

**AMERICAN MILKING DEVON CATTLE ASSOCIATION  
BYLAWS**

**Art. 1. Name**

The name of the Corporation shall be the “American Milking Devon Cattle Association”.

**Art. 2. Purpose**

The purposes of the Corporation shall be to maintain records of the breed pedigree, provide breed registration, promote and educate the public about the Milking Devon breed and provide related services to the members.

**Art. 3. Office**

The office of the corporation shall be located in Vermont. The Corporation shall carry on business and operate anywhere within the State of Vermont or in any state where it has legal authority to carry on business and operate.

**Art. 4. Membership**

**Section 1. Eligibility:** Any person, including natural persons, organizations and corporations, may become a member of the Corporation upon payment of dues.

**Section 2. Duties & Privileges:** All members shall be entitled to attend membership meetings and to receive services provided by the Corporation. Voting rights and registration privileges are limited to those members owning registered Milking Devon cattle. Each such member shall be entitled to one vote, which may be cast in person or by proxy. Organizations and corporations shall designate in writing the representative authorized to cast their vote.

**Section 3. Termination of Membership:** Membership shall terminate at the end of the fiscal year for which dues have been paid but shall be reinstated upon the payment of dues for the current fiscal year. A member may resign at any time.

The Board of Directors, by affirmative vote of two thirds of the entire Board, may, after an appropriate hearing, suspend or expel a member for cause, such as falsification of pedigree or other serious offense. The process shall be carried out in good faith. At least twenty (20) days written notice of the hearing shall be provided to the member in question, stating the reasons for the action, and offering the member and others the opportunity to be heard.

**Section 4. Dues:** The Board shall establish and define categories of membership and a schedule of dues to be paid in each category.

## **Art. 5. Membership Meetings**

**Section 1. Annual Meeting:** The Annual Meeting of the membership shall be held each year at a time and place determined by the Board, for the purpose of announcing the results of the election of Directors and transacting any other business which may properly come before the meeting.

**Section 2. Special Meetings:** Special Meetings of the membership may be called at any time by the Board or the President, or by written petition signed by not fewer than 10 members in good standing and entitled to vote, and delivered to the Secretary. At such Special Meetings, no business shall be transacted which is not specified in the meeting notice.

**Section 3. Quorum:** At any meeting of the membership, seven (7) voting members present in person shall constitute a quorum. In the event that no quorum is present, the members present in person or by proxy shall have the power to adjourn from time to time until a quorum is present. A simple majority vote of all members ~~thus~~ present in person or by proxy shall prevail upon all matters to be voted on, unless otherwise specified in these bylaws. Proxies shall be applicable only to items included on the published agenda.

**Section 4. Meeting Notice:** At least 20 days prior to each Annual or Special Meeting, notices shall be mailed by the Secretary to all members stating the date, time and place of such meeting and the nature of the business to be conducted.

## **Art. 6. Board of Directors**

**Section 1. Powers:** The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) but not more than seven (7) members. The Board shall have and may exercise all of the powers allowed to non-profit organizations under the laws of the state of Vermont, except as may be otherwise limited by these Bylaws and the Certificate of Organization, and excepting any powers which would be inconsistent with the requirements of the Internal Revenue Code. The Board may from time to time establish appointed positions and committees; establish, modify and cancel policies and procedures; hire employees and disburse funds as it deems necessary for the operation of the Corporation.

**Section 2. Elections:** The Directors shall be elected annually by the membership by mail ballot. Each Director shall be elected for a term of three years or until a successor is elected; provided, however, that at the first Annual Meeting and whenever necessary in subsequent years, approximately one third of the Directors shall be elected for one year and one third for two years, as designated by the Board. In the case of a vacancy on the Board, the remaining Directors may appoint a person to fill the vacancy until the next election. During their terms of office, all Directors shall remain voting members of the Corporation in good standing.

## **Art. 7. Board of Directors Meetings**

**Section 1. Regular Meetings:** The Board shall meet immediately after the Annual Meeting for the purpose of electing officers and to conduct any other business which may properly come before the Board, including the establishment of a schedule of regular meetings to be held during the ensuing year without further notice.

**Section 2. Special Meetings:** Special meetings of the Board may be called by or at the request of the President or any two Directors and shall be held at such time and place as the President may determine. The Secretary shall provide at least 48 hours notice of such Special Meeting by any appropriate mail or electronic means.

**Section 3. Quorum:** A majority of the number of Directors then holding office shall constitute a quorum. They may be present at any meeting in person, by proxy or by any electronic means that permits all participants to simultaneously hear and be heard. A simple majority vote of all Directors thus present shall prevail upon all matters to be voted on, unless otherwise specified in these bylaws. In the absence of a quorum, the Directors present shall have the power to adjourn from time to time until a quorum is present. Any action consented to in writing by all of the Directors shall have the same effect as a unanimous vote at a duly called meeting.

## **Art. 8. Officers**

**Section 1. Officers:** The Officers of the Corporation shall be a President, Vice-president, Secretary and Treasurer. All officers shall be Directors, and shall be elected by the Board at their first meeting after the Annual Meeting of the members. A Director may hold two offices simultaneously, provided that there shall be at least three Directors holding office and that the offices of President and Secretary shall not be held by the same individual. Each officer shall serve for one year or until a successor is elected and qualified. Any officer may be removed from office by a majority vote of the Directors. Vacancies in any office may be filled by the Board for the remaining portion of the term.

**Section 2. Powers and Duties:** The officers shall have the powers and duties usually associated with their respective offices. The President (and in his absence the Vice president) shall exercise general supervision of the property and affairs of the Corporation and shall preside at all meetings of the membership and the Board. The Secretary shall prepare minutes of all meetings of the membership, the Board and any committees exercising any of the authority of the Board and shall authenticate the records of the Corporation upon request. The Treasurer shall keep accounts, maintain custody of funds and properties, collect members dues, prepare Federal, State and local tax returns and reports and disburse funds as authorized by the Board. Additional powers and duties may be assigned by the Board by resolution or other directive.

## **Art. 9. Standing Committees and Appointed Positions**

Standing committees shall assist and act for the Board in their respective areas, periodically report to the Board concerning their activities and recommend policy changes to the Board from time to time as appropriate. At least one member of every committee shall be a Director. Committees shall elect a chair person from their membership, and may establish other positions and sub-committees as appropriate. Minutes of committee meetings shall be prepared for the Secretary's file.

**Section 1. Registration Committee:** The Registration Committee shall maintain the herd registration record, administer the registration process and periodically update and publish the herd book. In the event that questions arise concerning the pedigree of any registered animal or any registration application, the committee shall review the circumstances and recommend a resolution to the Board. The committee shall consist of a Registrar appointed by the Board and at least two other members appointed by the President.

**Section 2. Genetics Committee:** The Genetics Committee shall maintain the breed description, manage the semen bank, periodically assess the genetic health of the breed population and assist the Registration Committee in resolving registration issues. The committee shall consist of at least three members appointed by the President.

**Section 3. Communications Committee:** The Communications Committee shall administer the printing and distribution of newsletters and other publications, the sale of Milking Devon memorabilia, the web site, educational materials, press releases and media contact. The committee shall consist of at least three members appointed by the President.

**Section 4. Nominating Committee:** Annually, the President shall appoint a nominating committee consisting of three voting members including one Director who is not up for reelection for the purpose of soliciting nominations from both the Board and the membership and nominating a slate of prospective Directors to be placed on the ballot.

**Section 5. Audit Committee:** Annually, the President shall appoint an audit committee consisting of at least three members, for the purpose of auditing the accounts of the Corporation.

## **Art. 10. Financial and Administrative Matters**

**Section 1. Fiscal Year:** The fiscal year of the Corporation shall be January 1 to December 31, unless otherwise determined by the Board.

**Section 2. Bank Accounts:** The funds of the Corporation shall be deposited in one or more banks or other financial institutions as authorized by resolution of the Board. All documents necessary to operate such accounts and disburse funds shall be signed by the Treasurer and such other officers as the Board may determine by resolution.

**Section 3. Indebtedness:** Any indebtedness of the Corporation for money borrowed may only be incurred with the approval of a two thirds (2/3) majority of the entire Board, which resolution shall also establish which officers are empowered to sign notes or other evidence of such indebtedness.

**Section 4. Execution of Documents:** Unless otherwise specified in these Bylaws or determined by the Board, all agreements, deeds, leases, contracts and other instruments issued by the Corporation shall be executed by the President and Secretary on behalf of the Corporation.

**Section 5. Books and Records:** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of meetings of the Corporation, the Board of Directors and any committees exercising any of the authority of the Board of Directors, and a record of the names and addresses of the members entitled to vote.

#### **Article 11. Dissolution**

A two thirds (2/3) vote of the members present in person or by proxy at a duly called membership meeting, a quorum being present, shall be required to dissolve the Corporation. Upon dissolution, the records of the Corporation, together with any assets remaining after provision for its debts and liabilities shall be transferred an organization having a similar purpose and meeting IRS requirements for a mutual benefit non-profit corporation.

#### **Art. 12. Amendments**

On receipt of a proposed amendment of the Bylaws, in writing and signed by a majority of the full Board or any ten (10) members, the President shall promptly call a special meeting of the Corporation in accordance with Art. 5, Section 2 for the purpose of considering the proposal; or, if the Annual Meeting is scheduled not more than 30 days after receipt, include the proposal on the Annual Meeting agenda. The proposed amendment must be ratified by a two thirds (2/3) majority of the members present in person or by proxy.

History

Draft dated 2/21/05 approved by the Directors on 4/1/05 for interim use and ratification by the members at the 2005 Annual Meeting.

Ratified by the members at the 2005 Annual Meeting held at Tunbridge Vt. On 6 May 2005, a quorum being present. This revision supercedes bylaws adopted on 4 May 1978 by the American Milking Devon Association.

Amended at the Annual Meeting at Tunbridge, VT on May 19, 2007