

# **By-Laws of the Pennsylvania Aberdeen Angus Association**

Adopted at Annual Meeting, January 20, 1944  
And Amended at Special Meeting, July 16, 1948  
Special Meeting, June 2, 1950; Special Meeting, January 16, 1952  
Annual Meeting, July 16, 1953; Annual Meeting, July 16, 1955  
Special Meeting, February 5, 1975; Annual Meeting, January 13, 1981  
Annual Meeting, January 11, 1983; Annual Meeting, January 15, 1985  
Special Meeting, July 13, 1991; Annual Meeting, January 7, 2007  
Annual Meeting, June 24, 2022

## **ARTICLE 1: MEMBERS**

### **Section 1 – Membership:**

Membership in this Association shall be open to persons interested in the breeding of Aberdeen-Angus cattle or in the development of agricultural practices pertaining thereto.

### **Section 2 – Memberships, Initiation Fees and Dues:**

The Board of Directors shall establish Membership dues bi-annually. Bi-annual dues will become payable on January 1<sup>st</sup> of each bi-annual year. There shall be no refund or prorating of dues. Failure to pay bi-annual dues for any specific year within 3 months after the first billing of the succeeding year will be sufficient cause for automatic suspension of membership.

### **Section 3 – Expulsion of Members:**

Should it occur at any time that any member of the Association or person employed by him and acting in his behalf shall be charged with willful misrepresentation in regard to any animal owned, bred or exhibited by him or them or with any other act derogatory to the standing of the Association, such charges shall be placed in writing and handed to the president of the Association who shall thereupon immediately call a special meeting of the Board of Directors, which shall not be less than ten days from the date of mailing of said notice of meeting to the Directors, and he shall likewise simultaneously notify the member so charged of said meeting in writing, and shall simultaneously serve upon said member a copy of said written charge. At said meeting the member so charged shall be given an opportunity to answer the charges and to present evidence in his behalf. If the Board of Directors shall, upon consideration, find that there is reasonable ground, in their opinion, to suspect the offending member of the offense charge, the Board shall thereupon suspend such offending member until the next meeting of the Association, at which time the Board shall report all of the facts presented to it and its findings thereon to the Association. If in the opinion of a majority of the members present the facts so warrant, the name of the offending member shall be stricken from the rolls of the Association and he or they shall cease to be a member thereof. After such expulsion the members shall be barred from further affiliation of said Association. During the period of suspension hereinafter provided, the Board of Directors shall have power to direct the proper officers of the Association to refuse or to permit the members so suspended to transact business with the Association.

### **Section 4 – Qualifications of Members:**

No person expelled from or denied registration or membership in any other purebred registry association shall be allowed membership in this Association.

## **ARTICLE II: OFFICERS**

### **Section 1 – Officers:**

The officers of this Association shall consist of a President, a Vice President, Secretary, and Treasurer. All officers must be an active member of the Pennsylvania Angus Association and a resident of Pennsylvania.

**Section 2 – Election:**

At least 30 days prior to the annual meeting, the President shall appoint a nominating committee for the purpose of selecting candidates for officers and directors of this Association for the succeeding year. At the time of appointment, the membership of the Association shall be notified. The nominating committee shall secure the acquisition of all nominees and shall advise the membership of their choices at the time of the notice of annual meeting. After the presentation of the report of the nominating committee the annual meeting shall be open to further nominations from the floor. After reasonable opportunity for further nominations, an election shall be held by voice vote, unless any member of the Association requests secret ballot. A majority of the members present, and voting shall be sufficient to elect.

**Section 3 – President:**

The President shall preside at all meetings of the Association and of the Board of Directors. He shall be a voting member of the Board of Directors. He shall have the power to call special meetings of the Association and of the Directors for any purpose or purposes and shall generally do and perform all acts incident to the office of the President, which are authorized by law. The President shall serve no more than 3 successive one-year terms.

**Section 4 – Vice President:**

The Vice President shall serve in the absence of the President or upon his resignation or upon his inability to serve for any reason. He shall be a voting member of the Board of Directors of the Association.

**Section 5 – Secretary:**

The Secretary shall give or cause to be given, notice of all meetings of the Association and of the Board of Directors and all other notices required by law or by these By-Laws, and in case of the Secretary's absence or refusal or neglect to do so, and such notice may be given by person thereunto directed by the President or by the Board of Directors of the members upon whose requisition a meeting may be called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose and shall perform such other duties as may be assigned to her (him) by the President. The Secretary shall have the custody of the seal of the Association and shall affix the same to all instruments requiring the same, properly authorized. The Secretary shall perform the other entire duties incident to the office of Secretary, which are authorized or required by law. The Secretary shall be a voting member of the Board of Directors of the Association.

**Section 6 – Treasurer:**

The Treasurer shall receive all monies due to the Association and shall be a voting member of the Board of Directors of the Association.

**ARTICLE III: DIRECTORS**

**Section 1 – Number:**

The Board of Directors shall consist of at least ten members, four of whom shall be the President, Vice-President, Secretary, and the Treasurer of the Association and six of whom shall be elected in the manner hereinafter set forth; together with the Presidents of any regional or local Association of Aberdeen-Angus Breeders which are recognized by the Association, each of whom shall be a voting member of the Board. In addition, the past president shall serve a one-year term on the Board of Directors.

**Section 2 – Election of Directors:**

The Association shall elect one-third of its Directors to serve for a term of three years and such other Directors as may be required to fill any vacancy for the unexpired term of a Director unable for any reason to continue to serve as a Director. No Director shall be eligible for re-election to the Board after having served two full three-year terms until one year has elapsed after the expiration of his/her term.

**Section 3 – Duties of Directors**

The Directors shall have general management and supervision of the affairs of the Association. They shall not have the power to borrow money without the approval of the Association.

**Section 4 – Directors’ Meetings:**

Stated meeting of the Board of Directors shall be held at least quarterly in each year at such times and places as they may from time to time fix by standing resolution.

**Section 4-A – Quorum:**

A quorum shall consist of at least half of the Board of Directors, and all actions shall be majority vote.

**Section 5 – Special Meetings of the Board of Directors:**

Special meetings of the Board of Directors may be called at any time by the President or may be called by him upon the written request of two-thirds of the entire number of Directors. Notice of a special meeting shall be given orally or by mailing to each Director and shall briefly state the business to be transacted at the meeting.

**Section 6 -Attendance of Directors of Meetings:**

Absence by a Director from two consecutive quarterly stated meetings of the Board of Directors without notice to the President and / or the Secretary and without cause shall be considered a resignation if so declared by the Board of Directors, and the vacancy thereby created shall be filled in accordance with Article V, Section 2.

**ARTICLE IV: MEETINGS**

**Section 1 - Meetings:**

The annual meeting of the Association shall be held at a dinner meeting during the PA Breeders’ Show each year at such place as shall be fixed by the Board of Directors, and notice thereof shall be given to each member of the Association in the form of a letter mailed to his last known post office address at least twenty days before said meeting.

**Section 2 – Quorum:**

A quorum shall consist of the number of members present at any meeting, and all decisions shall be by a majority vote.

**Section 3 – Special Meetings – How Called:**

Special meetings of the Association for any purpose or purposes may be called by the President or the Board of Directors or by at least twenty-five percent of the members of the Association upon requisition in writing therefore, stating the purpose or purpose thereof, delivered to the President or Secretary, who shall thereupon give written or oral notice, stating the place and time of meeting and the general nature of the business to be conducted to the members of the Association, at least ten days before any meeting. No other business than that stated in the notice shall be transacted at any special meeting.

**ARTICLE V: RESIGNATIONS – FILLING VACANCIES**

**Section 1 – Resignations:**

Any officer or Director may resign at any time. Such resignation shall be made in writing and shall take effect upon its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**Section 2 – Vacancies:**

If the office of any officer or director becomes vacant, the President may appoint any qualified person to fill such vacancy, who shall hold the office until the next meeting and until his successor shall be duly elected and qualified.

**ARTICLE VI: MISCELLANEOUS PROVISIONS**

**Section 1 – Registered Office:**

The Registered office of the Association shall be the office of the current Secretary.

**Section 2 – Checks:**

All checks drawn upon the treasury of the Association, or any bank or depository of the Association shall bear the signature of the Treasurer of the Association.

**Section 3 – Notice:**

Whenever any notice is required to be given by these By-Laws, it shall be deemed sufficient if given by depositing the same in a post office box, in a sealed postpaid envelope, addressed to the person entitled thereto at his last known post office address.

**Section 4 – Shows/Sales:**

The name of the Association shall not be used in connection with any show, exhibition or fair of any sort or in connection with any sale or other disposal of stock, unless the use of the name of the Association and the terms and conditions therefore shall have been first approved by the Board of Directors of the Association.

**Section 5 – Sponsored Shows and Sales:**

If this Association sponsors any show, exhibition, fair or sale, the President shall thereupon appoint a Committee of at least three members of the Association who shall be responsible for the conduct and management of the show, exhibition, fair or sale, which Committee shall render to the Board of Directors to complete factual and financial report thereon within thirty days thereof. This Association may co-sponsor any show, exhibition, fair or sale in conjunction with and under the management and supervision of any recognized regional or local Association provided the management of said show, exhibition, fair or sale renders to the Board of Directors a complete factual and financial report there on within thirty days thereof. Consignees of any sponsored sales must be members of the Pennsylvania Angus Association.

**Section 6** – Annually the President shall appoint from the membership of the Association an Auditing Committee to examine the books and the financial statements of the Association and to report its findings to the Board of Directors.

**ARTICLE VII: AMENDMENTS**

**Section 1 – Amendment of By-Laws:**

The members of the Association by affirmative vote of a majority thereof may at any meeting, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these By-Laws. A majority of the members present and voting shall be sufficient to pass the by-laws.