

Bylaws of the New York Beef Producers' Association



**Amended
January 18, 2019**

ARTICLE I – Name

The name of the organization shall be the New York Beef Producers' Association, Inc., incorporated under and pursuant to the Not-for Profit Corporation Law of the State of New York. The New York Junior Beef Producers' Association is the official youth organization of the New York Beef Producers' Association, Inc.

ARTICLE II – Objects

The objects and purpose of the Association are: To establish and encourage friendly exchange of ideas among its members; To promote and protect the interest of beef cattle producers in New York State; To aid its members in the purchase, breeding and sale of desirable quality cattle; To cooperate with Cornell Cooperative Extension, NYS Dept. of Ag & Markets and other local, state and national agencies and organizations working for the improvement of the beef cattle industry; and To encourage youth participation in breeding, showing, feeding and marketing of beef cattle.

ARTICLE III – Membership

Section 1. The Association shall have two classes of members. The designation of such classes and the qualification rights of the members of such classes shall be as follows.

a. Active Members - Any individual, partnerships, associations, companies, corporations and other organizations actively engaged in the production, promotion, and/or feeding of cattle may apply to become a member of this Association by paying the annual fees as specified in Section 2.a. Application for membership must be made in writing to the Secretary of the Association. The council shall have the power to accept or reject any application for membership. Persons using the services of this Association must be members in good standing of the Association at the time the services are rendered. Membership shall be for a calendar year (January 1 – December 31).

b. Youth Membership - Any youth 21 years or younger is eligible for Youth Membership. Youth Membership is open to anyone who has an interest in the cattle industry and the production, care, breeding, feeding, and showing of beef cattle. They must be age 21 or younger as of January 1st of the current calendar year. Their membership in the association entitles them to all rights and privileges of the NYJBPA including all activities, events, and shows throughout the current year

Section 2. Dues shall be established for the following year by majority vote of the Council as defined in Article VI at any regular scheduled meeting, or special meeting of the Council called for that purpose.

a. Active Members – Annual dues for membership shall be payable on or before January 31 each year. \$1.00 per Region member will be returned by the Association to the Region by January 15 for all active members as of December 31 for the previous calendar year.

b. Youth Membership - Annual dues shall be payable on or before January 31 each year. Dues shall be due prior to participating in an NYJBPA event in that given year.

Section 3. Voting.

a. Each active member (individual, firm, partnership, corporation, or association) in good standing with this Association shall be entitled to one vote on any matter and/or election brought before any regular or special meeting of this Association. A member in good standing must have paid all dues, and/or debts owed to this Association and/or any Region of the Association. Proxy voting shall not be permitted.

b. Each active Youth member in good standing with this Association shall be entitled to one vote on any matter and/or election brought before any regular or special meeting of the New York Junior Beef Association. A member in good standing must have paid all dues, and/or debts owed to this Association and/or any Region of the Association. Proxy voting shall not be permitted.

Section 4. All members whose residence and/or place of business are within New York State shall be considered a member of one of the Regions as defined in Article VIII.

Section 5. Any member having a grievance or complaint against the Association or any Region may appeal to the members of the Association or said Region at any regular or special meeting.

Section 6. Unless otherwise provided by law or these Bylaws, all the rights, title or interest of a member of this Association in or to the Association or its property shall cease on the termination of the membership.

Section 7. All books and records shall be open for inspection by any member at the offices of the Association, located at the offices of the Executive Secretary.

Section 8. Any member of this Association who violates the Bylaws or Rules and Regulations of this Association or the respective Regions; or any member who shall deceive or wrong the Association or a member thereof or other person; or any member who shall conduct him/herself as to be detrimental to the Association or to make this Association undesirable; or any member whose practices in the sale of cattle are such as to impair the reliability of the records of the Association shall be censured, suspended or expelled by the Council after proper notice and formal hearing.

Any member holding or managing a public sale of cattle or consigning animals to or purchasing animals at such sale who willfully engages in any fraudulent or unethical practice in connection with such sale may be censured, suspended or expelled by the Council after proper notice and formal hearing.

The Council must notify a member in writing by certified mail of impending action to censure, suspend, or expel said member. The member shall have 14 days from the postmark date of the notification letter in which to respond in writing by certified mail to the office of the Executive Secretary of the Association requesting a formal hearing before the Council. Such formal hearing to be held at a time and place designated by the President of the Association not more than 21 days after the postmark date of the member's reply letter. If the member fails to respond as specified above, membership shall be immediately cancelled. If a formal hearing is held, the Council shall take action and notify the member in writing within 10 days of the action taken. There shall be no refund of membership dues paid.

ARTICLE IV – Officers

Section 1. Officers of this Association shall be: President, Vice-President, Secretary and Treasurer who are to be elected annually by majority vote of all active members present at the regular annual meeting of the Association. The President and Vice-President may be elected for not more than two consecutive one-year terms. The secretary and treasurer may be elected for not more than six consecutive one-year terms. There officers shall perform the duties prescribed by the parliamentary authority adopted by this Association and those prescribed in the Bylaws.

Section 2. The Council shall by majority vote appoint an Executive Secretary whose term shall continue from year to year until such time as he/she may resign or the Council by two-thirds vote shall remove him/her from office. Annually prior to April 1 the Immediate Past President, the President and the Vice President shall review the performance of the Executive Secretary. The council shall annually establish a compensation for the position of the Executive Secretary.

Section 3. The President shall:

- a. Serve as the official Spokesperson for the Association
- b. Direct activities of the Executive Secretary
- c. Preside over all meetings of the Association and the Council
- d. Sign with the Treasurer all notes, deeds and other instruments on behalf of the Association
- e. Call special meetings of the Association and the Council
- f. Appoint the chairman and members of all other committees as defined by Article VII, Section 1.

Section 4. The Vice-President shall:

- a. In the absence, disability or refusal to serve of the President, perform all duties of the office
- b. Oversee and facilitate the work of all committees of the Association
- c. Serve as ex-officio member of all committees except the nominating committee.

Section 5. The Treasurer shall:

- a. Sign all checks, and with the President sign all notes and other obligations of the Association.
- b. Receive and disburse all funds, and serve as the custodian of all securities and property of the Association.
- c. Keep a full and accurate account of all financial transactions of the Association and deliver such books to the successor in office when elected.
- d. Prepare a full report of all financial matters and present it to the members at the annual meeting and to the Council whenever requested.
- e. Deposit all monies of the Association in the name and to the credit of the Association in such depositories as may be designated by the Council. Deposit all monies of the Junior Association in the name and to the credit of the Junior Association in such depositories.
- f. Direct the preparation of the annual budget in conjunction with the President, Vice-President, Executive Secretary and Past President, and present it to the Council for approval and recommendation to the membership at the Association annual meeting.
- g. Present to the Audit Committee all books, records and other documents as may be necessary for a complete and accurate annual audit of the financial books of the Association.

Section 6. The Secretary shall:

- a. Serve as a back up if the Executive Secretary is unable to perform his/her duties.
- b. Carry out any other responsibilities as assigned by the Council.

Section 7. The Executive Secretary shall:

- a. Keep a complete and accurate record of all meetings of the Association and Council.
- b. Retain custody of the seal of the Association and shall cause the same to be affixed to such instruments, on behalf of the Association, as shall be directed by the Council.
- c. Keep a complete and accurate list of all members, their address and membership termination dates. Notify Region Chairmen of members delinquent in dues as of March 1 of the calendar year.
- d. Notify the officers and committee members of their appointment.
- e. Promote and advertise various sales and other activities of the Association through radio, magazines and/or newspapers as directed by the Council.
- f. Carry out any other responsibilities as assigned by the Council.
- g. Solicit ads and articles and produce and distribute a newsletter to members.
- h. Solicit ads and update membership and produce the Association Directory.

Section 8. Candidates for the offices of President, Vice-President, Secretary and Treasurer shall be selected by the Nominating Committee. Additional nominations may be received from the floor at the annual meeting.

Section 9. Vacancies occurring after the annual meeting shall be filled in the following manner:

- a. A vacancy in the office of President shall be filled by the Vice-President.
- b. Vacancies in the offices of Vice-President, Secretary and/or Treasurer shall be filled by majority vote of all Council members at a properly called Council meeting, the notice of which must indicate that such an election is to take place

Section 10. The Council may require certain officers to be bonded.

ARTICLE V – Meetings of the Association

Section 1. The regular annual meeting of this Association shall be held during the period of January 1 to March 1 inclusive, the specific time and place to be designated by majority vote of the Council, on or before July 1 of the preceding year. The purpose of the annual meeting shall be to receive reports from officers, committees, to elect officers of the Association and to conduct other business as appropriate.

Section 2. Notice of the time and place for the annual meeting or any special meetings of the Association shall be given by the Executive Secretary via written notice, or electronic mail (if the current established electronic mail address is on file) at least 30 days prior to such meetings, to each member at his residence or place of business as it appears on the books of the Association.

Section 3. Special meetings may be called at any time by the President or the Council. The President shall also call such meetings if requested in writing by 25 or more members stating the specific business to be conducted. The Executive Secretary shall mail or electronic mail (if the current established electronic mail address is on file) the required notice to all members of the Association.

Section 4. A quorum for a properly called annual meeting or special meeting of the Association shall be those members present. The President has the authority to call a special meeting of the officers for time sensitive issues with a limit of \$1500.00.

ARTICLE VI – Council

Section 1. The governing body for this Association shall be the Council. The Council shall determine the policy for the Association within guidelines established by the membership in attendance at the annual and/or special meetings of the Association.

Section 2. The Council shall be composed of the President, Vice-President, Secretary and Treasurer of the Association, plus the Chairman **OR** Vice Chairman of each of the several Regions, the immediate Past President, a representative of the New York Junior Beef Producers' Association, and two directors of the New York Beef Council.

Section 3. Meetings of the Council shall be called by the President not less than three times annually or more frequently if in his judgment the business of the Association requires it. Upon request by twenty percent of the members of the Council, a meeting may be called at any time, providing those requesting the meeting serve notice to the entire membership of the Council together with a detailed list of the objects to be considered or discussed. Notice of all Council meetings shall be postmarked by first class mail or electronic mail (if the current established electronic mail address is on file) at least ten days in advance of such meetings. Any one or more members of the council may participate in a meeting of the Council by means of a

conference telephone or similar communications equipment which allows all participants to hear each other at the same time. Participation by such means shall constitute presence in a person at such meeting.

Section 4. The Council shall control the business and affairs of the Association and make the necessary rules and regulations not inconsistent with the law or these Bylaws for the management of the business and the guidance of the officers, employees and agents of the Association.

Section 5. A quorum for a properly called Council meeting shall be a majority of the Council membership.

ARTICLE VII – Committees

Section 1. The standing committee of this Association shall be the Nominating Committee. The Council or the President with majority approval by the Council shall have the authority to create other committees as may be deemed necessary. All committees shall act under the authority and direction of the Council and shall report directly to the Council. The Vice-President shall be an ex-officio member of all committees except the Nominating Committee.

Section 2. The Nominating Committee shall consist of the Executive Secretary serving as chairman (ex-officio) and the Chairman or Vice Chairman from each of the several Regions. The Nominating committee shall:

- a. Select a slate of officers (President, Vice-President, Secretary and Treasurer) to present to the Council at its last meeting preceding the Association annual meeting. The slate of officers will be presented to the membership for election at the Association annual meeting.
- b. Select award recipients.

ARTICLE VIII – Regions

Section 1. The area served by this Association shall be divided into Regions by this Council. Counties may be allocated to and transferred from one Region to another upon the recommendations of the Directors in the respective Regions.

Section 2. Each county within a Region shall be entitled to one or more county representatives (but limited to one vote for the county), to be elected by majority vote at a properly called annual meeting of the Region. The county representatives shall be elected each year at the Region annual meeting from producers of that county, and in case there is more than one nomination from the county, only producers from that county can vote thereon. If no nomination is made, someone from the Region in which that county is assigned may make the nominations.

Section 3. Officers of each Region shall be Chairman, Vice-Chairman, Secretary and Treasurer. Other officers may be designated as deemed necessary by the Region. These officers shall perform the duties prescribed by the parliamentary authority adopted by the Association.

Section 4. Each Region shall hold an annual meeting of its members during the calendar year, the specific time and place to be designated by the Region Chairman. The Secretary of the Region shall notify the Association Executive Secretary and the membership of the Region by mail or electronic mail (if the current established electronic mail address is on file) at least 30 days in advance of the Division annual meeting. Said notice shall specify the time and place for the meeting and a statement of purpose.

Section 5. The purpose of the Region annual meeting shall be to elect, by majority vote, officers and county representatives for the Region, and to conduct other business of the Region as deemed appropriate.

Section 6. Additional meetings of the Region may be called by the Region Chairman, or whenever 10 members request it in writing.

Notice of such meetings shall be sent to each member of the Region by mail or electronic mail (if the current established electronic mail address is on file) at least 10 days prior to the meeting, and shall specify the date, location and purpose of the meeting.

Section 7. The term of office for County Representatives shall be one year with no limit on the number of terms. The term of office for all Region officers shall be one year with a limit of four consecutive terms.

Section 8. The Regions may establish a Sales Committee and any committees as deemed appropriate to conduct the work of the Region. Officers and members of such committees may be elected by a majority vote of members present at the Region Annual meeting, or may be appointed by the Region County Representatives. Each Region is to determine the method to be used.

ARTICLE IX – Parliamentary Authority

The rules contained in the current edition of "Roberts Rules of Order, Newly Revised" shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE X – Seal

The seal of the Association shall be in the form of a circle and shall bear the name of the Association and the year of its incorporation.

ARTICLE XI – Amendments

These Bylaws may be amended at any properly called regular meeting of the Association. Amendments must be approved by a two-thirds vote at a regular or special meeting of the Council held at least sixty days preceding the annual meeting. Any member or Region may present amendments for consideration by the Council. A summary of all amendments must be included in the Call to the Association annual meeting with the full text available upon request. A two-thirds vote of all members present at the Association annual meeting is required for adoption of any amendments to these Bylaws.

ARTICLE XII - Organization Termination

If Association is dissolved or terminated the assets will be distributed to further one or more exempt purposes. Distribution of assets would be determined by Council if termination becomes necessary.