

Iowa Red Angus Association Member By-Laws

The Iowa Red Angus Association, hereinafter referred to as the IRAA, is the official organization of Red Angus producers in the state of Iowa. The by-laws of the IRAA, as ratified by the membership of the IRAA are to serve as a framework within which the affairs of the IRAA shall be conducted.

Article I: Membership

Section 1

Any Red Angus Breeder or persons who are interested in Red Angus are eligible for memberships. New members will receive a copy of the by-laws upon joining.

Section 2

The annual membership dues paid will cover the membership for the remainder of the year in which they were paid unless otherwise notified at the time of payment.

Section 3

A member may be expelled by two-thirds vote of the members at a regular or special meeting of the IRAA with ten (10) days advanced written notice to the member concerned. Expulsion proceedings must be initiated by the Board of Directors.

Section 4

Three (3) membership categories are recognized by the Iowa Red Angus Association:

- a. Regular- A member described as having active cattle in the Red Angus Association of America.
- b. Associate- A member described as having an interest in the Red Angus breed.
- c. Junior Membership- An active member described as an individual younger than 21 years of age as of January 1. The junior membership must be in one (1) individual's name and may not be listed as a partnership.

Members are equally protected under the provisions of the Rules and Regulations as well as the Constitution and By-Laws.

Section 5

Regular members in good standing will receive one (1) vote per current membership in the IRAA elections. Only regular members will be eligible to vote in elections for IRAA directors. A regular member will only be able to submit one(1) vote per herd prefix registered in their name. If a regular member has more than one (1) herd prefix registered in their name, they may be permitted to vote more than one (1) ballot, providing a current membership of the Iowa Red Angus Association has been paid for each individual herd prefix registered in their name. Junior members may vote and hold office in the Iowa Red Angus Junior Association.

Article II: Officers, Board Members and Terms of Office

Section 1

The officers of the IRAA shall be the President, Vice-President, and Secretary-Treasurer. They shall be elected for one (1) year terms by the Board of Directors at the annual meeting for the IRAA during the Iowa Beef Expo.

Section 2

The Board of Directors shall consist of four (4) area board members and three (3) at-large members. Only regular members are eligible to serve on the Board of Directors.

Section 3

The Board of Directors will appoint two (2) representatives for the Iowa Beef Breeds Council for one (1) year terms. The board will also appoint the junior advisor for a one (1) year term. The junior advisor will have a yearly review at the beginning of the fiscal year for the Iowa Junior Red Angus Association.

Section 4

The term of directors shall be two (2) years from the date of election or until their successors are elected. The terms of the officers shall be one(1) year from the date of election. Elected board members shall take office immediately following adjournment of the meeting at which the election occurs. The President shall not serve more than four (4) consecutive one-year terms.

Section 5

For the purpose of election of area board members, the state shall be divided into four (4) geographic areas by a line corresponding with Interstate Highway 35 running north and south, and Interstate Highway 80 running east and west. One (1) area board member who resides in each of the geographic areas shall be elected by the IRAA members. In the event that no appropriate member is available from a geographic area, then the four (4) directors can be elected from another area of residence in the state. Area board members from the northwest and southeast along with one (1) at-large shall be elected at the meeting in the odd-numbered years. Area board members from the northeast and southwest areas along with two (2) at large shall be elected in the even-numbered years.

Section 6

The Board of Directors shall constitute the governing body of the IRAA and the officers of the IRAA shall serve as officers of the Board of Directors.

Section 7

The principal place of business and the address of the IRAA shall be the home of the Secretary/Treasurer of the IRAA.

Article III: Membership Meetings

Section 1

The IRAA shall hold bi-annual meetings at a time and place fixed by the Board of Directors. Those being at the Iowa Beef Expo and the Iowa State Fair.

Section 2

Members in good standing will be notified at their last known address as to the date of the bi-annual meetings. Any active member must give a 48-hour notice to be on the agenda of the meeting.

Section 3

Special meetings of the membership may be called at any time by the President or upon the presentation of a written and signed request of one-third of the active membership. Notice of special membership meetings must be mailed or emailed to each active member not later than ten (10) days before the date of such meeting.

Article IV: Board of Director Meetings

Section 1

The Board of Directors shall meet at the call of the President. Four (4) members shall constitute a quorum.

Section 2

Matters deemed necessary by the President to need immediate attention by the Board of Directors can be handled by mail, e-mail, video conference or conference call. Answers must be returned within ten (10) days of postmark to be counted as affirmative or negative votes. The decision will be decided by majority rule.

Section 3

At a called meeting of the Board of Directors there will be no proxy voting.

Section 4

The Board of Directors must give advanced approval of all?? expenses before bills are incurred.

Section 5

The officers must have approval of the Board of Directors before any major agreement or contracts are concluded and entered into. A major contract or agreement is one that amounts to more than \$200.00. The Secretary-Treasurer has the authority to sign contracts approved by the IRAA.

Section 6

Any bills over the amount of \$200 must be signed by the President and by the Secretary-Treasurer.

Section 7

The Secretary-Treasurer of the IRAA shall have prior approval to pay all normal and necessary funds as needed for the running of the IRAA and the promotion of Red Angus. Approval notice can be given at the next meeting.

Article V: Fiscal Year

The fiscal year of the IRAA shall be concurrent with the calendar year.

Article VI: Committees

Section 1

Committees are appointed by the President.

Section 2

The President and Vice President of the IRAA shall be members of all committees.

Article VII: Amendments to Articles and Member By-Laws

Section 1

The Articles of Incorporation and Member By-Laws may be amended as follows:

1. By an affirmative vote of a majority of the members present and voting, provided the proposed amendment has been mailed to the membership by authority of the Board of Directors at least ten (10) days prior to the meeting.
2. By an affirmative vote of the majority of the members present and voting provided that the amendment proposed is approved and recommended by the Board of Directors.