

# Missouri Shorthorn Association (MSA)

(Version 3 July 2023)

## Constitution

### Article I: Name

**Section 1:** This association shall be known as Missouri Shorthorn Association hereinafter to as **MSA**.

This association **MSA** shall be a non-profit organization. Our Charter# N00032182 formed 11/20/1984

### Article II: Objectives

**Section 1:** The object of **MSA** shall be to promote, encourage and extend the influence of Shorthorn and Shorthorn Plus cattle in Missouri and surrounding states in order that common interest of all Shorthorn breeders will be served.

**Section 2:** To provide information to all association members and to the public interests of breeding, marketing and/or exhibiting the Shorthorn breed. To promote cooperation of fellow members.

**Section 3:** To maintain and improve the breeding and exhibition of Shorthorn cattle.

**Section 4:** To provide memberships to all persons interested in promoting and/or supporting the Shorthorn breed.

**Section 5:** To develop and create greater interest and demand for the Shorthorn breed in both exhibition and commercial use at the local, state, and national levels.

**Section 6:** To acknowledge the youth of the association, positively promote and support 4-H and FFA junior activities and provide leadership opportunities for the juniors within the association.

**Section 7:** To arrange for public sales to which only MSA members may consign their sellable breeding stock.

**Section 8:** To recruit new members and breeders, not only within the state, but nationally.

**Section 9:** To cooperate and provide a communication link with the American Shorthorn Association ASA in the development of our breed Shorthorn cattle.

**Section 10:** To promote our Motto: **The Family Friendly Breed.**

### Article III: Affiliation

**Section 1:** **MSA** shall maintain an affiliation with the American Shorthorn Association.

**Section 2:** All officers of **MSA** must be members of the American Shorthorn Association and members of good standing of MSA.

## **Article IV: Membership**

**Section 1:** Any person engaged in raising or interested in building the Shorthorn and Shorthorn Plus cattle business in Missouri may become a member of **MSA**.

**Section 2:** Any person may apply for membership by submitting an application and a minimum of one (1) year's dues.

**Section 3:** Annual dues of thirty-five dollars (\$35.00) per person will be due at time of application. Thereafter annual association dues will be due by June 30<sup>th</sup> and will be valid through calendar year June 1st through May 31st. Membership fees will not be prorated.

**Section 4:** The officers and directors reserve the right to accept or reject, for just cause, any application for membership.

**Section 5:** Term of membership begins and shall be acknowledged by the issuance of a membership notification by the secretary of the MSA Missouri Shorthorn Association.

**Section 6:** Members who do not renew their membership within a thirty (30) day period immediately following membership expiration date will be deleted.

**Section 7:** Members may not vote by proxy.

**Section 8:** All adult members and junior members twelve (12) years of age and above shall have the right to vote for election of board of directors and/or other matters as need. Board members vote on officers.

## **Article V: Government**

**Section 1:** The MSA shall be governed by a board of nine (9) directors. The board of directors shall elect, from there, membership, a President, Vice-President, and a Secretary/Treasurer. Directors to be elected by and from the membership of Missouri Shorthorn Association at the annual meeting held in June.

**Section 2:** The MSA shall be governed by a Board of Directors elected as hereinafter provided. Nine directors shall be elected for a term of three (3) years at an annual meeting of the MSA. Three Directors are to be elected each year. Directors may not be elected for more than two consecutive terms unless there are no new directors to fill vacancies. A Director shall be a member of the MSA in good standing. The Board of Directors shall manage the property, affairs, and business of the MSA.

**Section 3:** The Board of Directors, of which a majority shall constitute a quorum, shall hold an annual meeting at such place as may be designated for the annual meeting of the membership of the MSA, as soon as practicable after adjournment of the annual meeting of the membership.

**Section 4:** The MSA board has the Power to designate "sale manager" and "Junior advisor" that may or may not be part of the nine (9) directors.

**Section 5:** Any member to be eligible for office must be actively engaged in Shorthorn cattle and have been a member of good standing of this association for not less than one (1) year prior to becoming a candidate for office.

## **Article VI: Discipline**

**Section 1:** Failure to exhibit good sportsmanship or other action in conflict with the objectives of this association will be grounds for expulsion or rejection.

**Section 2:** If any officer or director fails in the fulfillment of his/her duties or displays a lack of interest in the association matters, the President shall, with the directors' approval, request that officer or director resign, if he/she fails to resign, the officers and directors may, by majority vote declare the office vacant.

**Section 3:** If an office is vacated due to removal or resignation etc., the President with the majority approval of the officers and directors, shall appoint a replacement for the remainder of that term of office.

**Section 4:** Any charges brought against a member for misconduct and/or misdoing must be made in writing and signed by the author and forwarded to the association secretary. The association secretary shall inform the board of directors of the receipt of the complaint. The secretary will send a copy of the complaint to the accused member by registered mail within ten (10) days of receipt. The accused member shall have thirty (30) days from the date of mailing to respond to the complaint in writing. Said response to be forwarded to the association secretary by registered mail. Upon receipt of the response the secretary shall forward copies of the original complaint and the response to the association board of directors for their review and determination of any necessary action. In the event the accused member fails to respond to the secretary as set forth above, said person shall be removed from the membership files, shall have no right to appeal said action.

## **Article VII: Meetings**

**Section 1:** ANNUAL MEETING: There shall be an annual meeting of the MSA at the time and place designated by the Board of Directors.

At this annual meeting, directors shall be elected, and other necessary business transacted.

Only Active MSA Members who are in good standing and whose membership is paid up are entitled to vote at any annual Membership Meeting.

**Section 2:** SPECIAL MEETINGS: Special meetings may be called by the Board of Directors at which time and place they designate.

**Section 3:** 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

## **Article VIII: Amendments**

**Section 1:** These Amendments may be amended by a two thirds (2/3) vote of the members casting ballots.

**Section 2:** All members shall be notified in writing of the proposed amendment(s).

**Section 3:** Any member may submit a proposed amendment to the Directors, provided three (3) members in good standing sign it. To validate a proposed change, it must be approved by a two-thirds majority vote of the members. The validated proposal must then be submitted to the Secretary/Treasurer.

# **By-Laws**

## **Article 1: Duties of Officers**

**Section 1:** The President of the MSA shall preside at all meetings and act as chairperson of the Board of Directors, appoint all committees and fill all vacancies. This person shall perform all other duties pertaining to that office. He/she may only vote in case of a tie.

The President of the MSA shall maintain general supervision of the affairs of the MSA; shall report to the annual meeting of the members; shall make such suggestions to the membership of the MSA as he/she may deem advisable; and shall perform the duties which usually and generally pertain to the office of President. Manages and posts updates to social media sites and/or website. Organizes summer picnics and State Fair events. Issues membership newsletter twice a year. Works with sale manager to manage state sale. Represents MSA at national meetings.

**Section 2:** The Vice President of the MSA shall, in the absence of the President, preside at meetings of the membership and meetings of the Board of Directors.

The Vice President shall succeed to the office of the President, in the case of the death, resignation, removal or incapacity of the President. Assists and stands in for the President and with their duties. Gives reports for Secretary/Treasurer when they are not able to attend. Takes pictures for future promotions. Works with state groups such as MCA Missouri Cattlemen's Association and Missouri State Fair Foundation for Promotions.

**Section 3:** The Secretary/Treasurer shall keep records of the association. Keep the minutes of all meetings and provide a copy to the President and members of the association. Shall receive and respond in a timely manner to membership applications and membership fees and maintain a current membership register. This position shall also be the custodian of all funds by maintaining a bank account in the name of Missouri Shorthorn Association. Two (2) signatures will be on the account, Both the secretary/treasurer and the president may handle funds individually. This person shall maintain a complete set of records and furnish a report to the members of the association, the financial condition at each meeting, or upon request with permission of the president to any member at any time. This person shall pay all claims promptly as approved by the association directors.

Issue all certificates of membership; issue all notices of meetings, attend to the necessary correspondence and preparation of the reports and documents, and executes all orders of the Board of Directors pertaining to this office. Provides reports at each meeting. Shall be the custodian of the cash, funds and securities of the Association and shall deposit, invest, and disburse such funds as the Board of Directors shall determine. A complete report of receipts and disbursements shall be presented at the annual meeting of the Association. Works with sale manager to collect entries and issues all checks. Maintain in Good Standing MSA Charter with Missouri Secretary of State and Dept of Revenue.

**Section 4:** The directors and officers shall have the authority to make such laws, establish rules and adopt regulations as may be necessary for the government of its members. Shall have the power to transact all necessary association business between meetings to carry out the instruction of the association, act upon charges brought to their attention, and authorize expenditures. Formulate rules during the year not covered by the present constitution and By-Laws.

**Section 5:** The directors and officers will work closely with the Missouri Shorthorn Association Junior Officers and Junior Advisor. They will obtain state fair awards for Juniors and nominate (BOY) Breeder of the Year

#### **Article 2: Audit**

**Section 1:** There shall be a Committee of auditors appointed to do an examination of claims on the Missouri Shorthorn Association checking account and any other accounts the associations hold to analyze the balance and statements of the association accounts one (1) time a year by member, or officer with approval by the president who will notify the Secretary/Treasurer at any time.

#### **Article 3: Compensation**

**Section 1:** Officers and committee chairpersons may, with proper documentation be reimbursed for necessary paper, postage, and copy expense.

#### **Article 4: Parliamentary Authority**

**Section 1:** To transact business at any general membership meeting of this association, a minimum of three (3) members and three (3) officers/directors in attendance shall constitute a quorum. If no quorum is present, the presiding officer may adjourn the meeting. No decisions may be made at any meeting lacking a quorum; however, reports, communications, and discussion may be heard.

**Section 2:** Unless otherwise provided in this article, Roberts Rules of Order shall govern the transactions of business at all meetings.

#### **Article 5: Order of Business**

**Section 1:** The order of business at all meetings shall be:

1. Call to order
2. Roll Call
3. Reading and approval of last meeting minutes
4. Report of officers
5. Committee reports
6. Reading of Communication
7. Unfinished business
8. New Business
9. Discussion
10. Adjournment

**Article 6: Amendments**

**Section 1:** These By-Laws may be amended by a two thirds (2/3) vote of the members casting ballots.

**Section 2:** All members shall be notified in writing of the proposed amendment(s).

**Section 3:** Any member may submit a proposed amendment to the Directors, provided three (3) members in good standing sign it. To validate a proposed change, it must be approved by a two-thirds majority vote of the membership. The validated proposal must then be submitted to the Secretary/Treasurer.

Dated: **Adopted On this day August 19, 2023;** by Unanimous vote by special meeting of MSA membership at Missouri State Fair.

Brett Naylor, President

Jose' Cruz, Vice-President

John Hendrickson, Secretary/Treasurer

Julie Carpenter, Bylaws Committee

Sarah LaMarra- Hill, Bylaws Committee

