

# By-Laws of the Wisconsin Brown Swiss Association, Inc.

Approved March 6, 1999

## BY-LAW 1

### NAME

- 1.01 The name of the association shall be Wisconsin Brown Swiss Association, Inc.

## BY-LAW 2

### LOCATION

- 2.01 All Offices. All Offices for the transaction of business shall be located at such places as the Board may from time to time determine.

## BY-LAW 3

### PURPOSES

- 3.01 The purpose of the association shall be:
- a. To improve the Brown Swiss breed of cattle.
  - b. To increase the popularity of Brown Swiss cattle.
  - c. To publicize the achievements of Brown Swiss cattle.
  - d. To develop and complete a yearly program of activities of united action for the Brown Swiss breed.
  - e. To cooperate with the National Brown Swiss Cattle Breeders' Association, University of Wisconsin College of Agricultural and Extension Service and all other agencies included in the advancement of the Brown Swiss breed of cattle.

## BY-LAW 4

### MEMBERSHIP

- 4.01 CANTONS. The state shall be divided into district cantons, representing the most desirable division as to area and membership.

If there is not an active Canton association in the district in which the member lives, the entire dues payment shall go to the Wisconsin Brown Swiss Association.

The program of the Canton association shall conform to the Articles and by-laws of the Wisconsin Brown Swiss Association.

- 4.02 LOCATION. The adjoining Canton may more conveniently serve a few breeders, because of the location of their farm, than by the one in which their farm is actually located.

Any breeder so located may be privileged to become an active member of the adjoining Canton rather than his own, if he so desires. Such a membership to be granted only upon written position filed with, and approved by the executive officers and the Board of Directors.

No breeder will be permitted to maintain an active membership in two or more Canton associations during the same calendar year. Where a marginal membership has been granted, the breeder involved relinquishes all rights to participate in Canton activities of their rightful Canton area, until such time as the executive officers and Board had approved a petition for readmission.

- 4.03 DUES. A person becomes a member upon payment of annual dues. The annual membership fee is due to the Secretary/Treasurer by April 1 of each year. The membership period runs from April 1 to March 31.

The annual dues, which make an individual a member of both the Canton and the Wisconsin Brown Swiss Association, shall be divided between the Wisconsin Brown Swiss Association and Canton Association. This due makes individuals eligible to participate in all state activities.

The Board of Directors shall annually establish the membership dues. The Board of Directors can also establish a penalty for late payment.

The dues will be pro-rated by the Secretary/Treasurer at the direction of the Board to the Cantons.

- 4.04 ELIGIBILITY. All owners of grade and purebred Brown Swiss cattle in Wisconsin are eligible for membership.
- 4.05 VOTING MEMBERSHIP. All owners of grade and purebred Brown Swiss cattle in Wisconsin are eligible for membership. This membership includes all members of the immediate family; but entitles the family, partnership or corporation to be a single vote for each paid membership. It is recommended that the state membership be obtained in the same name listing as the national membership.
- 4.05.1 A voting member may exercise the voting right for all voting memberships within the farm unit.
- 4.06 ASSOCIATE MEMBERSHIP. Others vitally interested in the improvements of the breed are eligible for associate membership. They receive all rights and privileges except that of voting.
- 4.06.1 Individuals owning cattle in joint with voting members of the Wisconsin Brown Swiss Association must pay an associate membership fee in order to participate in state activities.
- 4.07 JUNIOR MEMBERSHIP. Any boy or girl nine years and through <sup>21</sup>~~19~~ years of age as January 1 of the current year, owning one or more Brown Swiss animals or participating in Brown Swiss activities, may become a Junior Member upon payment of established dues. They are entitled to voting privileges and rights at the Junior Association meetings.
- 4.08 YOUTH STATE MEMBERSHIP. Youth <sup>21</sup>~~18~~ years of age as of January 1 of the current year, owning one or more Brown Swiss animals, are eligible upon payment of established state membership dues, to become active members with full voting privileges, rights and responsibilities.
- 4.09 TERMINATION. Death, withdrawal or expulsion shall terminate membership in the association.

The Board of Directors may expel a member at any time for failure to pay dues, misconduct, and/or neglect of duty or fulfillment of obligations.

All rights of the members cease upon membership terminations.

## BY-LAW 5

### MEETING OF THE MEMBERSHIP

- 5.01 ANNUAL MEETING. The annual meeting of the association shall be held each year at such time and place as designated by the Board of Directors.
- 5.02 NOTICE. Announcement of this meeting must be made to all members at least ten (10) days prior to the meeting.
- 5.03 SPECIAL MEETINGS. Other meetings may be held either at stated intervals or upon calls by the President. Upon written demand signed by 20 percent of the voting members, the President shall call a special meeting for the purpose to which the demand relates. A detailed list of the subjects to be considered for discussion will be included. Expenses incurred with the meeting notices will be borne by those calling the meeting, unless discussion topics are adopted in favor of those calling the meeting. Then all expenses relative to calling the meeting will be reimbursed by the association. Fourteen- (14) days notice shall be given.
- 5.04 QUORUM. A quorum shall consist of fifteen (15) percent of paid voting membership at the date for the purpose of election.
- 5.05 ORDER OF BUSINESS. The order of business at the annual meeting and so far as applicable at other meetings of the members, shall be substantially as follows:
- a. Reading of the minutes of last meeting.
  - b. Reports of officers.
  - c. Reports of committees, including election of officers.
  - d. Unfinished business.
  - e. New business.
- 5.06 RULES OF ORDER. Meetings of the members and the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (revised) except as otherwise provided by these by-laws.

## BYLAW 6

## BOARD OF DIRECTORS

6.01 QUALIFICATIONS. The Board of Directors shall consist of the President of each Canton, President of the junior association, or designated representative, the elected officers of the state association, the National Director, the Junior Advisor, the World Dairy Expo Representative and two at large directors to be elected at the annual meeting for a two year term by the membership.

6.02 DUTIES. The Board of Directors shall have general supervision, management and direction of the affairs of the association.

The Directors shall require every officer or employee, to whom funds are entrusted to furnish at the corporation's expense, bond in such amount, as the Directors shall determine.

The Directors shall provide adequate insurance of the property in its possession and for adequate insurance covering liability to employees and the public.

6.03 MEETINGS. The President shall call meetings of the Board of Directors whenever, in his judgement, the business of the association requires.

A regular meeting of the Board will be held immediately preceding and following the Annual Meeting. New officers will preside at the recessed meeting.

### BY-LAW 7

### OFFICERS

7.01 ELECTIONS. The officers of this association shall be President, Vice-President and Secretary/Treasurer, who shall constitute the Executive Committee, and shall be elected at the Annual Meeting, and serve their respective term until their successors have been elected and qualified. The term for the president is two years, the term for the vice-president and secretary/treasurer is one year. No president may succeed himself more than twice successively.

Prior to the election, the Board of Directors shall appoint a Nominating Committee of two or more members for the purpose of nominating candidates to full elective offices. It is suggested that two candidates be recommended for each office and that all nominations be published in the annual meeting notice. However, additional nominations may be made from the floor at the Annual Meeting.

The Board of Directors may fill vacancies in the offices, such appointment to be until the next Annual Meeting. Appointments will be made from the Canton where the vacancy occurred.

Only qualified eligible members shall be nominated for state or Canton offices, with the exception of Secretary/Treasurer, which can be an Associate member.

7.02 DUTIES

**PRESIDENT.** Duties shall be to preside at all meetings of the association, to maintain general oversight of its affairs, to appoint all committees (excepting Nominating); to serve as ExOfficio of those committees and to make suggestions as he/she may deem advisable.

**VICE-PRESIDENT.** The principal duties of the Vice-President shall be to perform the duties of the President in the absence of the latter, or at their request.

**SECRETARY/TREASURER.** The Secretary/Treasurer shall receive and hold all monies coming to the association, disburse or invest such money as directed by the Board of Directors, keep an accurate account of all receipts and disbursements and make a report of same to the Board of Directors and to the association at each Annual Meeting. The records and accounts shall be open to the inspection of the members.

The Secretary/Treasurer shall keep a record of all proceedings of the association and the Board of Directors, and register all members attending annual meetings. He/she shall also act as correspondent for the association and do all in his/her power to promote the interest of the association.

The financial records of this association shall be audited each year prior to the Annual Meeting. Such audit to be made by a certified public accountant or other qualified party selected by the Executive committee.

## **BY-LAW 8**

### **FISCAL YEAR**

- 8.01 The fiscal year of the association shall begin on the first day of January and end on the last day of December of each year.

## **By-LAW 9**

### **AMDENDMENTS OF THE BY-LAWS**

- 9.01 These by-laws may be amended at the annual meeting only. To amend a by-law, a favorable vote of two-thirds of the eligible voting membership present at said Annual Meeting is required. Any proposed amendment must be first approved by the Board of Directors and made known to the membership with the notice of Annual Meeting.

### **JUNIOR ASSOCIATION BY-LAWS**

The Junior Association will have the same by-laws with the following changes:

#### **BY-LAW 5**

- 5.01 **ANNUAL MEETING.** The Annual Meeting of the association shall be held each year at such time and place as designated by the Board of Directors.

#### **BY-LAW 6**

- 6.01 The Board of Directors shall consist of the officers of the Junior Association. Cantons not represented by an officer shall have a representative appointed from the membership by the president.

#### **BY-LAW 7**

- 7.01 **ELECTIONS.** The officers of this association shall be President, Vice-President and Secretary, who shall constitute the Executive Committee. They shall be elected at the Annual Meeting for terms of one year or until their successors have been elected and qualified. Prior to voting for said officers; each candidate will give a resume of themselves and their Brown Swiss activities. Nominees shall be a paid up member in good standing for one year prior to their name being submitted as a candidate for office.
- 7.02 The financial records of the association shall be kept by the Junior Advisor and audited each year prior at the Annual Meeting. Such audit to be made by a qualified party selected by the Executive Committee or a Certified Public Accountant.