

PUREBRED DAIRY CATTLE ASSOCIATION
CONSTITUTION & BY-LAWS

(Amended February 1969, February 1984, April 2002)

ARTICLE I. Name of Membership Corporation and Place of Business

- Section 1. The name of the membership corporation shall be the Purebred Dairy Cattle Association, Inc.
- Section 2. The location of the principal office of the corporation shall be determined by the Board of Directors. The registered office of the Association, required by the laws maintained in the state of New York may be, but need not be, identical with the principal office and place of business of the corporation. The address of the principal office may be changed from time to time by the Board of Directors.
- Section 3. **Other Offices** – The Board of Directors, in addition to the principal office, will establish and maintain such other offices or places of business as the Board may determine from time to time.

ARTICLE II. Purposes and Nature of Organization

- Section 1. The corporation is a voluntary, non-profit, agricultural association conducted for the following objectives and purposes:
- A. To increase the interest of all dairymen in purebred dairy cattle.
 - B. To make available data showing the economic need and value of the registered dairy animal.
 - C. To cooperate with and assist agricultural, educational institutions in the United States in such projects and programs as well encourage the breeding of better dairy cattle.
 - D. To formulate, develop, maintain and administer a program or system to insure greater accuracy in the registry of purebred cattle by member organizations.
 - E. To make calculations, computations and other kinds of studies of the various types of production records and the type of classification data of purebred cattle and to furnish such service by way or reports, surveys, analysis or other type of information concerning the same.

ARTICLE III. Membership

- Section 1. **Classes of Members** – Memberships in this corporation shall consist of two separate classifications, namely, Association Memberships and Individual Memberships.
- Section 2. **Association Memberships** – Association Memberships shall be limited to recognized incorporated clubs, societies and associations engaged in maintaining registries of purebred dairy cattle, and the following corporations are hereby designated as charter Association Members:
- American Jersey Cattle Association
Ayrshire Breeders’ Association
Holstein Association USA, Inc.
The American Guernsey Association
The Brown Swiss Cattle Breeders’ Association
- American Milking Shorthorn Society was added to membership in 1974. Red & White Dairy Cattle Association was added to membership in 1997.
- Section 3. **Individual Memberships** – Individual Memberships at all times shall consist of two persons designated by each of the Association Members. Any Individual Member may be replaced at any time by the Association Member he represents.
- Section 4. **New Members** – Applicants for Association Memberships may be admitted as Association Members on such terms and conditions as may be approved by a unanimous vote of the membership as hereinafter defined. New Individual Members shall be admitted from time to time to fill vacancies created through death, resignation, removal or other inability to act as such Individual Member and any such new Individual Member shall be designated by the Association Member entitled to fill such vacancy, it being the intention that at all times each Association shall be entitled to the designation of representatives who shall be Individual Members.
- Section 5. **Resignations** – At the end of any fiscal year any Association Member and any Association Member’s designated Individual Members, may withdraw from the corporation by filing with the Secretary a written statement of resignation, provided, however, that any such resigning Association Member shall remain liable for any unsatisfied financial obligations of such resigning Association Member to the corporation.

Section 6. **Suspension** – Any member may be suspended from membership at any time for willful breach of the Bylaws or failure to pay dues or other monetary obligations or for cause as determined by the Board of Directors.

Suspension shall be affected by a four-fifth's vote of the Board of Directors after a hearing of the member before the Board or upon default of the member to attend the hearing following notice specifying the charges. Notice of proposed suspension shall be sent by Registered Mail by the President to the member concerned at the address appearing on the books of the corporation at least thirty days prior to the hearing.

Section 7. **Refund** – In the event of resignation or suspension of any member, there shall be no division of surplus, refund or dues or refund of other assessments paid and such member shall forfeit all rights to any property of the corporation.

ARTICLE IV. Management of the Corporation's Affairs

Section 1. **Management Functions** – All of the corporate powers, property and affairs of the corporation shall be exercised, conducted and controlled by the Association Members, except to the extent that the same may be delegated from time to time to the Board of Directors.

Section 2. **Fiscal Year** – The fiscal year of the corporation shall be on a calendar year basis beginning the 1st day of January and ending on the last day of each year.

Section 3. **Finances** – Any monies required as approved in the budget by the Board of Directors of this corporation may be raised through the assessment of the Association Members, with the total amount of any such assessment to be apportioned among the Association Members on a percentage basis to be determined by the Board of Directors.

Section 4. **Pro-Ration** – Any new Association Member shall pay dues in the calendar year in which such member is admitted to membership in the corporation in an amount equal to one-twelfth of the dues which would be payable pursuant to Section 3 above for a full year's dues, times the number of full calendar months between the date on which the Association Member is admitted to membership in the corporation and December 31st of that year.

Section 5. **Special Assessments** – Special assessments may be levied by the Board of Directors for extraordinary expenses incurred by the corporation in the proportion described in Section 3 hereof, provided that the proposal for such assessment and rate thereof, shall be submitted to a meeting of the membership for action, and which assessment shall become effective only upon a unanimous affirmative vote of the membership at such meeting.

ARTICLE V. Voting Power

Section 1. **Rights of Members** – The voting power of the corporation shall be vested solely in the Association Members, and Individual Member shall have no right to vote. The voting power of the respective Association Members shall be equal each with the other, and not proportionate as in the case of assessments under Article IV, Section 3 of these Bylaws.

Section 2. **Voting Proxies** – The votes of any Association Member shall be cast by the Secretary or Executive Secretary of such Association, or by a certified representative of such Association Member.

Section 3. **Quorum** – Presence in person or by proxy of Association Members representing a majority of the voting rights of this corporation shall constitute a quorum at any meeting of the members.

ARTICLE VI. Meetings

Section 1. **Annual Meetings** – At least one meeting shall be held each year at such time and place as may be determined by the Board of Directors.

Section 2. **Special Meetings** – A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors.

ARTICLE VII. Board of Directors

Section 1. **Number of Directors** – The number of Directors shall be equal to twice the number of Association Members and shall be the President and Secretary or Executive Secretary of each of the Association Members. Directors shall exercise only such powers in the conduct and control of the property and affairs of the corporation as may be delegated to them by the voting membership. The election of Directors shall be held at the Annual Meeting of members, or, if Directors be not then elected, or if the Annual Meeting be not held at the time fixed therefore in these Bylaws, then at a special meeting called for that purpose. Each

Director shall hold office until the next Annual Meeting of the membership or until his or her successor is elected and qualified.

- Section 2. **Vacancies** – In order that each of the Association Members may at all times be represented on the Board of Directors, any vacancy either in the individual memberships or on the Board of Directors shall be filled by that Association Member which is directly concerned by reason of such vacancy.

ARTICLE VIII. Officers

- Section 1. **Election** – The voting membership shall elect each year a President and a Vice-President. The Board of Directors shall annually appoint a Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one person.
- Section 2. **President** – The President, who need not be a member of the Board, shall be elected for a term of two years from the membership of one of the Association Members. He or she shall preside over all meetings of the Board and of the members. He or she shall be an ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.
- Section 3. **Vice-President** – The Vice-President, who need not be a member of the Board, shall be elected for a term of one year from the membership of one of the Association Members. He or she shall perform the duties and exercise the powers of the President during his absence or disability.
- Section 4. **Secretary** – The Secretary, who needs not be a member of the Board, shall attend all meetings of the members and the Board of Directors and may attend any meetings of standing committees appointed by the Board, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He or she shall have custody of the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He or she shall give all notices required by status, Bylaws, or resolution. He or she shall perform such other duties as may be delegated to him by the Board of Directors who shall also fix his or her rate of compensation.
- Section 5. **Treasurer** – The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. He or she shall deposit all monies, securities and other valuable effects in the name of such corporation in such depositories as shall be designated for the purpose by the Board of Directors. He or she shall disburse the funds of the corporation as

may be ordered by the Board, taking proper vouchers for such disbursements, and shall render the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all of his transactions as Treasurer and of the financial condition of the corporation. If required by the Board, he shall deliver to the President of the corporation, and shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board conditioned upon the faithful performance of the duties of his or her office.

ARTICLE IX. Assets and Liabilities

Section 1. **Interest of Members** – All interest of each member in the funds, investments and other assets belonging to the corporation shall ipso facto immediately cease and determine in the event the membership in the corporation shall terminate for any reason except through the dissolution of the corporation. In the event of such termination, such members and representatives of such members shall have no claim on account of such assets against the corporation or against the other members or their representatives, or any of them.

Section 2. **Dissolution** – Upon the dissolution of the corporation and after payment of all indebtedness of the corporation any remaining funds, investments and other assets of the corporation shall be divided among the members of the corporation in proportion to the amount of dues paid by them respectively during the five calendar years preceding the calendar year in which such dissolution takes place, or for the entire life of this corporation, if less than five years.

ARTICLE X. Amendment of Bylaws

Section 1. These Bylaws may be amended, altered, changed, added to or repealed by a unanimous vote of the membership at any regular meeting or any special meeting called for that purpose, if notice of such proposed change be contained in the notice of such meeting.