

By-Laws
of the
Blue Ridge Cattlemen's Association
(serving cattle producers in Loudoun, Clarke, Fauquier (VA) & Jefferson (WV))
Formally known as Loudoun Cattlemen's Association

Article 1

Purposes

The members of this Association have voluntarily associated themselves together into an organization designed to carry out the following purposes:

- 1 To carry on educational and promotional work in connection with the production and sale of livestock or value added livestock products and to sponsor sales of livestock and livestock products, but not for profit.
- 2 To charge and receive membership dues, consignment fees, sales fees, and other applicable fees from producers of livestock and livestock products all of which shall be used with respect to the educational, promotional or sales activities of the Association.
- 3 To provide opportunities for producer fellowship and the sharing of ideas and production techniques among its membership.
- 4 To do each and everything needful and necessary, suitable and proper to the carrying out of the above purposes, but this Association shall not engage in the buying and selling of livestock or otherwise engage in any activity for profit.

Article II

Membership

Section 1. Regular Membership. Any person including both landlords and tenants in share tenancies, who is a bonafide producer of livestock and agrees to be a member of the association and pays such membership fee (annual dues), and meets such other conditions as may be prescribed by the Board of Directors, and is eighteen years of age or older may become a member of the Association.

Section 2. Youth Membership. Any person who is a bonafide producer of livestock and agrees to be a member of the association and pays such membership fee (annual dues), and meets such other conditions as may be prescribed by the Board of Directors, and is under eighteen years of age may become a youth member of the Association.

Section 3. Associate Membership. (Non-voting) Any business who agrees to be a member of the association and pays such membership fee (annual dues), and who meets such other conditions as may be prescribed by the Board of Directors

Section 4. Duties of Members. Each member shall loyally support the Association and shall properly and in good faith comply with these by-laws and any amendments thereof duly adopted and with the terms and conditions of any and all agreements with the Association on their part to be performed and with any and all rules and regulations adopted by the Association and their conduct in all matters and things shall not be detrimental to the rights and interests of the Association.

Section 4. Resignation or Termination. Membership shall terminate when the member withdraws, or he/she or the Board of Directors cancel the membership. The Board of Directors shall also have the right at all times to dismiss any member who has been judged by the Board to be acting contrary to the aims and purposes of the best interest of the Association: provided, however, that any such member shall have the opportunity to appear in his/her own defense before the next regular or special meeting of the membership. In such case the dismissed member may be reinstated by a two-thirds majority vote of the members present.

Section 5. Services to Non Members. The Association, if it elects to perform services for non-members, shall do so in such manner as may be prescribed from time to time by the Board of Directors.

Section 6. Liability. Except for the debts lawfully contracted between him/her and the Association, no member shall be liable for the debts of the Association.

Section 7. Payment of Dues and Voting Rights. Only qualified members shall vote and each member shall have one vote and only one vote at all meetings of the membership of the Association on each question presented. Non-refundable membership dues shall be paid yearly. The annual amount shall be directed by the Board of Directors and voted upon by the Regular Membership. Dues will be due on or before the annual meeting. Any new member paying dues in the last quarter of the fiscal year shall have their membership extended for the next fiscal year.

Article III

Meetings

Section 1. Annual and Quarterly Meetings. The annual meeting of the Association shall be held in January of each year, the exact time and place to be determined by the Board of Directors. Quarterly meetings shall be held during spring, summer and fall.

Section 2. Special Meetings. The Board of Directors shall have the right to call a special meeting at any time, and ten percent of the members may file a petition stating the specific business to be brought before the Association and demand a special meeting at any time. Such meeting shall then be called by the president and secretary.

Section 3. Notice. Notice of all meetings, together with a statement of the purposes thereof, shall be mailed to each member at least 5 days prior to the meeting.

Section 4. Quorum. Ten (10) members present in person constitute a quorum for the transaction of business of any meeting. A meeting may be adjourned from time to time by those present until the quorum is obtained.

Section 5. NO- Proxy Voting. Proxy voting shall not be allowed.

Section 6. Order of Business. The order of business at the annual meeting, and as far as possible at all other business meetings of the members shall be:

- A. Determination that a Quorum is present
- B. Proof of due notice of meeting.
- C. Reading and disposal of unapproved minutes.
- D. Reading and Approval of Treasurers Report
- E. Annual report of officers and committees.
- F. Unfinished business.
- G. New business, including election of directors.
- H. Adjournment.

ARTICLE IV

Directors and Officers

Section 1. Number. The business of this Association shall be managed, conducted, and controlled by a Board of Directors composed of 5 elected directors and the elected officers of President, Vice-President, Secretary and Treasurer.

Section 2. Eligibility for Directors and Officers. Only active regular members shall be eligible for election as directors. No director, during the term of his/her office, shall be party to a contract with the Association differing in any way from the relations accorded regular members of the Association.

Section 3. Election of Directors. At the first meeting of the membership 2 directors shall be elected for a term of one year, 3 directors shall be elected for a term of two years. Thereafter, directors shall be elected for a term of two years.
Directors may serve consecutive terms of office (Amended at 2005 Annual Meeting)

Section 4. Officers. Such officers shall hold the office for one year; or until their successors are duly elected and qualified unless earlier removed by death, resignation or for just cause.
Officers may serve consecutive terms of office (Amended at 2005 Annual Meeting)

Section 5. Meetings. The Board of Directors shall meet at least once yearly at a place and time set by the President. Special meetings of the Board of Directors shall be held upon call of the President or upon request of a majority of the directors.

Section 6. Notice of Meetings. Notice of both regular and special meetings shall be made by the President or the Secretary to each member of the Board before any such meeting, however, such notice may be waived in writing, or by the attendance in person of all directors.

Section 7. Quorum. A majority of five (5) members of the Board of Directors shall constitute a quorum at any meeting of the board.

Section 8. Vacancies. When a vacancy on the Board of Directors or Elected Offices occurs, other than the expiration of term, the remaining members of the board, by majority vote, shall fill the vacancy until the annual meeting, when the members shall elect a director for the balance of the term.

Section 9. Compensation. The compensation, if any, of the members of the Board of Directors and the executive committee shall be determined by the Board of Directors subject to membership approval at any annual or special meeting of the Association.

Section 10. Advisors. A local Animal Science Extension Agent and a representative of the Economic Development- Rural Initiatives program (from the counties represented with membership) will serve as technical and educational Advisors to the Board of Directors and the General Membership.

ARTICLE V

Duties of the Directors

Section 1. Management of the Association. The Board of Directors shall have general supervision and control of the Association and its affairs and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the Association and the guidance of the members, officers, employees, and agents of the Association. They shall have installed an accounting system which shall be adequate to the requirements of the business, and shall be their duty to require proper records to be kept of all transactions. They shall make the arrangements necessary for adequately financing the operations of the Association.

Section 2. Executive Committee and Other Committees. The minutes of any meeting of the executive committee shall be read at the next meeting of the Board of Directors and shall be mailed to all remaining directors with in 7 days.

Section 3. Other Committees. .Other committees may be deemed advisable in conducting the affairs of the Association and appointed by the Board of Directors. Such committees report to the Board of Directors as the Board shall direct.

Section 4. Bonds and Insurance. The Board of Directors may require all officers, agents and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond. Unless cash security is given, all bonds shall be furnished by a responsible bonding company and approved by the Board of Directors. The Board may agree to provide for the adequate insurance of the

property of the Association and adequate insurance covering liability for accidents to all employees.

Section 5. Audits. At least once each year the Board of Directors shall secure the services of a competent and disinterested public auditor or accountant, or appoint a disinterested committee of three persons who shall make a careful audit of the books and accounts of the Association and render a report in writing, which shall be presented to the members of the Association at their annual meeting. This report shall include a balance sheet showing true assets and liabilities of the Association, an operating statement for the fiscal year under review and a state of the number of members at the beginning of the fiscal year, number of memberships terminated, and the number of memberships at the close of the year. Special audits can be made upon direction of the Board of Directors or majority vote of the membership at any regular or called meeting.

Section 6. Reports to State and Federal Authorities. The directors shall cause the association to make and file with state and Federal authorities all reports, returns that may be required by law.

ARTICLE VI

Duties of the Officers

Section 1. Duties of the President. The President shall preside over all meetings of the association and of the Board of directors, call special meetings of the Board of Directors, perform all acts and duties usually performed by an executive or presiding officer and sign all such papers of the Association as he/she may be authorized or directed to sign by the Board of Directors; provided, however that the Board of Directors may authorize in writing any person to sign any or all checks, contracts, and other instruments in writing or, behalf of the Association. The President shall perform such duties as may be prescribed by the Board of Directors.

Section 2. Duties of the Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties of the President; provided , however that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect his/her successor.

Section 3. Duties of the Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the books and records of the Association. He/she shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to his office to the members at the annual meeting. He/she shall act as secretary of the executive committee, and shall perform such other duties (including administration of the Association website) as may be required of him/her by the Association or the Board of Directors. Upon the election of his successor, the secretary shall turn over to him all books and other property belonging to the Association that he/she may have in his possession.

Section 4. Duties of the Treasurer. The Treasurer shall perform such duties with respect to the finances of the Association as may be prescribed by the Board of Directors. He/she shall also make all reports required by law and provide a report of the Association financial activities at each regular and annual meeting.

Section 5. Youth Membership Liaison. The Youth Membership liaison can be an adult or youth member and is charged with bringing the needs of the youth membership to the Board of Directors and with coordinating youth activities of the Association. This office is filled by appointment from the President and can be filled from the regular membership or the Board of Directors.

Section 6. Delegation of Duties. Any of the above duties may be delegated by the Board of Directors to any assistant officers they may approve or elect.

ARTICLE VII

Committees

The Blue Ridge Cattleman's Association shall have the following committees and any others the members shall consider appropriate:

Membership and Promotion – this committee shall work to attract more members to the association and promote its programs and activities to the public and the media;

Beef Products Marketing – this committee shall organize a work program to market the processed beef products of the member in mutual effort to improve the financial returns to their industry;

Live Animals Marketing – this committee shall organize a work program to market the live animals of the members in a mutual effort to improve the financial returns to their husbandry;

Nominating and Bylaws Review – this committee shall propose candidates for association officer and board positions on as-needed basis and review and make recommendations on any amendments that might be proposed for the association.

Each of these committees shall set their own procedures to carry out their work.

Article VIII

Method of Operation

Section 1 General. This Association shall be so operated that the current and active members of the Association will be treated on a fair and equitable basis in the performance of services for them and in the preparation of the operating costs of the Association to them.

ARTICLE IX

Miscellaneous Provisions

Section 1 Fiscal Year. The fiscal year of this Association shall begin on January 1, and shall end on December 31 of each year.

ARTICLE X

Amendments

Section 1. By the Members. These bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the members present in person at any regular or special meeting at which there is a quorum and the notice of which contained a statement covering the proposed amendment.

Section 2. By the Board of Directors. These bylaws also may be amended, repealed or altered in whole or in part by a two thirds majority of the entire membership of the Board of Directors of the Association at any regular meeting of the Board or at a special meeting of the Board called for the purpose of amending the bylaws. All amendments made by the Board of Directors shall become effective 10 days after the members are notified of the amendment in writing, unless the Secretary receives a petition for the membership to consider the amendment signed by 10 percent of the members during that 10 day period.

ARTICLE XI

Dissolution

Upon the dissolution of this Association, after payment of all debts of the Association, the remaining assets of the association, if any, shall be distributed to the 4-H program within the counties represented by current Association members at the time of dissolution. Assets shall be distributed on a proportional basis of members from a county divided by the total number of members. Distributed assets are to be used in support of future youth beef educational programs.

Adoption and Amendments

Approved and Adopted by membership on February 24, 2004

Amended by General Membership at 2005 Annual Meeting

Revised and Amended by the Board of Directors on April 29, 2008