

## **BYLAWS**

### **NORTH DAKOTA STOCKMEN'S ASSOCIATION**

#### **ARTICLE I - Members**

Sec. 1. Any person interested in the livestock industry may become a member upon payment of the annual dues set by the board of directors. Any member who shall be in arrears for more than one month for dues shall be dropped from the roll of members.

Sec. 2. All persons admitted as members bind themselves to the observance of all bylaws, resolutions and regulations of the Association.

#### **ARTICLE II - Board of directors**

Sec. 1. The board of directors shall consist of 27 members, elected four each from six districts, plus the president, vice president and immediate past president. Directors shall be chosen by the membership at the annual meeting, subject to the provisions of Section (6) and Section (8) of this Article II. The president shall, prior to the election of directors, appoint a nominating committee consisting of five to nine members of the association from each of the six districts to submit a name or names for the director position. The report of the nominating committees shall be presented to the opening session of the annual meeting, nominating as many candidates for directors as there are vacancies to be filled. The nominating committee must submit two names for a board position that is vacated by a retiring board member. In addition to the candidates so nominated, members shall have the privilege of making nominations for directors from the floor. Nominations from the floor must be made to fill a specific vacancy within a specific district. Nominations from the floor shall be made at the morning general session on the second day of the annual meeting to allow time for the printing of the ballots. Voting by active members may occur throughout the annual meeting with the final call for ballots to occur during the closing session of the annual meeting. To facilitate the nominating process, members shall have the privilege of recommending candidates to the nominating committee at the Spring Roundups or similar forums.

Sec. 2a. Nominees receiving an equal number or less than a majority of votes will be determined by the membership present at the closing session as appropriate recasting of ballots is executed until a winner is declared by a majority of the votes cast by the members present.

Sec. 2b. For the purpose of electing directors, the state will be divided into six districts comprised of approximately equal numbers of cattle in each district. The boundaries are designed to encompass the following counties:

District 1 - Benson, Cavalier, Eddy, Foster, Grand Forks, Griggs, Nelson, Pembina, Pierce, Ramsey, Rolette, Sheridan, Steele, Towner, Traill, Walsh and Wells.

District 2 - Barnes, Cass, Dickey, LaMoure, Ransom, Richland, Sargent and Stutsman.

District 3 - Burleigh, Emmons, Kidder, Logan and McIntosh.

District 4 - Adams, Grant, Hettinger, Mercer, Morton, Oliver and Sioux.

District 5 - Billings, Bowman, Dunn, Golden Valley, McKenzie, Slope and Stark.

District 6 - Bottineau, Burke, Divide, McHenry, McLean, Mountrail, Renville, Ward and Williams.

Sec. 3. Thirteen district board members shall constitute a quorum at all meetings of the board.

Sec. 4. The board of directors shall manage the business of the Association and shall employ such agents as it may deem advisable. The board of directors shall set the salary and compensation for the executive vice president.

Sec. 5. Those entitled to vote at all meetings of the board of directors are the directors, president, vice president and the immediate past president.

Sec. 6. Whenever any vacancies shall occur in the board of directors by death, resignation or otherwise, the vacancy shall be filled without undue delay by a majority vote of the remaining members. Persons so chosen shall hold office until the next annual meeting or until his or her successor is elected and qualified. Any director who is absent from three consecutive meetings of the board shall be automatically removed from office and so notified by the president. The vacancy shall be filled in the manner prescribed in this section. Such removal shall not disqualify a director who has been removed from office for re-election at a later date, provided he or she is otherwise qualified.

Sec. 7. The board of directors shall meet at such time and place as shall be fixed by the president, or when a meeting is requested to be called by eight members of the board and the notice of such meeting shall be issued by the executive vice president.

Sec. 8. Directors shall hold office for a term of four years, and one-fourth of the members of the board shall be elected at each annual meeting. However, the tenure of any director shall be limited to two consecutive terms. He or she shall not be eligible for re-election to the Board unless he or she has been retired from the Board for at least one year. However, time served in fulfilling an unexpired term shall not count against eligibility.

### **ARTICLE III - Officers**

Sec. 1. Officers: The officers of the Association shall consist of a president, vice president, executive vice president and treasurer.

Sec. 2. Qualification of Officers: The president and vice president shall be members of the Association who served or are serving on the board of directors. The executive vice president and the treasurer may or may not be a member or members of the Association.

Sec. 3. Election of Officers: The president and vice president shall be elected annually by the members of the Association at the regular annual meeting of the Association. The executive vice president shall be elected annually by the board of directors.

Sec. 4. The board of directors will act as the nominating committee for the offices of president and vice president. The report shall be presented to the opening general session of the annual meeting nominating the president and vice president. In addition to the candidates so nominated, members shall have the privilege of making nominations from the floor. Nominations from the floor must be made to fill a specific office for president or vice president. Nominations from the floor shall be made at the morning general session on the second day of the annual meeting to allow time for the printing of ballots.

Sec. 5. Term of Office: The president of the Association shall serve for a one-year term and shall be eligible to serve a maximum of two full terms. In the event of the vice president succeeding to the office of president, the part term so served shall not count as part of the two terms for which a president is eligible to serve. The executive vice president and treasurer shall serve for a one-year term, with no restriction as to the number of terms eligible to serve.

Sec. 6. Duties of the president: The president shall be the executive head of the Association and, as such, shall preside at all meetings of the membership, directors and the executive committee. He or she shall have general supervision over the affairs of the Association and shall perform all such other duties as are incident to the office of president, including signing such documents, compacts and contracts in the name of the Association as shall be

necessary from time to time. He or she shall appoint all committees. He or she shall have general administrative authority over all employees of the Association, including the executive vice president and the treasurer.

Sec. 7. Duties of the vice president: It shall be the duty of the vice president to assume all duties of the president in the event of the death or inability of the president to act.

Sec. 8. Duties of the executive vice president: The executive vice president shall be an executive officer of the Association and be responsible for carrying out all activities of the Association that may be prescribed by the president or board of directors. He or she shall at all times be responsible for carrying out, in the name of the Association, such activities as shall be authorized by the president and the board of directors. The executive vice president shall be responsible for the publication of any magazine or periodical which may be published by and in the name of the Association.

Sec. 8a. The executive vice president shall sign and attest with the president, in the name of the Association, any and all contracts, compacts and other documents and instruments in his or her official capacity. He or she shall keep a roll of all members showing their standing with reference to payment of dues. The executive vice president shall issue notices of all membership, director and executive committee meetings as directed by the president and shall attend and keep minutes of such meetings. The executive vice president shall make a full report of all the transactions of his or her office at each annual meeting and at such other times as the Association, its directors, executive committee or president may request.

Sec. 8b. The executive vice president shall have complete authority over the employees of the Association, including the setting of salaries, subject to the advice and approval of the board of directors.

Sec. 8c. The executive vice president shall perform such other duties in the interest of the Association, as may be prescribed by the board of directors, executive committee or officers of the Association.

Sec. 8d. The office of the executive vice president and the office of the treasurer may be held by one person and, if so held, the report of the office of the executive vice president and the office of the treasurer may be combined in one report.

Sec. 8e. Duties of the treasurer: The treasurer shall have custody of all funds of the Association. He or she shall keep a full and accurate account of all moneys received and paid by him or her on account of the Association and shall submit to the Association, the directors or the executive committee, a report with vouchers, receipts and other papers for examination and approval as may be required. He or she shall generally perform all the duties instant to the office. The treasurer is required to be adequately bonded in an amount set by the board of directors.

Sec 8f. Brand Inspection: The executive vice president shall be responsible for the brand inspection activities of the Association, however, the Chief Brand Inspector shall directly administer the brand inspection program within the limitations prescribed by the board of directors.

Sec. 9. For the purpose of facilitating administration of the brand inspection program, there shall be established a brand board consisting of four members. This board shall be appointed by the president from the board of directors. Tenure shall be for four years and limited to two terms. The president shall fill vacancies as they occur. Expiration of a brand board member's term on the board of directors shall not impair eligibility to fulfill an unexpired term on the brand board. Brand board members shall select a chairman from within their ranks. Any vacancy which occurs from resignation, death or disability shall be filled by the president from the board of directors. The brand board shall have full authority in administration of the brand inspection program, however, all actions are subject to approval by the board of directors.

#### **ARTICLE IV - Annual Meeting**

Sec. 1. The annual meeting of the Association shall be held during the month of September, or as near to it as feasible, at a time and place designated by the board of directors.

Sec. 2. Special meetings of the Association may be called at any time by the president and shall be called whenever requested by eight members of the board of directors or 50 members of the Association. The call for a special meeting shall state the object and place of such meeting. Fifty members shall constitute a quorum for business at all meetings of the members.

#### **ARTICLE V - Amendments**

Sec. 1. These bylaws may be amended, added to or altered by a majority vote of the members at any annual meeting or at any special meeting called for the purpose. The proposed amendment must be submitted in writing at the opening session of the annual meeting.

Sec. 2. Bylaws amendments, additions or alterations originating at a board of directors meeting will be voted on at the following board meeting as proposed. A two-thirds vote is necessary for passage.

Sec. 3. No bylaws regulating the election of directors and officers of the Association shall be made within (30) days before any election of the Association.

#### **ARTICLE VI - Executive Committee**

Sec. 1. The president, vice president, immediate past president and the executive vice president (as ex-officio) shall constitute the executive committee, which shall be a permanent standing committee. All members of this committee, except the executive vice president, shall be privileged to vote at meetings of the board of directors.

Sec. 2. This committee shall function in lieu of the board of directors, with all the powers of the board, when in the opinion of the president, an emergency situation exists. At all times, this committee shall exercise such duties and powers as shall be delegated to it by the board. All actions of this committee are subject to approval of the board.

#### **ARTICLE VII - President's Council**

Sec. 1. In order for the Association to avail itself of their advice and counsel, all past presidents of the Association shall be members of the president's council with the right to participate in all board meetings.