

RULES and BYLAWS
Missouri Simmental Association, Inc.
BYLAWS

Article I – NAME

1. The Name of the corporation shall be the Missouri Simmental Association.

Article II – AIMS AND OBJECTIVES

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

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 and quality.

Article III – MEMBERSHIP

1. Application for membership must be made in writing to any officer of the Association. (As amended December 19, 1986.)
2. The Board of Directors shall have the power to accept or reject any applications of 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 or membership fees or dues.
3. A member whose membership has been revoked must make a written application for reinstatement and can be reinstated only after having received three-fourths (3/4) affirmative vote from the Board of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.
4. 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.
5. 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.
6. Active members shall be owners or breeders of cattle who pay the membership fee, and who are in good standing with the Association.
7. Associate members shall be any person who is interested in the advancement of the Association and who pays the prescribed annual dues on or before January 1 of each year. Associate members shall have no vote and may not hold elective office. (As amended December 19, 1986.)
8. Junior members shall be persons under the age of twenty-one (21) who pay the prescribed annual dues on or before January 1 of each year. Junior members shall have no vote and may not hold elective office. (As amended December 19, 1986.)
9. Honorary members are individuals who have made an outstanding contribution to the development of the Simmental breed in the State of Missouri. 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.
10. Annual Dues:
 - \$50.00 annual dues for Active Members
 - \$60.00 annual dues for Active Members (if paid after April 1)
(This does not apply to first year members)
 - \$15.00 annual dues for Associate Members
 - \$25.00 annual dues for Associate Members (if paid after April 1)
(This does not apply to first year members)
 - \$10.00 annual dues for Junior Membership paid between January 1 – April 30
 - \$15.00 annual dues for Junior Members if paid after April 30
(This does not apply to first year members)
(Amended April 3, 2009)

Article IV – AIMS AND OBJECTIVES

1. Officers. (As amended December 19, 1986)
 - a. The officers of the Association shall be President, a President elect, and a Secretary – Treasurer, all of whom shall be selected from the Board of Directors and chosen by the Board of Directors and chosen by the Board of Directors. An Executive Secretary may also be employed at the discretion of the Board of Directors. (Paragraph a added, paragraphs a, b, c, re-numbers as b, c, and d; (as amended March 25, 2000)

- b. 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 issue call for all Board Meetings. He shall carry on the business of the Association under the Articles of Incorporation., The Bylaws and the instructions of the Board of Directors.
 - c. The President Elect, in the absence of the President or at their request, shall perform the duties of said officer. The President Elect moves into the President position when it expires. Which may be after one year or after two years. (Amended March 25, 2000.)
 - d. The Secretary–Treasurer 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.
 - e. The Executive Secretary shall be a compensated position and can be any person. The term, duties and responsibilities shall be determined by the Board of Directors in a written contract with such Executive Secretary. (As amended December 19, 1986.)
 - f. Each officer (other than the Executive Secretary), shall serve for one year. The President shall be limited to two (2) one (1) year consecutive terms. He shall again be eligible to serve after a one (1) year consecutive terms. He shall again be eligible to serve after a one (1) year absence. (As amended December 19, 1986).
 - g. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served by such removal. Any vacancy because of death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired term. (As amended December 19, 1986)
1. Directors. (As amended December 19, 1986)
- a. The affairs of the Association shall be managed by a Board of Directors. Directors shall be active members of the association and shall be elected by written ballot at the annual meeting of the Association. The nomination of active members to be Directors shall be make by the nominations committee accompanied with nominations also taken from the floor. Initially the Board of Directors shall consist of twelve (12) members show terms of office shall be as follows: three of who will come form each geographical location (north and south) of the state and the other six at large throughout the state.
Four (4) Directors for a three (3) year term.
Four (4) Directors for a two (2) year term.
Four (4) Directors for a one (1) year term.

Therefore 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 a one (1) year absence. (As amended December 19, 1986 and further amended November 5, 1994.)
 - b. Directors can be removed for cause by 2/3 vote of all other Directors upon recommendation of the Executive Committee. Cause for removal shall be absence from two (2) Board of Director meetings in any one year without contacting the President with reason for the absence. The Board shall appoint any active member to complete the unexpired term of a Director because of death, resignation or removal. (As amended December 19, 1986.)
 - c. Each person who shall serve as a Director or Officer of the Association shall be indemnified by the 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 made a party, by reason 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 at the time such settlement is effected, whether or not such person is a Director 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 or 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 or other rights to which such person may be entitled as a matter of law.
 - d. The Board of Directors shall have authority to adopt and enforce such rules and regulations to expound but not be inconsistent with the Bylaws and further define the operation of the Association (As amended December 19, 1986.)

Article V – MEETINGS

1. Membership Meetings
 - a. An Annual Membership 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 meetings. The order of business shall be mentioned in the notice of the meeting.
 - b. A quorum for an Annual Membership Meeting shall consist of the Active members in good standing present.
 - c. Only Active Members who are in good standing and whose membership is paid up are entitled to vote at any annual Membership Meeting.
 - d. Standard parliamentary procedure will be followed at all meetings of the Association membership and at all meetings of the Board of Directors.
 - e. 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.
2. Board of Directors Meetings.
 - a. the regular meeting of the Board of Directors shall be held each year in conjunction with and at the same place as the Annual Membership Meeting.
 - b. In additions to the meeting provided for in paragraph “a” 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.
 - c. 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.
 - d. The majority of Directors shall constitute the quorum of any Directors Meeting.

Article VI – COMMITTEES

1. Executive Committee. This Committee shall consist of the President, President Elect 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 and ex-officio member of this Committee.
2. 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.
3. Financial Committee. The Secretary–Treasurer shall be the Chairman and two Directors. Their purposed shall be to prepare a budget and submit it to the Board of Directors for their approval. They shall also make recommendations of the Board of Directors for the investment of available funds.
4. Exhibition Committee. This Committee shall make recommendations pertaining to live animal and carcass display.
5. Nominating Committee. The Nominating Committee shall be appointed annually at least ninety (90) days prior to the general meetings 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 off the nominations at least thirty (30) days in advance of the General Membership Meeting. (As amended December 19, 1986.)
6. Membership Committee. Shall promote and encourage membership in the Association.
7. Sale Committee. Shall set sale rules which uphold the performance and quality of the Simmental cattle in state sanctioned sales.
8. 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.
9. The Board of Directors shall be authorized to appoint or suspend any Committees they deem necessary to support the Missouri Simmental Association.
10. Committees, unless otherwise stated, shall be appointed by the Board of Directors from the general membership and shall have at least one Director as member. The term and number shall be determined at the appointment of the committee. (As amended December 19, 1986.)
11. The President and the Executive Secretary shall be ex-officio members of each committee. The immediate past President shall be an ex-officio of the Executive Committee for a term of one year. (As amended December 19, 1986.)

Article VII – BYLAWS AMENDMENTS

1. The Bylaws of the Association may be amended by an affirmative majority vote of the members present at any general meeting. Notice, however, of all proposed Amendments must be made in writing to the Secretary–Treasurer thirty (30) days prior to any general membership meeting and must be included in the notice calling of the meeting. (As amended December 19, 1986.)
2. All changes or amendments of the Bylaws made at any general membership meeting will become effective immediately.