

**By-Laws  
of  
BEEF IMPROVEMENT FEDERATION**

**By - Law 1  
Name and Location**

Sec.1. **Name.** The name of the Federation shall be Beef Improvement Federation.

Sec.2. **Office.** Its principal office shall be located at the address of the Executive Director.

**By-Law 2  
Purposes**

Sec. 1. **Uniformity.** To work for establishment of accurate and uniform procedures for measuring, recording and assessing data concerning the performance of beef cattle which may be used by participant organizations.

Sec. 2. **Development.** To assist member organizations and /or their affiliates in developing their individual beef improvement and quality management programs consistent with the needs of their members and the common goals of such generally accepted record keeping programs.

Sec. 3. **Cooperation.** To develop cooperation among all segments of the beef industry in the compilation and utilization of performance records to improve efficiency, profitability and sustainability of beef production.

Sec. 4. **Education.** To encourage the Federation's membership organizations to develop educational programs emphasizing the use and interpretation of performance data and quality management programs in improving the efficiency, profitability and sustainability of beef production.

Sec. 5. **Confidence.** To develop the increased confidence of the beef industry in the economic potential available from performance measurement and assessment.

(Revised July, 2000)

## **By-Law 3 Membership**

### **Sec. 1. Eligibility.**

A. Regular (voting) members of this Federation will consist of those provincial, state, national and international organizations that are either actively conducting performance programs in beef cattle or are the certified organization which has been designated by the Executive Board to represent that given area.

B. Associate (non-voting) members of this Federation will consist of those national organizations that are not actively conducting performance programs but which have a principal interest in beef cattle as well as those public agencies which have a direct interest in beef cattle.

C. Sustaining members (non-voting) shall be those individuals who make a contribution to the Federation in the amount of \$50 or more in any given year.

D. Organizations may request consideration for regular membership or associate membership by submitting a written request to the Executive Board for consideration by the Board. Admission to membership will require a majority vote of those Executive Board members present at the meeting at which such application is considered. Such written request must be submitted at least 60 days in advance of consideration by the Executive Board. The Executive Board will be the sole determinator as to both the eligibility and the membership designation of an applicant organization.

**Sec. 2. Acceptance.** Each eligible member shall be accepted by the Executive Board upon payment of dues and certification of qualification for membership.

**Sec. 3. Representation.** Each member organization shall be represented by one person, duly elected or appointed by that member organization.

**Sec. 4. Termination.** Membership in the Federation may be terminated by a regular, associate or sustaining member upon submission of a written resignation. Membership may be terminated for cause by the Federation upon a two-thirds vote of all of the members of the Executive Board then in office. In the event of termination by the Federation, the Executive Board shall hold a hearing thereon and the member shall be entitled to thirty (30) days' notice of such hearing.

**Sec. 5. Transfer.** Membership in the Federation shall not be transferable or assignable except upon approval by a majority of the Executive Board.

#### **By-Law 4 Regions**

Sec. 1. **Division.** The Executive Board may divide the membership into regions for regional activities or meetings and for election of Executive Board members to represent six of the eight beef cattle improvement associations positions on the Executive Board.

Sec. 2. **Region.** For the election of the Executive Board members to represent six of the eight beef cattle improvement associations positions on the Executive Board, the membership representatives for each duly qualified State or Provincial Beef Cattle Improvement Association shall be divided into regions. The western region shall include representatives from North Dakota, South Dakota, Nebraska, Colorado and New Mexico and those states lying to the west of these, plus the Canadian provinces of Manitoba and those west of Manitoba.. The central shall include Ontario and those representatives from states east of the western region and west of Ohio, Kentucky, Tennessee and Mississippi. The east shall include the representatives from Ohio, Kentucky, Tennessee and Mississippi and those states lying to the east of these and those provinces east of Ontario.

#### **By-Law 5 Powers**

**Management.** The affairs of the corporation shall be managed by its Executive Board.

#### **By-Law 6 Meetings**

Sec. 1. **Annual Meetings.**

A. The Federation shall hold an annual meeting of its membership and such other special meetings as may be necessary. All persons represented by a member organization are welcome at the annual meeting.

B. **Time.** The Executive Board is authorized to determine the time and location for the annual meeting.

C. **Notice.** Notice of the annual meeting shall be mailed to each voting and non-voting member organization not less than forty (40) nor more than sixty (60) days before the meeting. The member organizations will have the responsibility for notifying their constituents of the said hearing.

D. Notice of special meetings may be mailed in the same manner - not less than forty (40) days nor more than sixty (60) days before the special meeting.

Sec. 2. **Quorum.** Twenty (20) regular (voting) members or twenty percent (20%) of the regular (voting) members, whichever is greater, must be present in person in order to constitute a quorum for the transaction of business at any meeting. A meeting may be adjourned from time to time by those present until a quorum is obtained. A majority vote of those present shall be a decisive vote to resolve any question properly presented at the meeting.

Sec. 3. **Voting.** Each duly elected or appointed representative of a regular member of the Federation is entitled to one and only one vote. Voting by proxy is not allowed.

Sec. 4. **Special Meetings.**

A. The President or a majority of the voting members of the Executive Board may call a special meeting of the Federation upon giving notice to the members in the manner herein described. The notice shall also specify the purpose of the special meeting.

B. Upon written demand signed by at least twenty percent (20%) of the regular voting members, the President shall call a special meeting for the purpose to which the demand relates, in the manner herein described.

Sec. 5. **Order of Business.** The order of business at annual meetings, and so far as applicable at other meetings of the members, shall be substantially as follows:

- (1) Roll call or registration
- (2) Reading and disposal of unapproved minutes
- (3) Reports of officers and committees
- (4) Unfinished business
- (5) New business
- (6) Caucus for election of Executive Board directors
- (7) Termination

Sec. 6. **Rules of Order.** Meetings of the members and of the Executive Board shall be conducted according to and governed by Roberts Rules of Order (Revised) except as otherwise provided in these By-laws.

**By-Law 7**  
**Executive Board**

Sec. 1. **Authority.**

A. The Executive Board shall direct the program to accomplish the purposes set forth in By-Law 2 and have charge of the financial and business affairs of the Federation.

B. The Executive Board shall have the right and power to employ such staff members as they may deem necessary.

**Sec. 2. Election.**

**A. Terms.** Elected Executive Board members will serve three-year terms and can serve no more than two consecutive terms. Appointed board members are not subject to the above restriction.

**B. Number and Representation.** The Executive Board selected at the first annual meeting will consist of representatives as follows:

<b>Interest Group:</b>	<b>No. of Directors</b>
Cattle Breed Registry Association	6 (elected)
State on Provincial Beef Cattle Improvement Associations	8 (elected)
National Association of Animal Breeders (To be appointed by NAAB)	1 (appointed)
National Cattlemen’s Beef Association (To be appointed by NCBA)	1 (appointed)
USDA Extension Service (To be appointed by USDA/ES)	1 ( ex-officio)
USDA Agricultural Research Service (To be appointed by USDA/ARS)	1 (ex-officio)
Canadian Beef Breeds Council (appointed by CBBC)	1 (ex-officio)
Regional Secretaries (To be appointed by Executive Board)	3 (ex-officio)
Executive Director (To be appointed by Executive Board)	1 (ex-officio)

**C. Past President.** The immediate past president of the Federation shall serve as an ex-officio member of the Board for the 12 months following his or her term as president if he or she has completed his or her term on the board.

**D. Additional Appointed Board Members.** By a majority vote the Executive Board may designate and appoint ex-officio Executive Board members to the Executive Board for one year terms at any official meeting of the Executive Board. A re-appointment to such a position may be made on an annual basis at the discretion of the Executive Board.

**E. Method of Election.**

**Cattle Breed Registry Associations:** The individual regular member representative of each duly qualified Breed Association holding a membership in the Federation will caucus at the annual meeting to elect their allocated representatives to the Executive Board. The representative(s) so elected to the Executive Board need not be one of the current regular

member organization representatives. Voting in a caucus by proxy is not allowed. A majority vote of those individual regular member representatives from the qualified Breed Association memberships that are present and voting is required for election to a position. In case of less than a majority vote for any of the candidates, a runoff vote of the top two candidates will be immediately held. A separate election will be held for each and every position needing to be filled. Positions with one term incumbent who is running again will be voted on first.

**Beef Cattle Improvement Associations.** Regional caucuses for the three regions as described in By-Law 4, Section 2, will be held at the annual meeting to elect a producer representative to fill any of the six regional representative positions to the Executive Board which are open. The producer representative(s) so elected to the Executive Board need not be one of the current regular organization representatives. Any producer representative so nominated and elected must, however, be a bona fide producer member of either a member Breed Registry Association or a member State or Provincial Beef Cattle Improvement Association. The individual regular member representative for each duly qualified State or Provincial Beef Cattle Improvement Association holding a membership in the Federation from that duly described region is entitled to one and only one vote or nomination. Voting in the caucus by proxy is not allowed. A majority vote of those individual regular member representatives who are present and voting from within that region is required for election to a position. In case of less than a majority vote for any of the candidates, a runoff vote of the top two candidates will be immediately held. A separate election will be held for each and every position needing to be filled. Positions with a one term incumbent who is running again will be voted on first. The Executive Director shall appoint a Chairperson for each regional caucus.

In addition to the six regional representatives to the Executive Board from the regular member State or Provincial Beef Cattle Improvement Associations, there are also two elected producer representative positions at large from the State or Provincial Beef Cattle Improvement Associations. To elect a producer representative to either of these two positions whenever a vacancy occurs, the State and Provincial Beef Cattle Improvement Association member representatives will caucus as a whole immediately following their regional caucuses. A nominating speech and one seconding speech for each nominee from the caucus as a whole will be made and then an election will be conducted in the same manner as previously described. No proxy voting is allowed. Each duly qualified State or Provincial Beef Cattle Improvement Association regular member representative present is allowed one and only one vote on each ballot. A majority vote of those duly eligible regular members present and voting is necessary for election to an at large position. In case no nominee receives a majority, a runoff vote of the top two candidates will be immediately held. The representative(s) so elected at large to the Executive Board need not be one of the current regular member organization representatives.

In the case of a tie in any election for an Executive Board position the President shall cast the deciding vote, unless he was already a duly qualified voter. In such an event the Vice-President will cast the deciding vote. In the event he was also already a qualified voter in the said election, the Executive Director will cast the deciding vote.

f. **Voting Members of the Executive Board.** Only the 16 elected and appointed board members are voting members of the Executive Board.

g. **Rotation and Order of Elected Executive Board Seats**

**Six Cattle Breed Registry Association Seats:** The six Cattle Breed Registry Association seats on the Executive Board will be designated as shown immediately below. Each seat’s full term will come up for election on the year shown and every three years thereafter:

<b>Position</b>	<b>Will Be Elected In</b>
1	1994
2	1994
3	1995
4	1995
5	1996
6	1996

In order to accomplish this initially, the current three year first term for position 3 will be extended one year to expire in 1995, and the current three year first term for position 5 will be extended two years to expire in 1996.

**Eight Beef Cattle Improvement Association Seats:** The eight Beef Cattle Improvement Association seats on the Executive Board will be designated by position number with the corresponding region or at large area as shown immediately below. Each seat’s full term will come up for election on the year shown and every three years thereafter:

<b>Position</b>	<b>Region</b>	<b>Will Be Elected In</b>
1	East	1996
2	East	1995
3	Central	1994
4	Central	1996
5	West	1996
6	West	1995
7	At Large	1997
8	At Large	1995

In order to accomplish this initially, the second term for three years currently being served in position 1 for the East Region will be extended two years to expire in 1996. The second term for three years currently being served in position 4 for the Central Region will be extended one year to also expire in 1996. The first term for three years currently being served in position 7 will be extended one year to expire in 1997.

In the event that a vacancy should occur in the middle of a Director's term for any elected position on the Executive Board, that position will be filled in accordance with the provisions of By-Law 7, Section 3, until the next annual meeting. At that time the election held will be for the remaining one or two years left in that position's regular term to be determined using three year increments from the base year indicated in the schedules above for that particular position.

If an Executive Board Director is appointed and subsequently elected for less than two years of a three year term, that portion of the term will not be counted in reckoning that Director's eligibility limitation to not more than two consecutive terms of service on the Executive Board as previously set out in By-Law 7, section 2 (a).

Sec. 3. **Vacancies.** Vacancies occurring on the Executive Board may be filled by the Federation President through appointment from the concerned interest group until the next annual meeting.

Sec. 4. **Meeting Times.** The Executive Board shall hold its annual meeting immediately following the annual membership meeting. It shall hold one additional board meeting per year at such time and place as the Board may fix by resolution. Further meetings may be called by the President or upon demand of a majority of the board members.

Sec. 5. **Notice.** Notice of each meeting of the Executive Board shall be given to each director forty (40) days prior to the date of the meeting. This notice shall specify the time, place and in the event of a special meeting, the purpose or purposes of such meeting.

Sec. 6. **Quorum.** A majority of the voting Executive Board members shall constitute a quorum at any Executive Board meeting.

### **By-Law 8 Officers**

Sec. 1. **Election.**

A. **Officers.** The Executive Board, at their annual meeting, shall elect from the eight producers elected to the Executive Board by the State or Provincial Beef Cattle Improvement Association membership representatives a president and vice-president and such other officers as may be necessary for one-year terms. Any of the eight sitting producer members of the Executive Board are eligible for selection to the office of president even if that member is currently in the last year of a second three year term. In such a case, the president, so elected becomes an additional full voting member of the Executive Board during his one year term as president. Such a selection in no way changes the regular rotation and election of any of the

eight regularly scheduled Beef Cattle Improvement Associations' regional producer member seats on the Executive Board. The Executive Director and the three regional secretaries, also elected for one year terms, serve as ex-officio (non-voting) members.

**B. Method of Election.** The Executive Board shall elect officers by ballot. The president may select a nominating committee to present a slate of candidates. Additional candidates may be nominated by other members of the Executive Board.

**C. Re-election.** The president and vice-president may not serve two consecutive terms of office. There are no limits on the number of consecutive terms which an Executive Director or Regional Secretary may serve.

**D. Office Vacancy.** The Executive Board shall elect any eligible Executive Board member as the Vice-President to fill the unexpired portion of that one year term should it be necessary for the Vice-President to assume the duties of President. In such an event that portion of a remaining term of a Presidency so filled, will not count against the Vice-President who was so elevated to the Presidency being eligible to be elected to a full one year term the next year. Should any of the positions of Executive Director or Regional Secretaries become vacant, the Executive Board shall elect a qualified person to fill the unexpired portion of that one year term. Such elections may be conducted by mail or over the phone at the direction of the President upon giving the Executive Board membership fourteen (14) days notice.

## Sec. 2. **Duties of Officers.**

**A. President.** The principal duties of the president shall be to preside at all meetings of the Executive Board and all the regular and special meetings of the Federation and to have general supervision of the affairs of the Federation. The president shall sign all legal instruments and will coordinate all committees. The president shall be an ex-officio member of all committees of the Federation.

**B. Vice-President.** The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability for any cause whatever of the latter. Should the office of the presidency become vacated before the year's term expires, the vice-president will assume the office with all the powers inherent thereto. The vice-president will also be responsible for the annual meeting program.

**C. Executive Director.** The principal duties of the Executive Director will be to keep a record of the proceedings of the Executive Board meetings and the proceedings of the activities of the Federation, and to also safely and systematically keep all books, paper, records, documents and correspondence belonging to the Federation or in any way pertaining to the business thereof. The Executive Director will furnish the chairperson of each regional caucus a list of all State or Provincial Beef Cattle Improvement Associations members with current credentials to the caucus as well as a list of who that organization's current member representative is for voting purposes in the caucus elections.

It shall be his or her further duty to keep an account for all monies, credits and property of any and every nature of the Federation which shall come into his or her hands and keep an accurate account of all monies received and disbursed and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed, or money and property on hand and generally of all matters pertaining to this office as shall be required by the Executive Board.

The Executive Director shall also keep and furnish to the Executive Board at all of their meetings a chart of all Executive Board seats by position and year of election showing the number of terms each Executive Board member has held as well as any offices to which that member has been elected. Said chart will encompass at least the current year and the immediate past six years.

**D. Regional Secretaries.** The principal duties of the Regional Secretaries shall be to assist the Executive Director with Federation activities in their respective regions.

**Sec. 3. Check Signing.** All checks, notes, bills of exchange and other instruments calling for the payment of money which shall be issued by the Federation shall be signed by such officers as the Executive Board may from time to time designate in writing.

**By-Law 9  
Capital Structure**

**Sec.1. Dues.** The Executive Board may establish dues or fees as may be required for operation of the Federation. The current fee structure is as follows:

<b>Breed Association Registration Per Year:</b>	<b>Fee</b>
>150,000	\$600
75,000 - 150,000	\$500
25,000 - 75,000	\$300
5,000 - 25,000	\$200
<5,000	\$100
<b>National, State &amp; Provincial Organizations:</b> (Guidelines for participation are available from the Executive Director and will be reviewed annually by the Board)	\$100
<b>Associate Members (Non-voting memberships)</b>	\$100
<b>Sustaining Members (Non-voting memberships)</b>	\$50

Sec. 2. **Distribution.** None of the dues, fees or income there from shall be distributed to or inure to the private or individual benefit of members except as may be provided by law upon dissolution of the Federation.

Sec. 3. **Gifts.** The Executive Board may accept on behalf of the Federation from any source contributions, gifts, bequests or devises for either general or special purposes of the Federation.

### **By-Law 10 Amendment of By-Laws**

These By-Laws may be amended or repealed only by the following procedure:

1. **Initiation.** Two-thirds (2/3) of the total membership of the Executive Board may adopt a proposed change or amendment to these By-Laws and direct that such changer or amendment be submitted to the annual meeting of the membership of the Federation or to a special meeting called for that purpose. Alternatively, any combination of ten (10) duly authorized regular, and/or associate or sustaining members may submit to the Executive Board a proposed change or amendment to these By-Laws. In such case the Executive Board shall be obligated to submit the proposal to a vote of the members without alteration in the same manner as though it has been adopted by the Executive Board.

2. **Notice.** Notice of the proposed change or amendment shall be sent to all members together with notice of the proposed meeting at least four (4) months prior to the date of such meeting.

3. **Vote.** The proposed change or amendment shall be submitted to a vote of the regular members at such meeting and shall be adopted if two-thirds (2/3) of the total number of regular members of the Federation present and voting shall vote affirmatively therefore.

### **By-Law 11 Fiscal Year**

The fiscal year of the Federation shall be January 1 to December 31.

### **By-Law 12 Audits**

Sec. 1. At the close of each fiscal year and at such other times as the Executive Board shall determine, the officers shall make or cause to be made an accurate written statement of the financial condition of the Federation.

Sec. 2. At the close of each fiscal year and at such other times as the Executive Board shall determine, the books and accounts of the Federation shall be audited and a written report be prepared for the Executive Board's information.

### **By-Law 13 Committees**

#### **Sec. 1. Committees.**

A. The Federation shall have committees appropriate to the accomplishment of the purposes consistent with By-Law 2. The Chairman and Secretary of all committees shall be nominated for one year terms by the President and approved by the Executive Board. Committee chairmen and secretaries may succeed themselves if they are again so nominated and approved. Any paid participant to an annual meeting who is from the ranks of the regular or associate member organizations or a sustaining member or a member of the staff of a cooperating public agency may participate and vote in the proceedings of any committee meeting which is convened during the annual meeting. All recommendations, resolutions or other business passed out of any committee must be approved by a majority vote of the Executive Board in order to become the official policy of the Beef Improvement Federation.

B. The Executive Board, by resolution adopted by a majority of the members thereof, may designate three (3) or more directors to serve as an Executive Committee, which Committee, to the extent provided in such resolution shall have and may exercise all of the authority of the Executive Board in the management of the Federation, but the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Executive Board or any member thereof of any responsibility imposed upon it or him by law. Any and all actions taken by the said Committee must be reported to the Executive Board at its next meeting.

### **By-Law 14 Waiver of Notice**

Whenever any notice is required to be given to any member or director of this Federation under the provision of the Articles of Incorporation or By-Laws, or pursuant to law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.