

# AGA BYLAWS



American Gelbvieh Association  
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## **ARTICLE I**

### **The Association**

#### **A. Name**

The association shall be named the American Gelbvieh Association and shall use both the name and the initials "AGA" in connection with Association business and may herein be referred to as "AGA" or "The Association".

#### **B. Place**

The territory in which the American Gelbvieh Association will conduct its business is not limited by geographical boundaries and will be subject only to the limitations imposed by the laws of the territories within which American Gelbvieh Association business is conducted and by these Bylaws and Rules enacted by the American Gelbvieh Association.

#### **C. Principal Office**

The principal office of the American Gelbvieh Association will be at the location designated by the Board of Directors.

#### **D. The Breed**

The Gelbvieh cattle breed is defined as those cattle originating in and from Germany registered by the German Gelbvieh Association and those cattle located in the United States of America and elsewhere, whose origin is derived in whole or part from the German Gelbvieh cattle and recognized by the American Gelbvieh Association as being Gelbvieh by the recordation of the cattle in its official herd books.

#### **E. Purpose**

In addition to those specific corporate purposes set forth in the Certificate of Incorporation of the Association, the purpose of the AMERICAN GELBVIEH ASSOCIATION is to promote, improve, record and register the GELBVIEH breed of cattle, cattle containing Gelbvieh genetics, hybrid cattle and cattle of other breeds through a non-profit, membership

corporation composed of cattle breeders and

others who individually share a similar purpose.

It is the further purpose of the Association to provide both group and individual services to members of the Association and others who breed and improve cattle by using progressive recordation, performance, registration, promotion and marketing, and who participate in Association programs and meet other Association requirements.

A further purpose of the Association is to establish rules and policies for the recordation and registration of GELBVIEH, Gelbvieh-cross, hybrid and other cattle and to establish rules and policies for the acquiring, compilation and processing of performance information on cattle in such a manner as will establish and maintain a "Herd Book" and "data base" of the highest integrity.

A further purpose of the Association is to acquire, develop, maintain and disseminate pedigree, breeding carcass, marketing, health, performance and other data on cattle owned by its members and others and to process, maintain and distribute such data to the membership, the general public and others as determined beneficial to the Association.

It is not the purpose of the Association to compete commercially or otherwise with individuals, partnerships, or corporations who are owners of cattle recorded and registered with the AMERICAN GELBVIEH ASSOCIATION; therefore, the Association will not own registered cattle or semen except as gifts to be offered for sale in connection with Association activities.

#### **F. The Seal**

The Seal, an impression of which is shown below, is the official seal of the American Gelbvieh Association.

Official Seal

**ARTICLE II**  
**Membership in the American Gelbvieh**  
**Association**

**A. Rules Governing Membership**

1. Each application for membership or renewal thereof must be submitted to the Executive Director of the Association in the manner and along with the forms and fees approved by the Board of Directors which may include electronic submissions and signatures.

2. The Board of Directors shall have the power to accept or reject applications for membership, fix membership fees, and establish rules and regulations governing the rights and privileges of each class of membership, consistent with the provisions of these Bylaws. Notwithstanding the foregoing, the membership roll shall be frozen for the purposes of voting or running for office for a period of 60 days prior to the annual meeting or any special meeting of the members and no new members whose applications are received during this period shall be entitled to vote or run for office at such meeting.

**B. Membership, Recordation,**  
**Registration**  
**Fees and Other Costs**

The Membership Fees, Recordation and Registration Fees, and other costs or assessments, shall be paid to the Association, in such form, amounts, and at such times as shall be determined by the Board of Directors.

**C. Membership Classification**

1. **Active Members** shall be individuals or entities interested in the promotion, development, improvement, and recordation of the Gelbvieh breed of cattle, who have been accepted for membership and paid the membership fees, as established by the Board of Directors, and are in good standing with the Association. Benefits of active memberships will apply to the estate of a deceased individual active member for one year after death, which period may

be extended by the Board of Directors. In the event an individual member is survived by a spouse, the active membership will continue without interruption. An active member will have the right to vote on all Association business subject to membership vote, hold office, attend meetings, participate in Association activities, and register Gelbvieh cattle at active member rates.

2. **Associate Members** are non-voting members who have been accepted for membership and are interested in the advancement of Gelbvieh cattle and the Association. Associate members may not hold elective or appointive office or register cattle at the rates established for the active members. An associate member may participate in all other activities of the Association. An Associate member may attain the status of active membership by paying the difference between associate and active membership fees.

3. **Junior Members** shall be those members of good standing in the American Gelbvieh Junior Association (AGJA), the Junior division of the American Gelbvieh Association, who have not reached their 22<sup>nd</sup> birthday prior to January 1 of the calendar year. Junior members shall become ineligible for Junior membership on January 1 of the year following their 22<sup>nd</sup> birthday and may no longer hold office or participate in AGJA activities, provided, however, that any member elected to AGJA office prior to becoming ineligible, may serve the remainder of his or her term. A Junior member may not vote on AGA matters or hold an AGA office, but may participate in all other Association activities.

Junior members who become ineligible for Junior membership must convert to active membership in order to continue using membership services at the active membership rates. They may do so upon payment of the difference between Junior and active membership fees.

The Board of Directors of the Association shall develop Rules and Policies for the establishment and operation of the American Gelbvieh Junior Association.

4. Charter Members shall be limited to the first twenty-five applicants for active membership who paid the prescribed \$500.00 membership fee. Charter members shall have the right to vote on all Association business, hold office, attend meetings and participate in Association activities. Charter memberships shall not be subject to an annual renewal fee.

5. Life Members shall be limited to those applicants for active membership who paid the prescribed \$100.00 membership fee and became members prior to May 1, 1980. Life members shall not be required to pay an annual renewal fee but may do so on a voluntary basis.

6. Non-Members are any individual or entity that is not a member of the Association, and that does business with the Association by submitting an application for the registration or transfer of an animal, application for membership in the Association, or who conducts other business with the Association or its members. By doing business with the Association, Non-Members shall be deemed to have subjected themselves to the Bylaws, Rules and Policies of the Association.

#### **D. Privileges and Responsibilities of Members and Non-Members of the Association**

1. Voting Rights. Payment of one active membership fee entitles the holder to one vote at American Gelbvieh Association meetings providing the individual or entity member has been an active member in good standing for at least sixty (60) days prior to the annual or special meeting. Entity active members must select and specify to the Executive Director in writing an authorized representative to vote on behalf of the entity at all Association meetings. The authorized representative must be an officer, director, stockholder, partner, member, employee or legally appointed representative of the entity in order to be designated the authorized representative. Any change to the authorized representative must be submitted to the

Executive Director in writing, and must be on file for at least sixty (60) days before the new authorized representative will be eligible to vote at any annual or special membership meeting.

2. Membership Name and Herd Prefix. Payment of one active membership fee entitles the holder to the use of one membership name and to one permanent breeder herd prefix for recording and registering Gelbvieh cattle.

A herd prefix may be reassigned to another member only with the approval of the Board of Directors.

3. Transfer of Membership and Change of Membership Name. A membership may only be transferred or renamed with the approval of the Board of Directors. Any request to transfer or rename a membership must be submitted to the Executive Director in writing along with any applicable fee set by the Board of Directors.

4. Neglect, Refusal or Inability to Sign Application for Registration or Transfer. In the case of persistent neglect or unreasonable refusal of the owner or breeder of an animal to sign an application for registry or transfer, or other circumstance wherein such action is warranted, as determined by the Executive Director, upon satisfactory evidence being submitted to the Executive Director, he or she may set the matter for hearing before the Executive Committee. The Executive Director shall cause notice to be mailed by certified mail, postage prepaid, at least fifteen (15) days prior to the scheduled hearing, to the owner or breeder, at his or her last known address as reflected in the records of the Association, that a hearing is being scheduled before the Executive Committee concerning such matter and that he or she may appear if they so desire and show cause why said animal should not be registered or transferred at the direction of the Board of Directors, without the signature of the owner or breeder, or both.

Following such hearing, the Executive Committee shall issue an order regarding

the issuance of the registration certificate, transfer, or other action taken.

The Executive Director shall have authority to transfer the registration of an animal without the signature of the owner or breeder in instances in which, upon satisfactory proof, legal title to a registered animal has been transferred to another person (i) by reason of death of the recorded owner, (ii) by reason of foreclosure of any lien, (iii) by decree of Court, or (iv) otherwise by operation of law.

**5. Availability of Records.** The Association has the legal right to use and publish all pertinent data on file related to animals registered by the Association as deemed necessary or proper by the Board of Directors.

**6. Limitation.** Any member or members of the Association involved in a contract dispute or the like may not expect the Association to resolve the dispute as it shall not be the duty or obligation of this Association to enforce any contract or agreement between buyers and sellers other than the furnishing of proper certificates of registry, transfer of ownership, or of the breeding records relating to such cattle or their progeny.

**7. General Rights of Members.** All members within each classification of memberships shall have equal rights, interests, and responsibilities with respect to the Association.

**8. General Duties of Members and Non-Members.** All members and non-members availing themselves of the rights, privileges, and services of the Association have a general obligation to conduct any Association activity so as to further the breed and the Association. All members and non-members shall have the duty to comply with these Bylaws and the Rules and Policies of the Association as amended from time to time and agree to obey and be bound by the Articles of Incorporation, Bylaws, Rules, Policies, and decisions or actions of the Association as set forth by the Board of Directors, Executive Committee, Officers, and Executive Director to promptly respond to all Association letters and inquiries; to pay fees

assessed in a timely manner; and to notify the Association immediately of problems encountered which might adversely affect the Association or the Gelbvieh breed.

**9. Financial Obligation to the Association.** The Executive Director of the Association, with the approval of the Executive Committee, may deny privileges or suspend the status of any member or non-member for failure to pay when due any obligation owed to the Association or for rendering in payment a worthless check for any services, fees, or other charges provided by the Association. Prior to submitting such proposed denial or suspension to the Executive Committee, the Executive Director shall cause written notice of the amount due, the nature of the charges, and the intent to suspend or withhold to be mailed to such member or non-member, by certified mail, postage prepaid, at least fifteen (15) days prior to submitting said charges to the Executive Committee. If the Executive Committee approves the suspension or denial of privileges, the member or non-member may appeal to the Board of Directors pursuant to the Procedure set forth in Article III, herein. The Association may publish the name of any member or non-member suspended under this provision if the action is not appealed or, if appealed, upheld by the Board of Directors. Any suspension or denial of privileges under this section shall terminate upon payment of the amount due to the Association.

**10. Jurisdiction and Attorney's Fees.** Although the right or privilege of a member or non-member to seek judicial review of Association decisions or actions is recognized, that member, by joining the Association, or non-member, by purchasing animals registered with the Association, submitting applications for membership, registration, or transfer, or conducting other business with the Association, does thereby agree, if unsuccessful in the attempt to overturn Association decisions, actions, Rules or Bylaws, to reimburse the Association for its reasonable attorney fees, court costs, and other expenses in defense of such suit, and no suit or other action shall be

brought against the Association in any manner in any other court or forum.

Every applicant for membership, every member and every non-member shall be confined in any action at law or in equity against this Association to the jurisdiction of the courts, federal or state, within which the principal place of business of the Association is situated, which is currently Lincoln, Lancaster County, Nebraska.

11. Absentee Ballot. The Board of Directors shall establish a procedure for members who do not attend an annual or special membership meeting to vote by mail by absentee ballot in the annual election of directors.

### **ARTICLE III**

**Hearings and Appeals Concerning  
Membership Applications, Disciplinary  
Actions, Registrations, Transfers, and  
Other Matters**

#### **A. General**

The Association recognizes the importance to its members and other persons who enjoy its benefits and privileges of providing fair procedures in connection with the orderly and expeditious conduct of hearings and appeals.

#### **B. Membership Applications**

Any entity person whose application for membership in the Association is questioned by the Board of Directors of the Association shall be entitled to a hearing before the Board. When questions regarding an application for membership in the Association can not be resolved in an informal manner, the Board of Directors shall hold a hearing in accordance with the rules set forth in Section F, after written notice of the hearing has been given to the applicant. Such written notice shall be deemed delivered if mailed by United States mail, first class, postage prepaid, to the applicant at his or her address reflected on the application, at least 30 days before the date of the hearing. The

decision of the Board of Directors following the hearing shall be final.

#### **C. Disciplinary Actions**

Any member or other person who violates the Rules or Bylaws of the Association or impairs the reliability of the records of the Association, or who offers to the Association for registration or transfer any animal known by such member or person not to be eligible for such registration or transfer, or who knowingly misrepresents to the Association any material fact as to the sex, date of birth, age, description, weight, performance, ancestry or identity of the animal, or who deceives or wrongs the Association or another person in any matter in which the Association has an interest may, if he or she is a member, be censured, suspended or expelled, and denied any or all of the privileges of the Association, or, if he or she is not a member, be denied any or all of the privileges of the Association, after notice and an opportunity to be heard, as hereinafter provided. Upon issuance of a notice as required by Section E hereof, specifying the charges against a member or non-member, the Executive Director may temporarily suspend the member's or non-member's Association privileges pending a hearing and decision, but only if the Executive Director finds that such suspension is necessary for the protection of third parties or of the Association's purpose and good name. Notice of such temporary suspension shall be given to the charged person.

#### **D. Registrations and Transfers**

If, in the opinion of the Executive Director, evidence is produced or exists that raises reasonable doubt as to the propriety of the registration or transfer of an animal, the proceedings or records of the Association with respect to such animal and its descendants may be temporarily suspended by the Executive Director pending a hearing before the Executive Committee. After notice and opportunity to be heard as hereinafter provided, the Executive Committee may deny any application for registration or transfer or may expunge any exiting registration or transfer found to be

improper, or take such other steps as the nature of the case may require.

### **E. Notice**

Notices shall be in writing and shall be issued by the Executive Director. The notice shall specify the alleged cause for the proposed censure, suspension or expulsion of a member, or the denial of privileges to a member or a non-member, or the alleged doubt as to the propriety of the registration or transfer of an animal, and inform the concerned or accused member or non-member and any person appearing from the records of the Association to have an interest in the registration or transfer of an animal, of the time and place and the body before which a hearing on the matter will be held. Such notices shall be deemed delivered if mailed by United States mail, first class, postage prepaid, to the person entitled to notice at his or her address, as reflected by the records of the Association, at least 30 days before the day of the hearing.

### **F. Hearings**

Hearings shall be conducted by the Executive Committee. In all hearings required under these Bylaws, the following shall apply:

A quorum shall be required for a hearing panel to convene and a quorum shall exist when a majority of the eligible members of the Executive Committee or Board of Directors, as the case may be, is present at the hearing.

Any person interested may appear in person or by counsel and may offer testimony and other evidence and produce witnesses.

All oral testimony, documents, affidavits, and physical exhibits that are relevant, material, and have probative force, not being unduly repetitious, may be admissible and the Executive Committee shall determine the admissibility of such offered evidence and the weight to be accorded to the evidence admitted. The common law or statutory rules of evidence shall not

apply at the hearing. The members of the Executive Committee shall designate one of their number to serve as presiding officer at the hearing to rule on all motions, objections and other questions.

As promptly as reasonable and practicable after the conclusion of the hearing, the Executive Committee shall render a written decision based upon all evidence presented to it at the hearing. A majority vote of the members of the Executive Committee participating shall be required on any decision. A copy of the written decision shall be sent to each person who was entitled to notice of the hearing in the manner provided for the giving of such notice.

Should the person charged be a member of the Board of Directors, his or her duties as a member of the Board of Directors shall be suspended for the purposes of the hearing and any subsequent appeal, and, if the person charged is a member of the Executive Committee, the Board of Directors shall select a person to fill the charged officer's obligations and sit upon the Executive Committee for the purpose of hearing the evidence presented and arriving upon a decision based on such evidence. If the decision is favorable to the person charged, the charged member will be reinstated in his or her position immediately following the decision.

### **G. Appeals**

Any interested person affected by a hearing decision of the Executive Committee or any member of the Board of Directors may, by a notice in writing signed by him and received at the principal office of the Association not more than 30 days after a copy of the decision has been sent to such person, appeal the decision of the Executive Committee to the Board of Directors. In all appeals the following shall apply:

The Executive Director shall transmit to the Board of Directors the transcript of the proceedings before the Executive Committee, including its decision thereon.

At the direction of the member of the Board of Directors who will preside over the hearing of an appeal, the Executive Director shall give notice in writing in the manner provided for the giving of notice of a hearing to each person who was given notice of the Executive Committee hearing, which notice shall specify the time, not sooner than thirty (30) days after the giving of such notice, and the place where the Board of Directors will hear the appeal.

Any person having an interest in the appeal may appear in person or by counsel, but the decision of the Board of Directors on the appeal shall be based solely upon a review of the transcript of the proceedings and evidence presented to the Executive Committee and arguments made on appeal.

No member of the Executive Committee, unless a party to the appeal, shall participate in any way at the appeal hearing. The Executive director shall not be considered a member of the Board of Directors for purposes of appeals under this Section G.

As promptly as reasonable and practicable after the conclusion of the hearing on the appeal, the Board of Directors shall decide the matter, with power and discretion to affirm, reverse or revise the Executive Committee decision, or to remand for a rehearing of the matter. The decision of the Board of Directors shall be in writing. A majority vote of the members of the Board of Directors participating shall be required on any decision. The Executive Director shall promptly send a copy of the Board's written decision to each person having an interest in the appeal in the manner provided for the giving of notice of the hearing of the appeal. The decision of the Board of Directors, or that of the Executive Committee if no appeal is made, shall be the final decision of the Association and may be published in the Association's official publication.

#### **H. Miscellaneous**

Every decision of the Executive Committee shall stand as the decision of the Board of Directors until reversed or revised or otherwise ordered by the

Board of Directors. The Executive Committee may restore privileges including membership to any person who had been denied such privileges, upon application and satisfactory showing by such person that restoration of privileges is warranted.

The sole official record of the proceedings before the Executive Committee or the Board of Directors shall be that produced in a manner approved by the Board of Directors. Copies of the transcript of the hearing shall be made available to any person having an interest in the proceedings upon payment to the Association, in advance, of the reasonable cost thereof.

Hearings for purposes other than those specified in this Article may be held as the Executive Committee or Board of Directors may, from time to time, determine.

The Executive Committee and Board of Directors shall have the sole and exclusive right to interpret and apply the provisions of this section.

### **ARTICLE IV Board of Directors**

#### **A. Duties of Board of Directors in General**

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such Rules and Policies not contrary to law, the Articles of Incorporation, or these Bylaws as they may deem expedient concerning the conduct, management and activities of the Association, the fixing and collecting of dues and fees or other necessary assessments, rules regarding registration and recordation, the expenditure of money, the auditing of books and records, the awarding of performance and progeny test awards, the Rules and Policies pertaining to the American Gelbvieh Junior Association, and other details relating to the general purposes of the Association.

#### **B. Number of Directors**



The Association shall be managed by a Board of fifteen (15) Directors consisting only of active members in good standing with the Association; provided, however, that in the event a President is elected who is not a current director, the number of directors may be increased to sixteen (16) members during the term of the said President.

The number of directors may be changed by an ordinary resolution at a meeting of the Board of Directors and subsequent approval at an Annual or Special Membership Meeting.

### **C. Term of Office**

The term of office for all directors shall be three (3) years. A Director shall serve no more than two (2) consecutive three (3) year terms. He or she shall again be eligible for re-election after one (1) year's absence.

As a term of each of these directors expires, a successor shall be elected who shall serve for three years or until his or her successor is elected and qualified, unless his or her term is terminated by his or her earlier removal or resignation.

### **D. Geographical Location of Directors**

No State shall have more than three (3) directors at any time on the Board. If any State shall have three (3) directors serving on the Board, no further residents of said State shall be nominated for Board vacancies until the end of the term of one or more directors serving from said State. In the event more nominees from any State are nominated that can serve by reason of the three (3) director limit, the nominee or nominees receiving the most ballots shall be elected until the limit is reached.

### **E. Election and Appointment of Officers**

The directors shall elect a vice president, secretary, and treasurer from their own number and shall also elect a president, who may or may not be a member of the Board of Directors, whose terms of office shall expire at the next

annual meeting after his or her successor has been duly elected and has qualified. The President shall have full voting rights on the Board of Directors.

The directors may appoint additional officers as needed by the Association, provided there is no duplication or conflict with appointments made by the President.

### **F. Vacancies**

The Board of Directors may fill any vacancies on the Board to serve until the next annual election at which time said vacancy shall be filled by election for the unexpired term. The Board of Directors may fill any vacancies of elected or appointed officers for the unexpired portion of their terms.

### **G. Absence of Directors**

The Board of Directors may declare a vacancy in the office of any director who is absent for a period of one (1) year or more from duly called Board meetings, without just cause as shall be determined by the Board. Prior to declaring the vacancy, the Board of Directors shall cause the Executive Director to provide at least thirty (30) days notice by certified mail to the absent director that his or her office shall be declared vacant unless he or she shows cause at a hearing before the Board of Directors why his or her office should not be declared vacant. Upon a determination that said office should be declared vacant, the Board of Directors shall fill the vacancy in the same manner as in Section F of this Article IV.

## **ARTICLE V Officers**

### **A. The President**

The President shall be the chief executive officer of the Association. The President shall preside at all regular and special meetings of the membership, the Board of Directors, and the Executive Committee, and act as Chair of the Board of Directors. The President shall issue the call for regular and special board

meetings. He or she may appoint any special officers with approval of the Board of the Directors. He or she shall serve as chair of the Executive Committee and shall be an ex officio member of every other standing or temporary committee. The President shall sign contracts and other instruments of writing binding the Association in amounts as set by the Board of Directors, and subject always to the direction of the Board of Directors, shall exercise such authority and perform such duties as the Board of Directors may from time to time prescribe. The President shall be responsible for appointing members to all standing and any special committees he or she deems necessary.

### **B. The Vice President**

The Vice President shall perform the duties of the President in his or her absence or on special request of the President.

The Vice President shall serve as liaison on behalf of the Board of Directors with all standing and temporary committees, except the Executive Committee and the Finance Committee.

The Vice President shall be further responsible for coordinating the activities of the committees with the AGA staff and Board of Directors and reporting to the Board of Directors of the meetings and activities of the committees.

### **C. The Secretary**

The Secretary shall be responsible for notifying the Board of Directors of any special and regular board meetings and shall keep the minutes of the Board of Directors, Executive Committee and Membership meetings in the Minute Book. The Secretary shall also perform other such duties as prescribed by the President.

### **D. The Treasurer**

The Treasurer shall oversee the financial affairs of the Association under the direction and with the approval of the

Board of Directors; shall cause to be kept full and accurate accounts of the receipts and disbursements of the Association in books belonging to it; shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Association in such accounts and in such depositories as may be designated by the Board of Directors; shall cause the Executive Director to submit a financial report at all regularly scheduled meetings of the Board of Directors; and shall submit an annual financial report to the annual membership meeting. He or she shall, in addition, perform such other duties as are delegated by the President.

### **E. Legal Counsel**

Legal Counsel may be hired by the Board of Directors.

### **F. Executive Director**

The Executive Director shall be employed by the Board of Directors. The Executive Director shall manage and administer the business affairs of the Association in accordance with the policy directives from the Board of Directors as communicated to him or her by the President and by the Bylaws, and Rules and Policies of the Association. He or she shall act as the authorized representative of the Board of Directors in hiring, discharging, fixing or modifying the duties, salaries or other compensation of the association staff. The Executive Director shall be a bonded managing and administrative officer of the Association. He or she shall act as the authorized representative of the Board of Directors in conducting the business of the Association. He or she shall be responsible for all monies, securities, and other property of the Association and will direct the keeping of the proper books of account. He or she shall serve all other duties as prescribed by the President, Board of Directors, Bylaws, and the Rules and Policies of the Association. The Executive Director shall serve as liaison with all other organizations as selected by the Board of Directors. The Executive Director is not a voting member of the Board of Directors. The Executive Director's

salary and any commissions shall be set by the Board of Directors.

## **ARTICLE VI**

### **Committees**

The Association shall have the following standing committees appointed by the President, and, in addition, such other special and standing committees as the President may appoint from time to time. Except for the Executive Committee whose membership is fixed according to these Bylaws, each committee shall consist of a chair and as many members as shall be considered necessary by the President. Each Committee, through its chair, with the exception of the Executive Committee and Finance Committee, shall report in writing the activities, actions and recommendations of the committee on a regular basis to the Vice President, who shall report to each meeting of the Board of Directors. Each Committee Chair shall give a report of his or her committee at the annual membership meeting.

AGA members in good standing may attend and participate in discussion of any non-executive session portion of committee meetings. AGA members in good standing may also attend, offer motions, and vote at non-executive session portions of committee meetings held in conjunction with the Annual Membership Meeting for the following committees: Rules and By-Laws, Breed Improvement, National Sale, National Show, and Breed Promotion.

#### **A. Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer, with the President serving as chair. This committee shall conduct the affairs of the Association between meetings; carry out instructions of the Board of Directors; and all duties set forth in these Bylaws. The Executive Committee shall timely report its activities to the Board of Directors regarding all actions except those matters which may be subject to appeal to the Board of Directors.

#### **B. Rules and By-Laws Committee**

The Rules and By-Laws Committee chair will be appointment by the AGA President. It shall be responsible for interpretation of all By-Laws, Rules and Policies; parliamentary procedure at membership meetings; and making recommendations for changes in the By-Laws and Rules to the Board of Directors.

#### **C. Finance Committee**

The Finance Committee shall have three members of the Board of Directors appointed by the President along with any other appointments made by the President. The Treasurer shall serve as chair. Its purpose shall be to review the budget prepared by the Executive Director and suggest changes, if any, to the Board of Directors.

#### **D. Breed Improvement Committee**

The Breed Improvement Committee shall review and evaluate the standards used in the Association recordation and registration programs. It shall recommend any changes needed to the Board of Directors for their approval and implementation. It shall be its duty to encourage and promote Association performance testing programs as adopted by the Board of Directors.

The Breed Improvement Committee will recommend research projects that will meet the Association's breed improvement goals and solicit research proposals to meet the objectives of those projects. The Association will reject proposals from individuals or institutions that include any indirect cost components as part of the research proposal.

#### **E. Nominating Committee**

The Nominating Committee shall consist of five members appointed by the President, including the immediate past President who shall serve as the

committee chair. The Nominating Committee shall be responsible for preparing a slate of nominations for each board vacancy to present to the membership at the annual membership meeting. Additional nominations may be made by the active membership from the floor during the annual meeting.

#### **F. National Sale Committee**

The National Sale Committee shall be responsible for assisting the Executive Director in coordinating the National Sale and making recommendations to the Board of Directors of changes necessary to improve the effectiveness of future national sales.

#### **G. National Show Committee**

The National Show Committee shall be responsible for assisting the Executive Director in coordinating the National Show and making recommendations to the Board of Directors of changes necessary to improve future national shows.

#### **H. Breed Promotion Committee**

The Breed Promotion committee shall review and evaluate programs and activities intended to promote the Gelbvieh breed and Association. The committee shall make recommendations to the Board concerning advertising, promotions, public relations, and communications pertaining to the breed and Association's message to the beef industry.

#### **I. Investment Committee**

The Investment Committee shall consist of the Treasurer, co-chair or other member of the Finance Committee selected by the AGA president, two AGA members at large appointed by the AGA president, and the AGA executive director. The two AGA members at large will each serve a three-year term on the committee. This committee will oversee the AGA's investments including annual review of the investment policy statement, quarterly review the investment portfolio, and select, appoint,

and review prudent experts to act as Investment Advisor of the Fund's assets. The Committee shall report the status of investments to the AGA board of directors on an annual basis during the summer budget board meeting.

### **ARTICLES VII Meetings**

#### **A. Annual Membership Meetings**

1. **Time, Place and Purpose.** The annual meeting of the members shall be held at a place designated by the Board of Directors, not less frequently than once each fifteen (15) month period. The purpose of the Meeting shall be to elect replacements to the Board of Directors for seats vacated by term of office or resignation and to transact such other business as may come before the meeting.

2. **Notice.** The Executive Director shall cause to be mailed to all members in good standing, notice of the annual meeting, by letter at least thirty (30) days prior to such a meeting. Notice of the annual meeting shall also contain a summary of proposed Bylaw changes and notice of any special business to be brought before the members.

3. **Parliamentary Procedure.** Standard parliamentary procedure will be followed at all meetings of the Association's members and the President shall preside over such meeting. All procedural questions will be resolved by the Chair of the Rules Committee during the meeting.

Parliamentary procedure shall be governed by the Rules set forth in Roberts Rules of Order.

4. **Quorum.** A quorum for the purpose of transacting business at the annual meeting or any special meeting of the members shall consist of those active members of the Association who have been members in good standing for sixty (60) days prior to the meeting and who are present at the meeting.

A member in good standing is a Charter Member, Life Member or Active Member who has paid all membership fees and other financial obligations to the AGA.

5. Proxy Voting. There shall be no proxy voting at any Association meeting.

### **B. Special Membership Meetings**

Special membership meetings may be held at the discretion of the Board of Directors. All members shall be given the same notice as is required for the annual meeting and said notice will disclose the nature of the special meeting. A meeting held without the required thirty (30) days prior notice shall be void unless ratified by the membership at the following annual meeting.

### **C. Board of Directors Meeting**

1. Annual Meetings. A regular meeting of the Board of Directors shall be held each year immediately after and at the same location as the annual membership meeting. A portion of the "new business" section of each Board of Directors' meetings shall be open to all Association members and other interested parties.

The Directors shall also meet at other times at the call of the President.

2. Notice. Notice of the annual meeting shall contain a notice of the Director's meeting. All other notice shall be given in accordance with these Bylaws.

3. Special Meetings. Special meetings of the Board of Directors may be held on the call of the President by giving ten (10) days notice in writing of the time, place and purpose.

Special meetings of the Board of Directors may also be called by the Secretary, upon the written request of not less than two-thirds (2/3) of the members of the Board, and the giving of ten (10) days notice in writing.

4. Parliamentary Procedure. Standard parliamentary procedure as set forth by Robert's Rules of Order will be followed at all meetings of the Board of Directors.

5. Quorum. A quorum for the purpose of transacting business by the Board of Directors shall consist of a majority of the Board.

6. Expenses of Directors. The Association may reimburse Directors for reasonable expenses incurred by them in attending any meeting of the Board. Upon approval of the Directors, the Association may also reimburse other members requested to attend any meeting of the Board. Expenses for reimbursement must be submitted within sixty (60) days following such meeting.

## **ARTICLE VIII**

### **Membership and Voting (Moved to Bylaws from AGA Rules)**

#### **A. Voting by Absentee Ballot**

1. Any member who meets all other requirements for voting at the annual meeting or any special membership meeting, called for the election of directors, may submit an application for absentee ballot to the AGA National Office not more than 60 days or less than 10 days prior to the annual or special meeting. The application for absentee ballots may be submitted to the national office by letter, telephone, fax or email.

2. An absentee ballot shall be prepared which will permit an absentee member to vote in the election of directors of the association. The ballot shall provide for "write-in" candidates for the election to the Board of Directors as well as those nominated by the nominating committee, who will be printed on the ballot.

3. Ballots shall be mailed to the members applying for them not later than ten (10) days prior to the date stated in the 60-day meeting notice. Each member applying for the absentee ballot shall be mailed a ballot, a plain envelope with "Ballot" printed upon it with instructions to vote the ballot, place it in the plain envelope marked "Ballot" and seal; the envelope containing the ballot will then be placed in an outer envelope marked Statement of Voting Member", wherein each absentee member shall sign a statement in writing stating that he, she or it is eligible to vote, and has enclosed the ballot as his, her or its vote.

4. All envelopes containing the ballots shall be mailed to the AGA office. All ballots received by five O'clock P.M., of the day stated in the 60-day meeting notice. The sealed ballots shall first be checked by the AGA staff for eligibility of the absentee member, and then delivered to the AGA President who shall deliver the sealed ballots and report of the AGA staff regarding eligibility to the inspectors and counters at the annual meeting for counting and tabulation.

5. Results of the absentee voting will remain confidential and will be included by the inspectors and counters in the combined results of the total vote.

6. If a member who has voted by absentee ballot attends the meeting he may either withdraw his absentee ballot if done so prior to the meeting and vote in person or allow his absentee ballot to count. No member may vote more than once in any election.

## **B. Elections and Voting**

1. Time and Place. The election of Directors shall be conducted during the Annual Meeting of members at the time and place designated by the Board of Directors pursuant to Article VII (A) of the By-Laws for the purpose of electing replacement to the Board of Directors for seats vacated by term of office, resignation, or removal from office.

2. Inspectors of Election. The Chairman of the Annual Meeting shall appoint three inspectors from those members present to assist in conducting the election of directors and the counting of votes on other matters presented during the Annual Meeting. The three inspectors shall choose among their number, a Counter to Count the number of votes and call out the number to the recorder, a Judge to make a determination of the validity of any ballots and to observe the counting, and a Recorder to record the number of votes, certify the results of the election and preserve the ballots. Following the election, the Recorder shall deliver to the Chairman the results of the election to be announced during the Annual Meeting.

The number of votes cast for each candidate shall not be announced to the General Assembly, only the results.

3. Voting by Ballot. Voting shall be conducted by written ballot by those members present or voting by Absentee Ballot as provided in Rule X herein, unless a motion to elect the slate nominated by the Nominating Committee by the unanimous ballot of those present is passed by a majority vote of those members present and eligible to vote at the Annual Meeting.

4. Distribution of Ballots. Ballots shall be distributed by the Executive Director or his staff at the time of election to all eligible voters present at the Annual Meeting. The Executive Director shall prepare and have available at the Annual Meeting and any special meeting of members where voting may take place, a membership list showing all members eligible to vote at such meeting pursuant to the By-Laws of the American Gelbvieh Association. Each membership shall be entitled to only one vote.

In the event of any dispute regarding eligibility of members for voting, such dispute shall be decided by the inspectors of the election subject to appeal to the General Assembly.

Ballots for those eligible members voting by Absentee Ballot shall be distributed pursuant to Rule X (A). In the event a member who has previously voted by Absentee Ballot is able to attend the Annual Meeting, he/she may withdraw his/her earlier Absentee Ballot prior to voting in person.

5. Form of Ballot. The written ballot for election of directors by those members present at the Annual Meeting shall be in the form prescribed by the Chairman of the Rules Committee and shall contain a list of all candidates nominated by the Nominating Committee as well as blank spaces for the voter to write in the names of those candidates nominated from the floor of the Assembly during the Annual Meeting. The list of candidates shall be listed in alphabetical order with a blank line adjacent to each name for the voter to designate by either an "X" or

checkmark in the blank space his/her vote for such candidate.

6. Number of Votes on Ballot. A voter may not vote for more candidates on each ballot than there are vacancies; however, a voter may cast less votes on each ballot than there are vacancies. In the event a voter votes for more candidates than there are vacancies, the ballot shall be rendered void.

7. Counting of Ballots. All ballots cast either by those members present or by Absentee Ballot shall be counted by the inspectors. Those candidates receiving the highest number of votes shall be elected to the seats being vacated by term of office, resignation or removal, with those candidates receiving the highest number of votes being elected for the longest terms of office being filled.

8. Tie Vote. In the event of a tie vote in the election of Directors, a runoff election between the candidates receiving the same number of votes shall be conducted by written ballot, following the announcement of the tie vote.

9. Preservation of Ballots. The ballots shall be preserved by the inspector designated as Recorder for a minimum of one year from the date of the election. In the event there has been no request for a recount, or other dispute regarding the election, the ballots shall be destroyed. In the event Legal Counsel or the Executive Director requests the ballots be preserved for longer than one year, the recorder shall continue to preserve the ballots until further notice from the officer requesting that the ballots be further preserved.

10. Certificate of Election. Prior to the commencement of voting at the Annual Meeting three inspectors shall execute their oath of office on a form prepared by the Chairman of the Rules Committee. Upon completion of the Annual Meeting, the inspectors shall complete and file with the AGA Secretary a Certificate of Election on a form prepared by the Chairman of the Rules Committee, certifying that proper notice was given for the meeting, the existence of a

quorum and further certifying the results of the election of directors and any other votes taken by written ballot.

## **ARTICLE IX.**

### **Limitation of Liability of the Association**

The Association, its Board of Directors, Executive Committee, officers, members of committees, employees and agents shall use diligence in securing true information in connection with the registration of animals, transfers of registration certificates and in all other matters relating to membership in the Association and Association activities. Neither the Association nor its Board of Directors, Executive Committee, officers, committee members, employees or agents shall be liable in any way, whether by damages or otherwise, for the issuance of any certificate of registration, for the transfer of a certificate of registration, for the refusal to issue any certificate of registration or for the refusal to transfer any certificate of registration, for the cancellation of any certificate of registration or for the cancellation of any transfer of a registration certificate, for the refusal to approve an application for membership in the Association, for any disciplinary proceedings brought against or penalties imposed on any member or other person or for any other activity engaged in by or on behalf of the Association. In addition, the internal laws of the State of Colorado shall determine and shall control matters regarding the liability of any director of the Association and of any other person acting on a voluntary basis without compensation for the benefit of the Association, including officers, members of committees, representatives, employees and agents.

## **ARTICLE X**

### **Genetic Abnormalities**

The AGA shall receive, retain and monitor information which might affect a breeding animal's use or value in a manner defined by the Board of Directors. The Board of Directors shall determine those genetic factors that are considered undesirable.

The AGA, without it or any of its officers, directors, employees, members or agents becoming liable in damages therefore, may release or publish in any official Association publication such information as it pertains to any Gelbvieh animal or animals regarding deleterious genetic factors.

The Board of Directors shall adopt Rules to implement the provisions of this Section and all Association members and other persons who register animals, transfer registration certificates or otherwise use the privileges of the Association shall be subject to and abide by these Rules.

## **ARTICLE XI**

### **Bylaw Amendments**

Bylaws may be amended as provided by Article IV(A), or by a majority vote of members at any annual or special membership meeting upon the recommendation of the Board of Directors or the Rules Committee or by submission of the proposed change by resolution of the membership for approval at the next annual or special membership meeting; provided, however, that notice of any proposed amendment to the Bylaws must be included in the thirty (30) day notice of the meeting before the proposed change may be submitted at such meeting for approval.