annual membership at such time and place as may be designated by the President.
- (f) The Secretary-Treasurer shall notify the Directors in writing ten (10) days prior to the meeting which notice shall state the time and place of the meeting.
- (g) Special meeting of the Board of Directors may be called for any time by the President or by any three (3) Directors by giving ten (10) days notice in writing by mail to each Director, such notice shall state the time and place of the meeting and the nature of the business proposed to be transacted at such meeting.

Section 2: Officers

The Officers of this Association shall be a President, one or more Vice Presidents, As the Board of Directors may determine, a Secretary and a Treasurer and one or more assistant Secretaries and assistance Treasurers, as may be determined by the Board of Directors. All officers shall be elected for a period of one (1) year and when elected shall serve until the next annual meeting of the Board of Directors and until their successors are elected and qualified. Secretary-Treasurer can be one person if so desired by the Board of Directors.

- (a) The President shall preside at all meetings of the Association and shall be Chief Executive Officer thereof, shall be an ex officio member of all Committees. He shall direct the business and affairs of the Association subject, however, to the control and direction of the Board of Directors.
- (b) The Vice President shall assume and perform all of the duties of the President when the latter is absent or for any reason unable to act.
- (c) The Secretary-Treasurer shall keep and preserve the Minutes of all meeting of the Association and/or standing Committees. He shall keep and preserve all books and records of the Association and be the custodian of its funds. He shall be responsible for the collection of dues and other charges or indebtedness due the Association by members thereof. He shall have authority to pay out funds by the Association against

any bank account that may be established by the Association for the payment of any just indebtedness or proper expenditures after such bills have been approved by the President or Vice President. He shall render a full and detailed report of the finances of the Association to each regular meeting of the Directors and shall keep his records at all times complete and open to inspection by any member of the Association. At each annual meeting he shall give a complete and clear report to be made a part of the Minutes of the meeting showing the Association's activities during the year, including a financial statement showing receipts and expenditures and the financial condition of the Association. He shall be bonded - the premium paid by the Association.

Section 3: Executive Committee

An executive committee may be formed from year to year upon approval of the Board of Directors. Should an executive committee be formed by the Board of Directors, it shall be done as follows:

- (a) The Executive Committee shall consist of five (5) members. The President, Vice President, Secretary-Treasurer, plus two (2) members of the Board elected by the Board of Directors.
- (b) When the Board of Directors of the Association is not in session, the government and Power of the Association shall be vested in the Executive Committee.
- (c) Three (3) members of the Executive Committee shall constitute a quorum and Minutes of their meetings shall be kept in a book provided for that purpose and the actions of said Executive Committee as shown by the Minutes shall be subject to the approval of the Board of Directors at their meeting following action or actions of the Executive Committee.

Section 4: Committee

- (a) The following committee shall be standing committees. These committees are appointed by the President with the approval of the Board.
 - (1) Sales Committee:
Shall be composed of five (5) members minimum with three (3) members being Board of Directors. Duties of this committee shall be to plan and conduct sales of cattle for members of the Association. The committee has the authority to set rules and regulations for such sales with the Board of Directors retaining review and approval authority.
 - (2) Finance/Audit Committee:
Shall consist of four (4) Board members minimum. They shall review the financial status of the Association at least annually. They shall propose each year a budget to the Board of Directors listing expected income and expenditures that exceed \$200 which are not covered in the approved budget.
 - (3) Junior Liaison Committee:
Shall be composed of adult association members, one of which shall be a Board member. Members of the committee shall work with the Georgia Junior Association as advisors and adult leaders. The Board member shall keep the Board of Directors informed of the junior activities and their plans to the Board may assist the juniors in an appropriate and timely manner.
- (b) Ad Hoc Committees, work groups and task forces may be appointed by the President and/or Board from time to time as the need arises. These committees shall be given specific duties and responsibilities including a time schedule for completion of their assigned task.

ARTICLE 8 - SALES

Section 1: Sales conducted by the Association shall be under the management of the Sales Committee; provided that the Executive Committee with the advice of Sale Committee may, if it deems best, select or employ a special manager to manage such sales or any particular sale.

Section 2: The entry fees and commissions shall e determined for each sale by the Sale Committee, and a notice of same sent to each member of the Association.

Section 3: The Sales Committee shall set the rules and regulations regarding each sale conducted by the Association.

ARTICLE 9 - AMENDMENTS

These Bylaws may be amended by the vote of a majority at any regular or special meeting of the Directors of the Association, provided that said amendment shall be approved at the next meeting of the membership, with notice of amendment being sent to each member ten (10) days prior to meeting. Said amendments shall go into effect only after being approved by the membership.

Revised June of 2001