

***Strike-through means that verbiage is eliminated**
****Highlighted is verbiage that has been added to the by-laws**

Pennsylvania Cattlemen's Association, Inc.
BY-LAWS
(Proposed for Revision on Feb 24, 2024)

ARTICLE I

Name, Seal and Offices

1. Name. The name of this Corporation is Pennsylvania Cattlemen's Association, Inc.
2. Seal. The seal of the Corporation shall be circular in form, and it shall bear on its outer edges the words "Corporate Seal 1972 Pennsylvania." The Board of Directors may change the form of the Seal or the inscription thereon at pleasure.
3. Offices. The ~~initial~~ principal office of the Corporation shall be at the address of the Executive Administrator. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes the Corporation may require.

ARTICLE II

Membership and Meetings

1. Classification. The Corporation shall have ~~six~~ **four** classes of membership: Active, Junior, Honorary, **and** Ex-Officio. ~~and Out of State.~~
2. Active Member. Active members shall be individuals eighteen **(18)** years of age or more, partnerships, corporations or firms who are actively involved in the promotion, furtherance, and expansion of the beef cattle industry and whose current dues are paid to the Corporation.
Each active member shall have one vote. ~~Active members must live or operate in Pennsylvania.~~
3. Junior Members. Junior members shall be young men and women under twenty-one (21) years of age who are interested in the breeding and raising of beef cattle. Junior members shall be entitled to all the privileges of active membership, except **they** shall not possess the right to vote.
Junior members, upon attaining the age of twenty-one (21), may apply for active membership provided they otherwise satisfy the prerequisites for active membership.
4. Honorary Member. Honorary members shall be those individuals who have made outstanding contributions to the development of the cattle industry within the Commonwealth of Pennsylvania and who have been elected by the Board of Directors to "Honorary Member" status. They do not possess the right to vote.

5. Ex-Officio Members. The Board of Directors, at its discretion, may appoint representatives of The Pennsylvania State University, Delaware Valley University of Science and Agriculture; ~~representatives of the Veterinary College of the University of Pennsylvania, the Pennsylvania Department of Agriculture,~~ the Pennsylvania Beef Council, or other entities chosen by the Corporation Directors to serve as Ex-Officio members. Ex-Officio members shall be entitled to all the privileges of active members, except they shall not possess the right to vote.
6. Out of State Members. ~~Same as active with voice but without the right to vote.~~
7. Full Affiliates. Full Affiliates shall be those associations or corporations which meet the following criteria: (a) a membership which is intended in the breeding, producing, feeding, or marketing of cattle; (b) holding at least one membership meeting per year; (c) certifies in writing that it will submit annually prior to the start of Corporation's Annual Meeting a list of; ~~and (d)~~ a minimum of Twenty (20) Active members, and that one Hundred (100) percent of the active full affiliate members are members of the Corporation; and (d) be current on all affiliate fees as approved by the Corporation Board of Directors. Upon meeting the aforesaid criteria, an affiliate shall be entitled to one VOTING Director on the Corporation's Board of Directors. The Corporation may accord special privileges and membership dues rates to Full Affiliates having all their members being active corporate members
8. Affiliates. Affiliates shall be those associations or corporations which meet the following criteria (a) a membership which is interested in the breeding, producing, feeding or marketing of cattle; (b) holding at least one membership meeting per year; (c) certifies that it will submit annually prior to the start of Corporation's Annual Meeting a certified list of its membership; and (d) less than Twenty (20) members or fifty percent (50%), whichever is less, of the active affiliate membership are members of the Corporation, and (e) be current on all affiliate fees as approved by the Corporation Board of Directors. The Corporation may accord special privileges and membership dues rates to affiliates.
9. Annual Meeting. The Annual Meeting of the members of the Corporation shall be held once each year at a place and time within the Commonwealth of Pennsylvania selected by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
10. Notice of Annual Meeting. Notice of time, place and purpose of the Annual Meeting shall be served, either personally or by mail, email or by Secretary, not less than twenty (20) nor more than sixty (60) days before the meeting upon each who appears on the books of the Corporation as an Active member. Notice in the Keystone Cattlemen Magazine and/or Corporation's website/social media shall be deemed sufficient.
11. Special Meetings. Special Meetings of active membership may be called to be held at the registered office of the Corporation, or at such other place designated in the call, at any time by

the President, by resolution of the Board of Directors, or upon written request of not less than ten (10%) of the active members of the Corporation.

12. Notice of Special Meeting. Notice of special meeting, stating the time, place, or purpose thereof, shall be served personally or by mail by the Secretary upon each Active Member residing within the Commonwealth, not less than five (5), nor more than thirty (30) days before such meeting. Such notice shall be directed to each member at the address as it appears on the books or records of the Corporation.
13. Quorum. Active members present at any general membership meeting shall constitute a quorum for the transaction of any business at any meeting of the Corporation.
14. Voting. At every meeting of the members, each Active Member of the Corporation shall be entitled to one (1) vote. The election of Directors and the balloting on any questions shall be decided by majority vote of the persons present. There is no proxy voting.
15. Removal. Any member may be removed from membership by the affirmative vote of two-thirds (2/3) of the active members, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any member proposed to be removed shall be entitled to at least twenty (20) days written and mailed notice of the meeting at which such removal is to be voted upon shall be entitled to appear before and be heard at such meeting.
16. Dues. The dues for Active, Junior, Full Affiliate, and Affiliate and ~~Out of State~~ members shall be determined by the Board of Directors. All dues/Affiliate dues must be paid prior to start of Corporation's Annual Meeting of the current year to have active voting member status for the calendar year.

ARTICLE III

Directors

1. Elections. The business and property of the Corporation shall be managed and controlled by a Board of Directors who shall be Active ~~or Junior~~ Members of the Corporation. ~~Junior Members shall be respected for their opinions, but shall not possess the right to vote.~~ One-third (1/3) of the Elected Directors shall be elected each year. Director term of office will begin and end at the adjournment of the annual meeting at which the election for directors occurred. ~~A maximum of one (1) Junior member may be elected and serve at any one time.~~ Fifteen (15) Elected other Directors shall be elected for a three (3) year term. Any Elected, Full Affiliate ~~or Affiliate~~ Director may not serve more than two (2) consecutive terms or six (6) years total. ~~A Junior Director is in addition to the 15 Elected Directors in section 1 and serve one year.~~ Any Elected Director following two (2) consecutive terms is eligible to run or may be reappointed to the board

after a lapse of one (1) year. If three (3) meetings in succession are missed by a director, the post will be considered vacant. The Board of Directors at their discretion may either re-instate the director or the remaining directors shall appoint a person to complete the term remaining.

2. Board of Directors Composition. The membership of the Board of Directors shall be established and determined as follows. Each "Full Affiliate", as defined in these by-laws, shall designate one Director and one alternate director, hereinafter called "Full Affiliate-Director". The alternate full affiliate director will represent the full affiliate in the absence of the full affiliate director. The affiliate possesses only one vote. Such Director and Alternate Director shall be designated by the general membership of the affiliate. The name of each Full Affiliate Director and alternate shall be certified in writing to the Executive Committee of the Corporation on or before February 1 but not less than **twenty** (20) days prior to the Annual Meeting of the Membership. Affiliate Directors from non-full affiliates will be determined through the same process as full affiliate directors above. In addition to the number of Full Affiliate Directors, the general active membership of the corporation shall elect **fifteen** (15) Directors who will make the total board representative of the different segments of active Pennsylvania beef producers and general corporation membership (e.g. purebred breeders, commercial producers, cattle growers, dairy producers, cattle finishers, and cattle and beef marketers). **A minimum two-thirds (2/3) majority of the board shall be composed of by Pennsylvania residents.**
3. Nominating Committee. The President of the Corporation shall appoint a nominating committee consisting of members of the Board of Directors, to submit, prior to the Annual Meeting of the membership, **a slate of candidates for election to the Board of Directors**. The President or Secretary shall cause to be mailed to all active members the names of Directors appointed to the nominating committee. Notification in the Keystone Cattlemen Magazine shall be sufficient notification. Nominations for Directors, other than Full Affiliate Directors and Affiliate Director, may also be made at the time of the annual meeting.
4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
5. Vacancies. Any vacancy in the Board of Directors occurring during the year of a Full Affiliate Director or Affiliate/Alternate Director shall be named by the Affiliate. Any other vacancy in the Board of Directors occurring during the year may be filled by the Directors then serving by affirmative vote of the majority. Any Director so elected by the Board of Directors shall begin to hold office at the meeting following their appointment until the completion of the term of office for which the Director who is replaced was elected.
6. Annual Directors Meeting. After each Annual Meeting of the membership, the ten (10) continuing and five (5) newly elected Directors, and Full Affiliate Directors shall meet to elect Officers and

- transact other business. Notice of such Annual Directors meeting shall be mailed or emailed to each director not less than twenty (20) nor more than sixty (60) days prior to the meeting.
7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or by majority of the members of the Board, may be held at any time and place, either within or outside the Commonwealth of Pennsylvania, and may be conducted by videoconference (e.g., Zoom) or teleconference.
 8. Notice of Special Meetings. Each Director shall be notified of special meetings not less than five (5) days before such meetings; notice of special meetings shall state the purpose thereof.
 9. Chairman. At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a Chairman chosen by the Directors present, shall preside.
 10. Quorum/Voting. A quorum at any meeting of the Board of Directors shall consist of eight (8) Directors. Attendance may be in person, by vide-conference (e.g. Zoom), or by teleconference. There is no proxy voting; Director votes may be submitted by email.
 11. Compensation. The Directors shall not receive any stated salary for their services as such, but the Board of Directors may, at its discretion, contract for and compensate Directors rendering unusual or exceptional services.
 12. Duties. The Board of Directors shall present to the Annual Membership Meeting a file with the Minutes thereof a report, verified by the President and Treasurer or by a majority of the Directors, and which shall include financial statements including a balance sheet and a Statement of Cash Receipts and Disbursements, current as of the end of the most recent financial year.
 13. National Associations. The Board of Directors shall have the authority to affiliate the Corporation with such national or state associations which are interested in the breeding, producing, or finishing or marketing of cattle or an allied industry.
 14. Liability. No Director of this organization shall be personally liable for any action or omission unless the Director has breached or failed to perform the duties of his office as described in 42 Pa C.S. and said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Nothing in this by-law shall be construed to impose a greater standard of liability on said Director than is set forth in PA Act 1986-87 (42 Pa. C S.). The Corporation shall carry errors and omissions liability coverage for directors for actions performed within their role(s) as directors.
 15. Committee Chairpersons. All committee chairpersons will be appointed by the president and report to the Board of Directors

ARTICLE IV

Executive Committee

1. Composition. The Executive Committee shall consist of the elected officers, the Past-President (Ex-officio) and One (1) **at-large** member elected by the Board of Directors by affirmative vote of the majority. The Executive Committee shall possess and exercise all powers of the Board of Directors during the interval between board meetings. All actions of the executive committee shall be reported to the Board of Directors to be ratified at the next official meeting succeeding the action.
2. Rules of Procedure. All action by any committee shall be reported to the Executive Committee at the meeting succeeding each action and shall be subject to revision, alteration, and approval by the Executive Committee. All actions of the Executive Committee shall be reported to the Board of Directors **to be ratified** at the next official meeting succeeding such action.
3. Resignation. Any Director may resign at any time from the Executive Committee by giving written notice of such resignation to the Board of Directors.
4. Vacancies. Any vacancies on the Executive Committee occurring during the year shall be filled by the Board of Directors by affirmative vote of the majority. Any Director so elected to the Executive Committee shall hold office until the completion of the one (1) year term.
5. Meetings. Meetings of the Executive Committee may be called at any time by the President or a majority of the members of the Executive Committee, and may be held at any time or place, **and may be conducted by videoconference (e.g., Zoom) or teleconference.**
6. Notice of Meetings. Notice of meetings of the Executive Committee shall be mailed, telephoned, or emailed by the Secretary to each member of the Executive Committee not less than five (5) days before any such meetings.
7. Chairman. The President shall be the Chairman of the Executive Committee.
8. Quorum. A quorum at any meeting of the Executive Committee shall consist of ~~a majority of the entire membership of the Executive Committee. A majority of such quorum shall decide any questions that may come before the meeting, unless otherwise provided by these articles or by resolution.~~ All Executive Committee votes must be unanimous. All actions of the Executive **Committee** shall be reported to the Board of Directors to be ratified at the next official meeting succeeding the action.

ARTICLE V

Officers

1. Number. The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such other Officers, Assistant Officers, and Agents as the Board of Directors may determine.

2. Election and Term of Office. All Offices, Assistant Offices, and Agents, with the exception of the secretary and treasurer, shall be Elected and or Full Affiliate members of the Board of Directors. The officers are elected by the Board of Directors at the regular Annual Directors re-organization meeting for a term of one (1) year. No two offices may be held by any one person. An officer may serve a limit of two (2) consecutive terms in any one particular office, with the exception of the treasurer and secretary. The person is eligible to run for that office again after the lapse of one (1) year.
3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Board of Directors may shall elect an Officer to the vacancy, and the Officer so elected shall hold office and serve until completion of the current one (1) year term of office.
4. President. The President shall be called Chief Executive Officer of the Corporation, as authorized by the Board of Directors, shall make reports to the Directors and members, and shall perform all such other duties as are incidental to his officer are properly required of him by the Board of Directors. The President may also appoint from among active Corporation members such other committees as the Board may determine which shall in each case include one Director, and which shall have such powers and duties as described by the Board. The President shall be a member ex-officio of each committee appointed by the board.
5. Vice-President. At the request of the President, or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President. The Vice-President shall have such powers and conduct other duties as the Board of Directors may determine.
6. Secretary. ~~The Secretary need not to be a Director or Active Member of the Corporation.~~ The Secretary shall issue all notices for all meetings, shall keep the minutes, shall have charge over the Seal and Books of the Corporation, shall sign, with the President, such instruments as require his/her signature, and shall make reports and perform such other duties as are incidental to the office or are properly required of him her by the Board of Directors
7. Treasurer. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The treasurer shall sign or countersign such instruments as require a treasurer's signature, shall perform all duties incidental to the treasurer's office or that are properly required of the treasurer by the Board of Directors, and if required by the Board of Directors, shall give bond for the faithful performance of the duties in such sum and with such surety as may be required by the Board of Directors. Duties may be contracted by the Board of Directors to a professional accounting or similar organization. However, the Treasurer remains responsible, in consultation with said organization, for reporting all financial information to the Board.

8. Compensation. Officers shall receive such compensation for their services as may be approved by the Board of Directors.
9. Removal. Any Officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least fifteen (15) days notice in writing by mail of the meeting of the Board of Directors at which such removal is voted upon and shall be entitled to appear and be heard by the Board of Directors.
10. Agents. The Executive Committee may appoint such agents and representatives of the Corporation as the Executive Committee may see fit, so far as may be consistent with these by-laws, and to the extent authorized and permitted by law.

Article VI

Executive Committee

1. Contracts. The Executive Committee may authorize any Officers or Agents of the Corporation in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.
2. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by Officers or Agents of the Corporation and in such manner as shall be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.
3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Executive Committee may select.

ARTICLE VI

Books and Records

1. The Corporation shall maintain correct and complete books and record of financial accounts and Minutes of the meetings of the membership, of the Board of Directors, and of the Executive

Committee, and shall keep the registered or principal office of the Corporation a record giving the name and addresses of each classification of membership. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII

Financial Year

1. The financial year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

Amendments

1. The Pennsylvania Cattlemen's Association membership may alter or repeal any provision of these by-laws by the vote of two-thirds (2/3) of the membership in physical attendance at the Annual Meeting, provided that a statement of the proposed action shall have been included in the notice of such meeting of members.