

By-Laws of Ohio Simmental Association, Inc.

Article I. Name, Object and Purpose

The name of this organization shall be **Ohio Simmental Association, Inc.**

It's object and purpose shall be to promote Simmental Cattle in the State of Ohio, and for the purpose of promoting and bettering the interest and welfare of Simmental breeders and prospective Simmental breeders; and to bring about a closer cooperation, unification and coordination of the efforts of Simmental breeders; to sponsor, and assist in sponsoring ~~crossbred and~~ purebred **Simmental and Simmental influenced** shows and sales in furnishing an outlet by public sale and otherwise of the surplus breeding stock of members; to cooperate with and cultivate the interest of junior prospective breeders of Simmentals; to do any and all things necessary to advance the prosperity of the breed and its breeders; and to advertise Ohio as a Simmental breeding state.

Article II. Relationship to Parent Organization

All of the proceedings of the Corporation and all of the work had and done by the Corporation shall be in conformance with and in harmony with the policies, activities and recommendations of the American Simmental Association, Inc.

Article III. Membership and Territory

Membership shall be open to any reliable person, firm or corporation in the State of Ohio owning one or more recorded registered Simmental cattle or breeding to acquire such. **Members will reside in one of three Ohio Districts. Members residing in the counties listed below will be considered to be members of that District:**

<u>District I</u>	<u>District II</u>	<u>District III</u>
Ashland	Allen	Adams
Ashtabula	Auglaize	Athens
Carroll	Butler	Belmont
Columbiana	Champaign	Brown
Coshocton	Clark	Clermont
Crawford	Darke	Clinton
Cuyahoga	Defiance	Fairfield
Delaware	Fulton	Fayette
Erie	Greene	Franklin
Geauga	Hamilton	Gallia
Holmes	Hancock	Guernsey
Huron	Hardin	Harrison
Knox	Henry	Highland
Lake	Logan	Hocking
Lorain	Lucas	Jackson
Mahoning	Madison	Jefferson
Medina	Marion	Lawrence
Morrow	Mercer	Licking
Portage	Miami	Meigs
Richland	Montgomery	Monroe
Stark	Ottawa	Morgan
Summit	Paulding	Muskingum
Trumbull	Preble	Noble
Tuscarawas	Putnam	Perry
Wayne	Sandusky	Pickaway
Wayne	Seneca	Pike
	Shelby	Ross

Union
Van Wert
Warren
Williams
Wood
Wyandot

Scioto
Vinton
Washington

The organization may accept members outside the State of Ohio who desire to cooperate and affiliate with this organization, as well as persons, firms or corporations within the State of Ohio whose business or profession is kindredly aligned. All persons, firms or corporations having joined this Corporation shall thereby become subject to the rules and By-Laws then in force or later adopted by the Corporation, and shall be subject to expulsion from the organization as is provided in these By-Laws.

Classification of Members

1. **“Active Members”** shall be **residents of Ohio**, owners or breeders of Simmental cattle, as well as person, firm or corporation whose business or profession is kindredly aligned, who pay the membership fee. Active membership will apply to the estate of a deceased member for one (1) year after death.
2. **“Associate Members”** shall be those who are non-residents of Ohio, owners or breeders of Simmental cattle, as well as person, firm or corporation whose business or profession is kindredly aligned, who pay the membership fee. Associate members are not entitled to vote and may not hold elective offices.
- 2-3. **“Honorary Members”** are individuals who have made an outstanding contribution to the development of the Simmental breed of cattle. They are elected by the general membership of the Corporation, provided they have been recommended for such an appointment by a prior resolution of the Board of Trustees. Honorary members are not entitled to vote and may not hold elective offices.
- 3-4. **“Junior Members”** shall be those under ~~eighteen~~— **twenty one (18- 21)** years of age **or under on January 1 of the membership year** who have paid the prescribed fee. Junior members are not entitled to vote or hold office in the Corporation.
- 4-5. **“Charter Members”** shall be all who apply for and are accepted for membership by December 31, 1971.
- 5-6. All members of the American Simmental Association, regardless of class of membership therein, shall be eligible for any class of membership in this Corporation for which they qualify under the foregoing classifications. Associate members of the American Simmental Association shall be qualified to join this Corporation as active members with all the rights and privileges thereunto belonging.

Expulsion of Members

The following acts, when proof of their commission shall have been established by evidence satisfactory to the Executive Committee of the Corporation, shall in themselves be full and sufficient grounds for expelling any person, firm or corporation from membership.

- (a) To knowingly and willfully misrepresent in any essential detail an animal sold either at public or private sale;
- (b) To knowingly and willfully sell a baron, non-breeding, or dwarf producing animal for breeding purposes;
- (c) To place a secret by-bid or fictitious bid upon any animal being sold at public sale under the sponsorship or management of this Corporation or to secretly or otherwise connive with any person to have such a secret by-bid placed upon such animal;
- (d) To knowingly permit or connive in or arrange for secret by-bidding, so called “wash sales”, or fictitious bidding upon any animal being sold by the member in a public sale at any time or place whether such sale be under the management of this Corporation, or not;

- (e) To knowingly and willfully misrepresent any breeding animal for sale and/or show; knowingly tamper with and/or alteration of any animals makeup.

When any person, firm or corporation, a member of the Corporation, shall be accused of any of the above mentioned faults, acts or practices, or other acts or practices which may be deemed just cause for expulsion from this Corporation, said person, firm or corporation shall be entitled to a full, fair and impartial public hearing before the Executive Committee of the Corporation where he shall be faced by his accuser, or be permitted to examine all evidence offered in support of the charge by the accuser or others, and where he shall be given full opportunity to refute such evidence. But upon being adjudged guilty of the practice as charged, and worthy of expulsion, he shall be forthwith expelled and public notice given of such expulsion in such manner as may be directed by the Executive Committee.

Any person, firm or corporation having been expelled from this Corporation, shall thereby perpetually forfeit the right of reinstatement, and no person having been a member of an expelled firm or corporation at the time the offence was committed, which cause the expulsion, shall thereafter be admitted to membership except upon showing that he was not personally guilty of the practices or acts which resulted in the expulsion of the firm or corporation, and that he is no longer connected in the remotest degree with the firm or corporation.

Article IV. Officers and Trustees

1. Duties of Officers

- (a) **President:** Shall be chief executive officer of the Corporation. He shall preside at its meetings and shall be Chairman of the Board of Trustees. He shall issue call for all Board meetings. He shall carry on the business of the Corporation under the Articles of Incorporation, the By-Laws, and the instructions of the Board of Trustees.
- (b) **Vice President:** In the absence of the President or at his request, he will perform the duties of said officer.
- (c) **Secretary-Treasurer:** The Secretary-Treasurer shall not be elected, but shall be appointed by the Board of Trustees. He shall manage and administer the business affairs of the Corporation in accordance with the policy directives from the Board of Trustees, as communicated to him by the President. He shall be the official custodian of the seal and the records of the Corporation. ~~He shall hire and discharge all other employees of the Corporation.~~ He shall keep the minutes of the meetings of the Corporation and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and in general, perform all duties incident to the officer of Secretary and such other duties as may be assigned to him from time to time by the President or Board of Trustees. Under the direction of the Board of Trustees, he shall oversee the financial affairs of the Corporation, and shall perform such other duties as may be delegated to him by the President of the Board of Trustees. In his capacity as Treasurer, he shall be bonded. ~~The Secretary-Treasurer may employ or appoint additional personnel to assist in the performance of his duties, as needed.~~
- (d) The appointed positions of Secretary-Treasurer may, at the discretion of the Board of Trustees be occupied by one or two individuals. The duties and pay of each position will be set forth at the direction of the Board of Trustees.

2. Duties of Trustees

- (a) **Trustees:** The affairs of the Corporation shall be managed by a Board of Trustees. Trustees shall be elected by written ballot at the Annual Meeting of the Corporation. Initially the Board of Trustees shall consist of nine (9) members, whose term of office shall be as follows:
 - Three (3) Trustees for a three (3) year term;
 - Three (3) Trustees for a two (2) year term;
 - Three (3) Trustees for a one (1) year term.

Thereafter all Trustees shall be elected for a three (3) year term of office. ~~provided that no Trustee may serve in such office for more than two (2) consecutive elected terms.~~ He shall again be eligible for re-election after ~~expiration of the term. one (1) year's absence.~~ ~~Two trustees will represent each of the three Districts, and three trustees will serve "at large" representing the entire state.~~

- (b) The Trustees shall elect among their own number a President and Vice-President whose terms of office shall be one (1) year.
- (c) The Board of Trustees may appoint additional officers as they see fit in order to carry out efficiently the affairs of the Corporation. However, only active or charter paid-up members in good standing may be Trustees.
- (d) ~~The Board will develop and maintain job descriptions for each employee of the Corporation, and will conduct annual performance reviews for each.~~
- ~~(d)(e)~~ (e) A majority of Trustees shall constitute a quorum at any Director's meeting.
- ~~(e)(f)~~ ~~The number of Trustees may be changed by an ordinary resolution at a meeting of the Board of Trustees.-~~

3. Secretary-Treasurer

The Secretary-Treasurer shall be bonded managing and administrative officer of the Corporation. He shall act as the authorized representative of the Board of Trustees in conducting the business of the Corporation. He shall be responsible for all securities and monies of the Corporation and will direct the keeping of proper books of account. He shall perform all such duties as may be directed by the Board of Trustees.

4. Each person who shall serve as a Trustee or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses incurred by or imposed upon him, in connection with or resulting from any action, suit or proceeding to which he is, or may be made a party, by reason of his being or having been a Trustee or Officer of the Corporation. Such indemnification shall include settlements made in amounts approved by the Board of Trustees at the time such settlement is effected, whether or not such person is a Trustee or Officer at the time such costs are incurred by or imposed upon him. Except, the indemnification shall not apply where he shall be finally adjudged to be liable by reason of having been negligent, guilty of misconduct or otherwise derelict in the performance of his duty as an Officer or Trustee. The rights of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

5. In case of any vacancies on the Board of Trustees due to death, resignation or disqualification, the remaining Trustees, by affirmative vote of a majority thereof, may elect a successor. If a Trustee shall be absent, except for good cause as determined by the remaining Board of Trustees, from two (2) consecutive meetings of the Board of Trustees, the Board of Trustees may in its discretion, declare the absent Trustee disqualified as a result of neglect, and a successor shall be elected by an affirmative vote of the remaining Trustees to complete the unexpired portion of the absent Trustee's term.

Article V. Committees

The Corporation shall have the following standing committees, appointed by the President; and, in addition, such other committees as the President may appoint from time to time. Each committee shall consist of a Chairman and as many members as shall be considered necessary by the President. Each committee, through the Chairman, shall report either verbally or in writing to each meeting of the Board of Trustees and annually to the Annual General Membership Meeting.

- 1. **Executive Committee:** This committee shall consist of the President, Vice-President ~~and Secretary-Treasurer,~~ and ~~two (2)-~~ one (1) other ~~Trustees-Trustee~~ to be appointed by the Board of Trustees, with the President as Chairman. ~~The Secretary or Secretary-Treasurer shall serve as a non-voting ex-officio member of the Executive Committee.~~ It shall be their duty to conduct affairs

of the Corporation between Trustees' meetings and carry out the instructions of the Board of Trustees.

2. **Rules Committee:** It shall be the duty of this committee to interpret all Rules and Regulations, and to recommend such changes as they deem necessary to the Board of Trustees for their approval.
3. **Sales Committee:** It shall be the duty of this committee to assist in the organization, management and promotion of the sale of Simmental cattle through Ohio Simmental Association sponsored sales.
4. **Performance Committee:** It shall be the duty of the Performance Committee to encourage, promote and evaluate breed performance testing.
5. **Exhibition Committee:** The committee shall promote Simmental through the use of a display booth, live animal and/or carcass display, or in any other manner the Board of Trustees deems appropriate.
6. **Nominating Committee:** This committee shall be appointed annually at least ninety (90) days prior to the general meeting to nominate Trustees of the Corporation. As soon thereafter as possible this committee shall report the names of its candidates to the **Secretary or** Secretary-Treasurer, who shall in turn notify the general membership of the nominations at least thirty (30) days in advance of the general membership meeting.
7. **Finance Committee:** The **Treasurer or** Secretary-Treasurer shall be the Chairman of this committee. Their purpose shall be to prepare a budget and submit it to the Board of Trustees for their approval. They shall also make recommendations to the Board of Trustees for the investment of available funds.

Article VI. Meetings

1. Membership Meetings:

- (a) An annual Membership Meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between meetings. The time and place shall be designated by the Board of Trustees. All members will be notified either by letter or in the official organ of the Corporation at least thirty (30) days prior to such meeting. Special business shall be mentioned in the notice of the meeting.
- (b) A quorum for an annual membership meeting shall consist of the active members in good standing present.
- (c) Standard parliamentary procedure **as defined by Roberts Rules of Order** will be followed at all meetings of the Corporation membership and at all meetings of the Board of Trustees.
- (d) Special Membership Meetings may be held at the discretion of the Board of Trustees. All members will be notified by letter or in the official organ of the Corporation at least ten (10) days prior to the meeting date. The special business shall be mentioned in the notice of meeting.
- (e) Only active members who are in good standing and whose membership is paid up are entitled to vote at any Corporation meeting.
- (f) Active membership may vote by proxy at the Annual Meeting if the delegate has in his possession the proxy of the undersigned membership executed and sworn to before a notary public.

2. Board of Trustees Meetings

- (a) A regular **organization** meeting of the Board of Trustees shall be held each year **within two weeks of conjunction with and at the same place as is-** the annual Membership Meeting **and may be held the same day as the annual Membership Meeting. Notice of the Membership Meeting shall contain a notice of the Trustees' meeting.-**
- (b) In addition to the meeting provided for in paragraph (a) above, the Trustees shall meet annually at a time and place selected by the Board of Trustees, which meeting shall occur approximately six (6) months prior to the next membership meeting.

- (c) Special meetings of the Board of Trustees may be held on call of the President by giving ten (10) days notice in writing of the time, place and purpose.
- (d) A majority of the number of Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees.

Article VII. Annual Dues and Application for Membership

- 1. Annual dues shall be paid to the Corporation, payable in advance for the then current fiscal year, as follows:

Active Member	\$20.00
Junior Member	\$10.00

The annual dues may be changed at the discretion of the Board of Trustees.

- 2. Application for membership must be made in writing to the Secretary-Treasurer of the Corporation.
- 3. The Board of Trustees shall have the power to accept or reject any application for membership. The Board of Trustees shall have the power to suspend or expel any member who fails to comply with the By-Laws and published Rules and Regulations of the Corporation.

Article VIII. Health Standards for Cattle

All cattle offered for sale, or placed in a show, sponsored by this Corporation must be free from disease. All animals sold through an official sale shall be accompanied by a health certificate as necessitated by the state of the buyer and will be furnished by the seller. Other health standards for shows or sales shall be made by the Board of Trustees as needed.

Article IX. By-Laws Amendments

These By-Laws may be amended at any annual Membership Meeting, or at any special meeting of the membership called for that purpose by a majority of the members present at said meeting, provided notice and purpose of said meeting has been given as required by these By-Laws; or the Board of Trustees may amend or change the By-Laws at any time until the annual meeting of the membership, at which time the amendment will be taken up and either approved or disapproved.

Article X. Recognition Awards

- 1. Distinguished Service Award: This award is to recognize the member who **over the years** has exhibited continued support of the Simmental breed and dedicated service to the Ohio Simmental Association **through support of the many activities of the Corporation.**
- 2. Honor Member of the Year Award: This award is to recognize the member who, **during the past year**, has been outstanding in their support of OSA activities and policies.

Recipients of the Distinguished Service Award and the Honor Member of the Year Award shall be nominated by the membership. Nominations must be made in writing and must be received by the Secretary-Treasurer at least sixty (60) days prior to the Annual Membership Meeting. The nomination form must include the following:

- a.) Name of the member being nominated,
- b.) The award for which he is nominated,
- c.) Reasons he is deserving of the award,
- d.) Name of the member who is making the nomination.

A committee comprised of the President and Secretary-Treasurer will select the recipients from all eligible nominees. In the event no nominations are received, the committee may either nominate members to receive the recognition awards, or should the committee determine there are no eligible members deserving of recognition, it may at its discretion declare one or both of the recognition awards not be presented.

Article XI. Ohio Junior Simmental Association:

1. The Ohio Simmental Association (OSA) is the parent organization of the Ohio Junior Simmental Association hereinafter referred to as the OJSA. These two groups will cooperate to build interest among young breeders in the State of Ohio, and those youth whose states border Ohio and do not have their own Junior Simmental Association.

2. The Ohio Junior Simmental Association will receive approval of any Junior events to be hosted in the State of Ohio from the OSA Board of Trustees.

3. Any advisor selected by the OJSA must first be approved by the OSA Board and participate in an annual review of activities with the OSA Board of Trustees. The OJSA Advisor will report on all activities of the OJSA either in writing or in person to the OSA Board of Trustees at each OSA Board meeting and at the annual meeting of the OSA.

4. The OJSA will provide quarterly financial reports to the parent organization or at each OSA meeting if requested by the OSA Board of Trustees. The OJSA treasurer will present an annual financial report at the Annual meeting of the Ohio Simmental Association, Inc.