

BY-LAWS of MOUNTAIN STATES HIGHLAND CATTLE ASSOCIATION
(revised 3-11-2004)

Article I

PURPOSE of the ASSOCIATION

This Association shall extend every possible effort by means of advertising, or otherwise, to promote interest in Highland cattle throughout the mountain states area. (revised 3-11-2004)

Article II

MEMBERSHIP

Membership of this association shall be unlimited. The Association membership, by a majority vote, is empowered to set the amount of the annual dues. Dues are payable by January first of each year. (revised 8-29-1990)
Any owner wishing to exhibit cattle at any M.S.H.C.A. sponsored event must be a M.S.H.C.A. member in good standing. (revised 9-3-00)(3-11-2004)

Article III

BOARD OF DIRECTORS

A board of five Directors shall govern the Association and four Officers, all elected by the members at an annual meeting of the Association. All Directors and Officers shall be elected, at the expiration of their predecessors' terms, for 3 years for the Directors and a 2 year (according to Article IV) term for the Officers. Officers would assume Board member status and associated responsibilities, to include voting. Vacancies created between elections shall be filled by appointment by the remaining Board members till the remaining term of the vacated Director or Officer. (revised 9-5-1999)

If any Director shall be absent from two successive annual meetings, said absence not being excused by a majority of the other Directors, the remaining Directors may declare his/her position vacant. This fact shall be made to appear in the minutes of the second annual meeting from which the Director has been absent and such Director shall there upon cease to be a Director and shall be replaced, by election, before the close of the second annual meeting from which he is absent. (revised 9-5-1999)

A majority of the directors shall constitute a quorum.

The private property of the Directors shall be exempt from execution or other liability for any debts of the Association, and no Director shall be liable or responsible for any debts or liabilities of the Association.

Article IV

OFFICERS

The Officers of the Association shall be President, Vice-President, Secretary and Treasurer. Members of the Association at the annual meeting shall elect officer's BI-annually. The Officers shall be members of the Board. All Board members must be American Highland Cattle Association members in good standing, as well as M.S.H.C.A. members in good standing. (revised 1-25-2002) (3-11-2004)

The **PRESIDENT**- shall preside over the meeting of the Association and of the Board of Directors. President shall retain the right to call meetings of the Board of Directors. He/she shall conduct meetings in a timely, orderly fashion, while allowing adequate time for member input. President shall be allowed to authorize expenditures of no more than \$50 without approval of the Board of Directors, although President must consult with at least one board member prior to such expenditure.

The **VICE-PRESIDENT**- shall act in the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as from time to time may be assigned to him by the Board. In absence of both the President and Vice-President at a lawful meeting of the Board, the most senior Director in years of continuous service shall preside.

The **SECRETARY**- will A) keep the minutes of the meeting of the members and of the Board in one or more books provided for the purpose. B) see that all notices are duly given in accordance with these By-laws or as required by law. C) be custodian of the Association records and of the seal of the Association and affix the seal of the Association to documents, the execution of which on behalf of the Association under its' seal is duly authorized in accordance with the provisions of these By-laws. D) keep a register of the names and addresses of all Directors

and members. E) keep on file at all times a complete copy of the Articles of Incorporation and By-laws of the Association containing all amendments thereto (which a copy shall always be open to the inspection of any Director) and at the expense of the Association forward a copy of the By-laws and of all amendments thereto to each Director. F) in general, perform all duties incident to the office of Secretary, and such other duties from time to time may be assigned to him or her by the Board. G) send all minutes to the publisher of the "Fling". H) advise membership of upcoming meetings 30 days prior to meeting date and events.

The **TREASURER**- A) have charge and custody of and be responsible for all funds and securities of the Association. B) be responsible for the receipt of and issuance of receipts for all moneys due and payable to the Association from whatever source and for prompt deposit of all such moneys in the name of the Association in such bank or banks as shall be selected by the Treasurer. C) be responsible for all disbursements of the Association consistent with budgets adopted by the Board from appropriate accounts. D) assist independent auditors in conducting their audit of review of the Association's books and records. E) perform the entire duties incidental to the office of Treasurer and such other duties, as may be assigned from time to time by the Board.

That the retiring President shall be an ex-officio member of the Board of Directors, for one year, next, following his term of office as President, the fact that his seat on the Board of Directors has terminated notwithstanding.

Article V MEETINGS

The annual meeting of the Association shall be held at a place fixed by the last preceding annual meeting. The date of the annual meeting shall be fixed by the Board of Directors, and the Secretary shall advise all members of the time and place of the annual meeting, and any special meeting which may be called by the Board, by mailing written notices of such meeting to each member at his last known address, at least 30 days before the date of such meeting.

In so far as possible, a mid-year meeting will be held, preferable in conjunction with the annual meeting of the American Highland Cattle Association.

Article VI ORDER OF BUSINESS

The order of business at any regular meeting and so far as possible at all other meetings shall be as follows:

- A) Calling to order and proof of quorum
- B) Reading and action on any UN-approved minutes
- C) Reports of officers and committees
- D) Unfinished business
- E) Election of Directors and Officers at annual meeting
- F) New Business
- G) Adjournment

Article VII CHANGE IN BY-LAWS

The foregoing By-laws were adopted at the fourteenth annual meeting of the Western States Scotch Highland Breeders' Association held in Denver, Colorado, on January 18th, 1972. They were adopted by a majority of all members of said association.

A majority vote of the active membership shall be required to change these articles either by voice or written vote.