

**BY-LAWS OF THE  
SOUTHEAST BRANGUS BREEDERS ASSOCIATION  
AS AMENDED August 12, 2016**

**ARTICLE I - NAME**

The name of this association is Southeast Brangus Breeders Association. (SBBA)

**ARTICLE II - OBJECTIVE AND PURPOSES**

The objective of SBBA is to unite Brangus Breeders in the southeast to advance our economic, political and social interests.

Purposes of the association shall be:

- (1) To promote, in any and all ways, interests of Brangus Breeders in the southeast.
- (2) To increase the number of Brangus Breeders, IBBA and SBBA members.
- (3) To do any and all things necessary to advance the prosperity of members of SBBA.
- (4) To serve as a focus for social interests and as a forum for educational programs for members of SBBA.

**ARTICLE III - TAX STATUS**

This is a non-profit association as provided for under Section 501 (c) of the Internal Revenue Service Code.

**ARTICLE IV - PRINCIPAL HEADQUARTERS**

The principal headquarters shall be located at the address of the president and the mailing address shall be that of the secretary.

**ARTICLE V - MEMBERSHIP**

All active members of the International Brangus Breeders Association in good standing and residing in or having their principal breeding herd primary in the States of Alabama, Arkansas, Virginia, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee but may include other states as desired, shall be eligible for **Active Membership** in this Association upon paying a membership fee in such amount as may be fixed by the Board of Directors of this Association. Each active member shall be entitled to one vote at any regular or special meeting of the membership of the Association. The ranch manager or ranch superintendent of any active member of the Association shall also be eligible for active membership upon payment of dues as prescribed by the Board of Directors. However, if either the employer or the employee or a spouse holds a position as either an officer or director of the Association, the other shall be ineligible to hold a position as either an officer or director. Anyone ranch or entity shall be limited to three (3) active voting memberships in this Association.

All active members of the International Brangus Breeders Association in good standing and residing in or having their principal breeding herd in other states; and any person, firm, or corporation genuinely interested in the objectives and purposes of this Association, irrespective of whether such party be a breeder or owner of cattle, shall be eligible to become an **Associate Member** of this Association when approved by the Board of Directors upon paying an associate membership fee in such amount as may be fixed by the Board of Directors of this Association. However, no associate

member shall ever be entitled to vote at any membership meeting of this Association, regular or special, nor otherwise be entitled to pass upon any of the affairs of the Association. Associate Members are ineligible to hold a position as either as officer or director.

#### **ARTICLE VI - STANDING OF BY-LAWS**

The **By-Laws** of this Association are and shall be always subordinate to the corporate Charter and the **By-Laws** of the International Brangus Breeders Association.

#### **ARTICLE VII - BOARD OF DIRECTORS**

##### **Section 1 - Director of Association**

The control of the property and business of the Association shall be and same is vested in a Board of Directors composed of twelve (12) active members, or such other number as may be fixed at any duly convened Annual Meeting of the membership.

##### **Section 2 - Terms & Eligibility of Directors**

The Directors shall be elected by the active members of the Association for a term of three years or until their successors are duly elected and qualified. Directors shall be elected in classes of 4 Directors each year assuring continuity of membership over time. When any Director has served two consecutive terms he shall not be eligible for re-election as a Director until at least one year after the expiration of the second term. However, serving a partial term shall not apply to eligibility of a Director to serve two (2) complete terms. Regular or special meetings of the Directors may be held at such time as the Board of Directors may from time to time determine, upon such notice as shall be provided herein.

##### **Section 3 - Meeting of Directors**

Meeting of Directors shall be held annually in conjunction with the annual membership meeting. At such meeting the Directors shall receive reports of officers and transact such other business as may come before them. A majority of the Directors shall constitute a quorum, and the vote of a majority of those present in person shall constitute a binding act of the Association. Other meetings of the Directors may be from time to time as designated by them. Notice of the Annual Meeting shall be given by the Secretary to all the Directors at least 30 days prior to the meeting, but failure of the Secretary to do so will not vitiate any Annual Meeting. Special meetings of the Board of Directors to be held may be called by the President and in his/her absence by the Vice-President, or by any five (5) members of the Board. By unanimous written consent of the Directors, special meetings of the Board may be held without notice, at any time and place.

##### **Section 4 - Vacancies in Board of Directors**

Vacancies in the Board of Directors may be filled at any regular meeting of the members of the Board or at any special meeting thereof called for that purpose. In the event that there is a vacancy in the Board of Directors or any office, the Board may appoint a replacement to serve until the next annual meeting, at which time the Nominating Committee would recommend a replacement for the unexpired term.

The Board shall have the power to remove any director, officer or employee by a majority vote of the Directors.

### **Section 5 - Absence from Meetings**

Failure of any Director to attend meetings for a period of two successive meetings (unexcused), shall be cause for the Board of Directors to declare such office vacant, and said Board may appoint a successor as specified in Section 4 of this Article.

### **Section 6 - Compensation of Directors**

Directors, as such, shall not receive any stated salary for their services.

### **Section 7 Other Powers**

In addition, to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute prohibited or by these By-Laws directed or required to be exercised or done by the active members.

## **ARTICLE VIII - MEMBERSHIP MEETINGS**

### **Section 1 - Time, Place, & Notice**

The Annual Meeting of the active membership shall be held at such time and place as may, from time to time, be fixed by the Board of Directors. Written notice of the Annual Meeting shall be mailed to each member of the Association at least 30 days prior to the date of such meeting. Special meetings of the active membership may be called by the President from time to time, and special meetings may be had from time to time when called by not less than 20% of such active members then in good standing; provided that any such call shall be in writing, shall be signed by not less than 20% of the then active membership in good standing, and that such written call be presented to and lodged with the then President or Secretary not less than forty (40) days prior to the date for which any such meeting is so called. Written notice of all special meetings shall be given the active membership at least 30 days prior to the date of any such meeting.

### **Section 2 - Presiding Officer**

The President shall preside at all meetings, if present, but in his/her absence, or failure or refusal to preside, the Vice-President shall preside. In the event the President and Vice-President are absent from said meetings, or fail or refuse to preside, then, the Immediate Past President shall preside.

### **Section 3 – voting**

At every such meeting, each active member of the Southeast Brangus Breeders Association, in good standing, present in person, shall be entitled to cast one vote.

### **Section 4 - Quorum**

A quorum for the transaction of business at any such meeting shall consist of not less than 20% of all active members then in good standing, present in person. The vote of a majority of those present in person shall constitute a binding act of the Association.

### **Section 5 - Removal from Office**

At any duly convened regular or special meeting of the active membership, at which a quorum is present, any such member in attendance in person shall have the right to lodge a written complaint against any director and/or officer and seek his or her removal. Such complaint shall specify the charges against the person or persons complained of and shall specifically request removal from

office, and shall be signed by the active member presenting same. Upon its presentation, the presiding officer shall read such complaint aloud, and refer it to the next regular meeting of the active membership for action. At the next regular active membership meeting, such complaint shall be fully presented and acted upon by vote of those present in person. If two-thirds or more of those present in person at such regular meeting vote to remove from office the party or parties complained of, each such party shall thereupon stand removed from office.

## **ARTICLE IX - OFFICERS AND COMMITTEES**

The officers of the Association shall be elected for a two (2) year term and shall be President, Vice-president, Secretary and Treasurer. The Secretary and Treasurer may be the same person at the pleasure of the general Membership. One must be a member of the Board of Directors to be eligible for the office of President and Vice-President. The general Membership shall vote on the offices of President, Vice-President, Secretary and Treasurer. The Board may appoint such other officers, agents and employees as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The salaries of all officers and agents of the Association shall be fixed by the Board of Directors.

### **Section 1 - Executive Committee**

The President, Vice-President, Secretary, Treasurer and immediate past president shall constitute the Executive Committee.

This committee shall meet at stated times, or on notice to all by the President or any two or more of the other members. During the intervals between meetings of the Board of Directors, such Executive Committee shall represent the Board of Directors in all matters concerning the interests and the management of the business of the Association, and generally perform such duties and exercise such powers as may be directed or delegated to it by the Board of Directors from time to time. The Board may delegate to such committee authority to exercise all the powers of the Board, while the Board is not in session. This committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. When required.

### **Section 2 - Advertising, Public Affairs, and Public Relations -**

This committee shall be responsible for developing media flow charts (designate advertisement for the year), designing and distributing advertisements, coordinating matching funds with IBBA, and coordinating billing with SBBA Treasurer. This committee shall maintain and assist with providing the SBBA promotional booth at any member state Cattlemen's Association convention that requests assistance or other designated shows that may arise. This committee may secure spaces for a booth, order proper literature from IBBA, secure people to staff the booth, set-up and tear-down the booth. This committee shall distribute information pertaining to public relations to the membership of the SBBA.

### **Section 3 - Awards**

This committee shall collect all nominations for annual awards and select winners (with committee members). Awards include SBBA Award of Excellence and Achievement Award.

### **Section 4 - Budget and Finance Committee**

This committee shall recommend investment opportunities for SBBA treasury and prepare a draft budget for the following year and present it at the fall membership meeting. The final

budget shall be approved at the first Board of Director's meeting of each new-year. The Vice President shall chair this committee.

#### **Section 5 - Auction**

This committee shall secure items for auction during the annual fall meeting. It shall encourage buyers and bidders and arrange for the collection of money, sale order, auctioneer, etc.

#### **Section 6 - By-Laws**

This committee shall review By-Laws on an annual basis and present recommendations to the membership for necessary changes or additions. The immediate past president shall chair this committee.

#### **Section 7 - Education and Breed Improvement**

This committee shall be responsible for securing speakers, when needed, on education and breed improvement topics at - SBBA events.

#### **Section 8 – Membership**

This committee shall generate ways to maintain and increase membership.

#### **Section 9 - Nominating Committee**

This committee shall consist of the three most recent past presidents. The immediate past president shall serve as chairman. This committee is responsible for recommending a slate of officers and directors to fill vacancies at the annual meeting.

#### **Section 10 – Southeast Regional Junior Brangus Show**

This committee shall plan and execute Southeast Regional Junior Show (annual summer event). Responsibilities include securing show facilities and hotels, distributing entry forms, compiling show program, ordering trophies/ribbons, securing donations, securing judges and executing show. All funds collected for entry fees and donations/funds raised shall be deposited in a "Southeast Junior Brangus account" for said purpose. All disbursements related to the show shall come from said account. This committee must maintain an annual balanced budget. Such budget must be submitted to the SBBA for approval and oversight.

#### **Section 11 - Southeast Sales Committee**

This committee shall be responsible for overseeing all sales including selection of cattle, rules of sale, finances of sale, distribution of entries, follow-up after sale and distribution of sale proceeds. All funds collected for consignment fees and proceeds from all sales shall be deposited in a separate escrow account for that purpose. All disbursements related to the sale shall come from that account, thus creating a zero balance at the conclusion.

#### **Section 12 - Youth and Scholarship**

This committee shall oversee all youth activities involving youth from the Southeast. The committee shall work with the Southeast Regional Junior Show Chairman in executing its annual show. The committee oversees the Scholarship Program.

#### **Section 13 Limit on Authority**

**No officer, agent, or representative of the Association will have authority to incur or create any bill or obligation on behalf of the Association until same has been authorized by the Executive Committee or by the Board of Directors.**

#### **Section 14 - Disbursement of Funds**

No officer, agent, or representative of the Association shall have authority to pay any bill or expense or dispose of any funds of the Association unless the payment of such bill or expense or disposal of such funds has first been authorized by the Executive Committee or by the Board of Directors.

#### **ARTICLE X - DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the directors and all meetings of the members pertaining to the business affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect.

**Section 1** - The President shall execute bonds, mortgages and other contracts on behalf of the Association.

**Section 2** - The President shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of the president of an association.

#### **ARTICLE XI - DUTIES OF VICE-PRESIDENT**

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and, shall perform such other duties as the Board of Directors shall prescribe. The Vice-President shall serve as Chairman of the Budget and Finance Committee.

#### **ARTICLE XII - DUTIES OF SECRETARY**

The Secretary shall be present at all meetings of the members pertaining to business affairs of the Association and at all meetings of the Directors and take and keep full minutes thereof. He/she shall keep a permanent record of all business affairs of the Association. He/she shall cause notice of all meetings to be sent to directors and members pertaining to the business affairs of the Association and shall have such other duties as may be determined by the directors.

#### **ARTICLE XIII- DUTIES OF TREASURER**

The Treasurer shall have the custody of the Association funds, excluding escrow accounts, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies in the name and to the credit of the Association, in such depositories as may be approved by the Board of Directors or Executive Committee. All banking accounts shall have two (2) signatures on file (being the Treasurer and the President.)

**Section 1** - He/she shall disburse the funds of the Association as may be authorized by the Executive Committee, taking proper vouchers for such disbursements and shall render to the President and directors, at the regular meetings of the Board, or whenever, they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Association.

**Section 2** The Treasurer and the President shall give the Association a surety bond if required by the Board of Directors, in a sum and with a surety company satisfactory to the Board, for the faithful performance of the duties of office, such cost to be paid by the Association. In the case of death, resignation, retirement, or removal from office, all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control shall be surrendered to the Association.

**ARTICLE XIV - DUTIES OF IMMEDIATE PAST PRESIDENT**

The immediate past president shall serve on the Executive Committee, chair the **By-Laws** committee and the Nominating Committee, and preside at any meeting in the absence of the president and vice-president.

**ARTICLE XV - OFFICER REPORTS**

All officers shall render detailed reports for transactions handled by them, at the annual members.

**ARTICLE XVI - FISCAL YEAR**

The Association shall operate on a calendar year basis for all purposes.

**ARTICLE XVII - AMENDMENTS**

These **By-Laws** may be amended at any regular meeting of the membership, or at any special meeting called for that purpose, by an affirmative vote of two-thirds of the active members there present in person; provided, however, that any proposed amendment shall be reduced to writing and be filed with the Secretary or President of the Association, at least 30 days prior to any such meeting. Any such proposed amendment shall clearly and concisely set out all amendments sought, and a copy thereof shall be sent to each active member of the Association then in good standing not less than twenty (20) days prior to the regular or special meeting at which same is to be voted upon.

**ARTICLE XVIII - OPERATING PROCEDURES**

Action of the Executive Committee or the Board of Directors or the membership that could be considered standard practices or operating procedures (e.g. matching funds to member states for advertising) shall be in writing in list form and kept by the President and the Secretary. These may be amended at any time by a vote of the Board of Directors.

**ARTICLE XIX - DISSOLUTION**

In the event the Southeast Brangus Breeders Association should cease to exist, any funds left in the treasury shall be turned over to the International Brangus Auxiliary to provide annual scholarships to outstanding junior Brangus breeders in the Southeast.

**ARTICLE XX - AMENDMENT**

These By-Laws are amended August 12, 2016 and shall supersede any and all previous By-Laws or any revisions thereof. The undersigned certify the foregoing by-laws have been adopted as the by-laws of the Association, in accordance with the requirements of the provisions set out therein.

DATED: \_\_\_\_\_

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*SECRETARY*

ATTESTED TO BY: \_\_\_\_\_  
PRESIDENT