

BY-LAWS
OF
MICHIGAN SIMMENTAL ASSOCIATION

AS AMENDED FEBRUARY 3, 1996

Article I.

Name

The name of this corporation shall be the MICHIGAN SIMMENTAL ASSOCIATION.

Article II.

Aims and Objectives

The MICHIGAN SIMMENTAL ASSOCIATION has as its primary objectives the development and promotion of the Simmental breed of cattle in the State of Michigan. It is believed that the Simmental breed can make an important contribution to the improvement of the cattle industry of Michigan.

The Association is open to all cattle breeders who are members of the American Simmental Association and who are engaged in a supervised upgrading program. It is the intention of the Association to maintain high breeding standards with emphasis placed on production.

Article III.

Membership

Application for membership must be made in writing to the Secretary-Treasurer of the Association.

The Board of Directors shall have the power to accept or reject any applications for membership. The Board of Directors shall have the power to suspend or expel any member who conducts himself in a manner detrimental to the Association or fails to comply with the rules and regulations, without refund of membership fees or dues.

A member whose membership has been revoked must make a written application for reinstatement and can be reinstated only after having received three-fourths (3/4) affirmative vote from the Board of Directors.

Legal partnerships or Incorporated Companies shall specify in writing the person authorized to vote or act in their behalf at any meeting of the Association.

Members may vote by proxy at the Annual Meeting if the delegate has in his possession the proxy of the undersigned membership, executed and sworn before a Notary Public.

Active Members shall be owners or breeders of cattle who pay the membership fee.

Associate Members shall be owners or breeders who may be interested in the advancement of the Association. Associate Members may not vote or hold elective offices.

Honorary Members are individuals who have made an outstanding contribution to the development of the Simmental Breed in the State of Michigan. They are elected by the general membership of the Association provided they have been recommended for such an appointment by a prior resolution of the Board of Directors. Honorary Members are not entitled to vote and may not hold elective offices.

Charter Members shall be all those who pay the appropriate membership fee and are accepted for membership before September 1, 1973.

Membership Fee and Annual Dues

\$25.00 Active Membership fee and \$10.00 per year annual dues which is not paid the year of joining.

Associate Membership fee of \$10.00 with \$10.00 annual dues not paid the year of joining.

The annual renewal membership dues be increased from \$10.00 to \$20.00 with new memberships fee to continue at \$25.00, effective with the 1993 membership year. Amended 2/1/92.

The membership dues be a flat \$25.00 effective January 1, 1997. Amended 2/3/96.

Article IV.

Officers and Directors

Duties of Officers

The president shall be the Chief Executive Officer of the Association. HE shall preside at its meetings, and shall be Chairman of the Board of Directors. He shall call for all Board Meetings. He shall carry on the business of the Association under the Articles of Incorporation, the By-Laws and the instructions of the Board of Directors.

The Vice-President, in the absence of the President or at his request, shall perform the duties of said officer.

The Secretary-Treasurer may be a member of the Board of Directors, or he may be appointed or hired by the Directors. He shall manage and administer the business affairs of the Association in accordance with the policy and directives from the Board of Directors as communicated to him by the President. He shall be the official custodian of the seal and the records of the Association. He shall hire and discharge all other employees of the Association. He shall see to the financial affairs of the Association.

Duties of the Directors:

The affairs of the Association shall be managed by a Board of Directors. Directors shall be elected by written ballot at the Annual Meeting of the Association. Initially the Board of Directors shall consist of seven (7) members whose terms of office shall be as follows:

Three (3) Directors for a three (3) year term.

Three (3) Directors of two (2) year term.

One (1) Director for a one (1) year term.

Thereafter all Directors shall be elected for a three (3) year term of office. Each Director shall be limited to two (2) three (3) year consecutive terms. He shall again be eligible for re-election after one (1) years absence.

The Directors shall elect from among their own number a President and Vice-President whose terms of office shall be one (1) year. The Board of Directors may appoint additional officers as they see fit in order to carry out efficiently the affairs of the Association. However, only active paid up members in good standing may be officers.

Each person who shall serve as a Director or Officer of the Association shall be indemnified by Association against all costs and expenses incurred by or imposed upon him, in connection with or resulting from any action, suit, or proceeding to which he is, or may be a party, by reason of his being or having been a Director or Officer of the Association. Such indemnification shall include settlements made in amounts approved by the Board of Directors or Officer at the time such costs are incurred by or imposed upon him. Except, the indemnification shall not apply where he shall be finally adjudged to be liable by reason of having been negligent, guilty of misconduct or otherwise derelict in the performance of his duty as an Officer or Director. The rights of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

Article V.

Meetings

Membership Meetings

An Annual Meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between meetings. The time and place shall be designated by the Board of Directors. All members will be notified by letter or in the official organ of the Association at least thirty (30) days prior to such meeting. Special business shall be mentioned in the notice of meeting.

A quorum for an Annual Membership Meeting shall consist of the Active Members in good standing present.

Only Active Members who are in good standing and those whose membership is paid up are entitled to vote at any Annual Meeting.

Standard Parliamentary Procedure will be followed at all meetings of the Association Membership and at all meetings of the Board of Directors.

Special membership meetings may be held at the discretion of the Board of Directors. All members will be notified by letter at least ten (10) days prior to the meeting date. Special business shall be mentioned in the notice of the meeting and no other business shall be transacted.

Board of Directors Meetings

The regular meeting of the Board of Directors shall be held each year within 30 days of the Annual Membership Meeting.

In addition to the meeting provided for in the paragraph above, the Directors shall meet annually at a time and place to be selected by the Board of Directors. This meeting shall occur approximately six (6) months prior to the next Annual Membership Meeting.

To be considered an active Board Member, a member shall not miss more than two (2) consecutive meetings without a legitimate reason. If he does, he shall be contacted by the Secretary or President regarding his desire to remain on the Board. If he does not desire to continue, the Board shall appoint a member to fill that seat until the next annual meeting, at which time a member will be elected to fill the unexpired term.

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

The majority of Directors shall constitute the quorum at any Directors Meeting.

Article VI.

Committees

Executive Committee: This Committee shall consist to the President, Vice- President and an additional Director to be elected by the Board of Directors, with the President as Chairman. It shall be their duty to conduct the affairs of the Association between the Directors Meetings and carry out the instructions of the Board of Directors. The Secretary-Treasurer is considered an ex-officio member of this Committee.

Rules Committee: It shall be the duty of this Committee to interpret all Rules and Regulations, and to recommend such changes as they deem necessary to the Board of Directors for their approval.

Financial Committee: The Secretary-Treasurer shall be the Chairman and two members. Their purpose shall be to prepare a budget and submit it to the Board of Directors for their approval. They shall also make recommendations to the Board of Directors for the investment of available funds. An annual audit shall be conducted and reported to the membership at the annual meeting.

Exhibition Committee: This Committee shall make recommendations pertaining to live animal and carcass display.

Nominating Committee: The Nominating Committee shall be appointed annually at least ninety (90) days prior to the general meeting to nominate Directors of the Association. As soon thereafter as

possible, this Committee shall report the names of its candidates to the Secretary-Treasurer, who shall in turn notify the general membership of the nominations at least thirty (30) days in advance of the General Membership Meeting.

Membership Committee: Shall promote and encourage membership in the Association.

Sales Committee: Shall set sale rules which uphold the performance and quality of the Simmental cattle in State sanctioned dates.

Promotion Committee: Shall make recommendations concerning the advertising and promotion of Simmental cattle to insure the proper image at sales and in State Association publications.

The Board of Directors shall be authorized to appoint or suspend any Committees they deem necessary to support the Michigan State Simmental Association.

Article VII.

By-Law Amendments

The Board of Directors shall have the power to amend the By-Laws of this organization by a three-fourths (3/4) majority vote.

Any change or revision of the By-Laws as a result of Board shall become effective within thirty (30) days, after which such change is published and every member is notified.

Any amendments made by the Board of Directors may be suspended if the Secretary-Treasurer receives a petition signed by ten percent (10%) of the membership within sixty (60) days from date notification of the change or revision.

Any such action of the Board of Directors must be subject to the approval of the membership at the next regular Annual Membership Meeting.