

SHASTA COUNTY CATTLEMEN'S ASSOCIATION

CONSTITUTION AND BY-LAWS

(Approved by a 2/3 majority ballot vote of the entire membership and a unanimous approval of the SCCA Director's on March 27, 2007.)

Constitution

Article I

Name

The name of this Association shall be Shasta County Cattlemen's Association, an affiliated branch of the California Cattlemen's Association.

Article II

Object

The purpose and object of this Association shall be to encourage the profitable production of beef cattle, the orderly marketing of cattle, the improvement and protection of range areas, and to cooperate with the University of California and other agricultural educational institutions in practical research and education pertaining to the cattle industry; and to do such other acts and things as may be deemed proper, necessary, or convenient to promote the well-being of the cattle industry whether such acts and things be specifically stated herein or not.

Article III

Funds

The funds and property of this Association shall be held exclusively as a trust fund to be devoted to no other purpose than the expenditures legitimately made for the purpose of the Association in the advancement of the interests of this Association.

Article IV

Office

The principal office for the transaction of the business of this Association shall be in Shasta County.

Article V

The powers of this Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, elected by the membership as provided in the By-laws.

Article VI

By-laws

The members of this Association shall adopt a set of By-laws, which shall provide for the election of officers and directors, and their qualifications and duties; voting privileges; the assessment and collection of dues or other assessments; the notification and holding of meetings; the establishment of quorums; the filling of vacancies; and other such organizational requirements as may be deemed necessary or desirable.

Article VII
Amendments

The Constitution of this Association may be amended, suspended or annulled by a two-thirds majority vote of the regular members attending the annual meeting, or any special meeting called for that purpose.

By-laws

Article I
Membership

Sec. 1. Regular member: Any person, firm, or corporation engaged in the breeding, production, maturing, or feeding of cattle for beef, in the County of Shasta may become a member of this Association by paying the regular membership dues.

Sec. 2. Associate member: Any person not eligible to be a member, who is engaged in an occupation of related agriculture interest may become an associate member by paying the regular membership dues; may attend meetings and participate in discussions but does not have a vote.

Article II
Meetings

Sec. 1. The annual meeting of this Association shall be held during the first quarter of the calendar year when the election of officers for the ensuing year must be held, at a time and place to be determined by the board of directors.

Sec. 2. Special membership meetings may be called by the President at his discretion but must be called by him, or in his absence, by the Vice-President on the written request of 15 regular members, at which meeting no business shall be transacted other than that for which such meeting was called.

Sec. 3. Twenty percent of members in good standing shall constitute a quorum at all regular and special meetings.

Sec. 4. The board of directors shall meet at least three times per year, the time and location to be at their own selection.

Sec. 5. A majority (6) of the directors eligible to vote shall constitute a quorum at any Director's Meetings.

Article III
Fiscal Year

The fiscal year of the Association shall commence January 1 and end the following December 31.

Article IV

Sec. 1. Notices of all annual, regular, or special membership meetings shall be mailed to each member at his last known address at least 15 days prior to the date of said meeting. When special meetings are called, the notice of the meeting must state fully and clearly the purpose of such meeting.

Sec. 2. Notices of all regular or special board of director meetings shall be mailed to each member of the board at his last known address at least five days prior to the date of such meeting.

Article V

Dues and Assessments

Sec. 1. Annual membership dues of this Association for both regular and associate members shall be set annually at the discretion of the board of directors and shall be payable on January 1 of each year for the ensuing fiscal year. Members not having paid their dues by the following June 1 shall be dropped from the membership rolls. Any member so suspended may be reinstated upon payment of dues for that current year.

Sec. 2. Membership dues shall be paid either to the Secretary or Treasurer of this Association or to the California Cattlemen's Association at the time the state dues are paid. Local Association dues paid to the California Cattlemen's Association will be forwarded to the local Association. Any member who has not paid his dues or assessments as provided for in these By-laws will not be in good standing and shall not be entitled to vote in the association.

Sec. 3. The Association may at any membership meeting levy an assessment for extraordinary purposes, provided a two-thirds majority of members attending votes in favor of such assessment.

Article VI

Voting Privileges and Procedures

Sec. 1. At all membership meetings each regular member is entitled to one vote.

Sec. 2. Once a quorum has been attained, a majority vote of those present at any meeting shall be sufficient to transact any business except for the purpose of levying an assessment in which event the provisions of Article V.

Sec. 3. Of these By-laws shall apply, or for the purpose of amending the Constitution in which event the provisions of Article VII of the Association's Constitution shall apply.

Article VII

Officers and Directors

Sec. 1. The officers of this Association shall consist of a President, Vice-President, Secretary and Treasurer, all of whom shall be elected for two-year terms.

Sec. 2. The directors of this Association shall consist of the officers, and ten members elected as provided in Section 3 of this article, recognizing that the immediate past

president should serve as a board member where practical. Immediate past president will automatically be one of the voting directors. There shall be three alternate directors to be elected by the board of directors at their first meeting following the annual membership meeting, each to serve one-year terms. Alternate directors are encouraged to attend all board meetings, but may vote only when representing an absent director.

Sec. 3. The directors other than the officers and immediate past president shall be elected for staggered terms at the Association's first meeting as follows: five (5) such directors shall be elected for one-year terms; and five (5) such directors shall be elected for two-year terms. After the first selection all such directors shall be elected for two-year terms. When a President is leaving office that person shall automatically become a voting director, and only four (4) other directors shall be elected.

Sec. 4. One or more directors to the California Cattlemen's Association Board of Directors, depending upon eligibility as set forth by the California Cattlemen's Association shall be elected every three years at the annual meeting to serve a three-year term. Such state directors must be officers or directors of the local Association and members of the State Association.

Sec. 5. All officers and directors shall hold office immediately after their election and until their successors are duly elected.

Sec. 6. No officer or director or member of the Association shall receive any pay or remuneration for services rendered to the Association excepting the board of directors may authorize the reimbursement of out-of-pocket expenses incurred while on official Association business or may authorize the purchase of gifts to members for outstanding service.

Sec. 7. Vacancies in any elective office shall be filled by the President by appointing a member to the office pro tem. Such appointed officers shall hold office until the next annual meeting.

Sec. 8. All directors who fail to attend at least one out of three meetings without proper reason may be automatically removed from the Board.

Sec. 9. In the event that both the president and vice president are incapacitated the directors shall appoint new officers to serve until elections are held at the following Annual Meeting.

Article VIII

Powers of the Board of Directors

The Board of Directors shall be the governing body of the Association and as such shall have the power to:

(a) Appoint and remove at pleasure all officers, agents, and employees of the Association; to prescribe their duties, fix their compensation, and require from them

security for faithful service.

(b) Conduct, manage, and control the affairs and business of the Association and to make rules and regulations not inconsistent with the laws of the State of California, the By-laws of the California Cattlemen's Association, or these By-laws, for the guidance of the officers and management of the affairs of the Association.

(c) Periodically inspect the accounts of the Association.

(d) Designate who shall sign the checks of the Association.

(e) Appoint such committees as may from time to time seem advisable.

Article IX

Duties of the Board of Directors

It shall be the duty of the Directors:

(a) To cause to be kept a complete record of all their minutes and acts; and the proceedings of the members and present a full statement at the regular annual meeting of the members, showing in detail the assets and liabilities of the Association, and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the members when requested.

(b) To supervise all officers, agents, and employees and see that duties are properly performed.

(c) To see that the objects of the Association and of the California Cattlemen's Association are carried out in the most practical and beneficial manner and to do all in their power to promote the welfare of the Association and of its members.

Article X

Duties of Officers

Sec. 1. The President shall preside at all meetings. He shall strictly enforce the provisions of the Constitution and By-laws, appoint all special committees, inspect and announce the results of all balloting, sign all orders, and perform all other duties appertaining to his office. He shall not make or second any motion or resolution while in the chair but he shall be entitled to vote in the election of officers. The President shall have the casting vote in meetings of the board of directors.

(a) Call special meetings of the memberships or the board of directors when deemed necessary. Such special meetings must be called at any time upon the written request of five of the directors.

Sec. 2. The Vice-President in the absence of the President shall preside over the meeting and perform such duties as laid down in the charge of the President.

Sec. 3. The Secretary and Treasurer shall keep a true and accurate account of the

transactions of the Association, keep properly filed and endorse all documents appertaining thereto, write all communications, draw and sign all drafts ordered paid at any meeting, issue all summons or notices required, shall keep membership roll showing dates of admission and dates of withdrawal, keep just and faithful accounts between all members when they are in arrears for dues.

Article XI

Dissolution and By-laws Tenure

Sec. 1. The Association shall not have the power to dissolve itself as long as there are 20 percent dissenting members.

Sec. 2. These By-laws are in force from the time of their adoption and at time all By-laws or parts thereof conflicting herewith shall be and are hereby repealed.

Article XII

By-laws Amendments

The By-laws of this Association may be amended or new By-laws adopted by a two-thirds majority vote of the regular members attending the Annual Meeting, or any special meeting called for that purpose.

Article XIII

Parliamentary Procedure

“Roberts Rules of Order” shall govern all parliamentary President, Vice-President, and Secretary shall familiarize themselves with the above rules of order.