

# **Pineywoods Cattle Association**

## **BYLAWS**

### ***ARTICLE I NAME, PURPOSE AND MISSION***

#### **SECTION 1.1 NAME**

The name of the organization shall be “Pineywoods Cattle Association”. The organization may also be referred to as “PCA”.

#### **SECTION 2.1 PURPOSE**

The purpose of the organization shall be to provide a nonprofit, member-driven organization serving to conserve the unique genetics within the Pineywoods Cattle breed, and to promote the breed.

#### **SECTION 3.1 MISSION**

The PCA mission is to record and conserve the unique genetics within the Pineywoods cattle breed, along with its culturally significant oral history. PCA strives to maintain transparency and clear communication, while being driven by the needs of the breed and the members to secure a stable future for the breed.

### ***ARTICLE II MEMBERSHIP***

#### **SECTION 4.1 ELIGIBILITY**

Membership is available to anyone who aligns with the PCA mission and regulations regardless of race, religion or gender.

#### **SECTION 5.1 MEMBERSHIP TEIRS**

Lifetime Membership- Membership awarded by the PCA to individuals whose lifetime efforts have made an irreplaceable contribution to the breed.

Standard Membership- includes all available membership benefits as well as full voting rights. Supporting Membership- does not include voting rights and may exclude other member’s benefits.

#### **SECTION 6.1 MEMBER’S CODE OF CONDUCT**

Members are required to behave in a manner that aligns with the Association mission. Members are not to behave in a manner that may cause harm or slander to PCA. Member may not do anything to halt or stall PCA in conducting business.

#### **SECTION 7.1 MEMBER’S BILL OF RIGHTS**

*(Within the Bill of Rights, “members” refers to “standard or Lifetime membership” members, in good standing unless indicated).*

Members may make proposals to adopt, amend or repeal Bylaws by putting forth such request to any director. Members have the right to vote in elections.

Members have the right to contest the legitimacy of any cattle registration, pending registration or pedigree.

Members have the right to attend (in person or by some other method) all general meeting and events.

Members have the right to request the financial statutes of the Association at any time.

Members whose membership is up for review have the right know on what grounds, and may make a statement (regarding the case) to the board by way of written submission, prior to a vote of the board of directors.

#### **SECTION 8.1 REVOCATIONS AND REFUSAL OF MEMBERSHIP**

An application may be denied or a member may have their membership revoked by a *majority* vote of the board of directors on the grounds of a violation of the bylaws.

As per the Members Bill of Rights- such a vote must be held only in a special meeting of the directors and is not open to witness by the general membership.

As per the Members Bill of Rights- members have the right to submit a written statement prior to a vote of the board of directors.

### ***ARTICLE III MEETINGS, ELECTIONS AND BUSINESS***

#### **SECTION 9.1 GENERAL MEETINGS**

Meetings of the Board of Directors may be held in person, virtually, by phone, or by any combination.

Meetings shall be called by: the President of the Association, the Chairmen of the Board of Directors, or a majority of the members of the Board of Directors.

All general meetings shall be preceded by a minimum of 10 days' notice. Notification may be made by email or other electronic method.

Motions may be made in person, virtually, by phone or by any combination.

#### **SECTION 9.2 SPECIAL MEETINGS**

Special meetings may be held at the discretion of the Board of Directors and do not require a 10 day notice. Special meetings may remain private at the discretion of the Board of Directors based on the nature of the meeting. Special meetings may be forced by way of a petition of 25% of the members of the PCA.

#### **SECTION 10.1 NOMINATIONS**

Any member in good standing may be nominated to serve on the Board of Directors.

#### **SECTION 11.1 ELECTIONS**

Members may vote in person or by way of electronic voting. A 24 hour window will be given for electronic voting. No vote will be accepted after the 24 hour window.

Method of electronic voting is at the discretion of the Board based on availability, practicality and security.

#### **SECTION 12.1 BUSINESS TRANSACTIONS AND COMMUNICATIONS**

Business transactions of PCA may be carried out in person, via email or other electronic means. Members are responsible for ensuring their contact information is current at all times.

#### **SECTION 13.1 FISCAL YEAR**

The fiscal year shall began February 1st and end on January 31 of the following year.

### ***ARTICLE IV DIRECTORS AND OFFICES***

#### **SECTION 14.1 DIRECTORS**

Directors are a representative of the collective members of PCA; and are required to bring forth any member's concerns to the greater Board.

Each Director is required to adhere to the member's code of conduct.

There shall be a minimum of five members of the Board but may be as many as nine.

#### **SECTION 15.1 OFFICERS**

PCA will have the following Officers: President, Vice President, and Secretary of Treasury. Officers will dually serve on the board of Directors.

##### ***PRESIDENT***

The President, shall have general supervision, and direct the business and officers of PCA.

The President shall preside at all meetings of the executive officers, meetings of the Board of Directors and meetings of members.

The President shall serve as the primary spokesperson for PCA and the greater Board. The President shall cast the deciding ballot on all matters of the Board resulting in a tie vote. The president may assume other duties as assigned by the Board of Directors.

##### ***VICE PRESIDENT***

In the absence of the President, the Vice President shall assume all duties and responsibilities of the President. The Vice President shall also assume duties as assigned by the President or the Board of Directors.

##### ***SECRETARY OF THE TREASURY***

The Secretary of the Treasury (ST) shall keep record of the minutes of all official meetings of the Board of Directors. The record should include the time and place of the meeting, the purpose, the Directors and members in attendance (in person or otherwise) and the outcome of the meeting.

The minutes shall be provided to members upon request, with the exception of special meetings which may remain private based on the nature of the meeting.

The ST shall keep reports on the membership of PCA, contact information on members and any of PCAs business associations.

The ST shall keep a full and accurate accounting of all funds received and all funds dispersed, and shall make a monthly and yearly detailed report of such accounting to the Board of Directors.

The ST shall assume other duties as assigned by the President or the Board of Directors.

### **SECTION 16.1 ELECTIONS**

The Board of Directors shall be elected by the majority vote of members.

The Board may elect a Chairman at the discretion of the Board, from amongst the Board at the beginning of each fiscal year. A Chairman is not required.

### **SECTION 17.1 TERMS**

There shall be no limit upon the number of consecutive terms.

### **SECTION 18.1 VACANCIES**

The President shall appoint an interim member of the Board of Directors to fill an office position vacancy.

The President shall appoint an interim PCA member to fill a non office holding Board of Directors vacancy.

### **SECTION 19.1 REMOVAL OF DIRECTORS**

Any Director shall be impeached from office by a two thirds vote of Board of Directors. The impeachment record must state the reason for impeachment and reference to bylaw violations.

## ***ARTICLE V COMMITTEES AND VOLUNTEERS***

### **SECTION 20.1**

The Board of Directors may delegate members or committees of members to help with tasks associated with PCA. Any person or persons acting as a committee for PCA must be under the supervision of one or more of the Directors.

Delegations are subject to alteration, replacement or removal at the discretion of the Board of Directors or by the Director who was tasked with supervising that committee.

## ***ARTICLE VI CATTLE REGISTRATION***

### **SECTION 21.1 BREED CURATOR (CURATOR)**

For the purpose of article VI "Breed Curator" shall refer to a member (whether on the board or not) assigned by the board of directors, and approved by the registrar who is identified as having the exemplary skill to verify cattle legitimacy.

### **SECTION 22.1 REGISTRATIONS**

Registration of any particular animal is not guaranteed, and must be a joint decision between a Director (or Curator) and the Registrar.

It is the seller's responsibility to provide registration prior to sale.

Rare exceptions may be made at the discretion of the Board of Directors, Curator and/or Registrar in the interest of maintaining an open herd book restricted to purebred Pineywoods cattle, with the goal of capturing valuable genetics.

### **SECTION 23.1 IDENTIFICATION**

All cattle must have at least one form of visible individual identification.

Acceptable forms of identifications include: Ear/ brisket tags, ear tattoos or freeze/fire brands.

### **SECTION 24.1 CONTESTING REGISTRATION**

In the event of suspected error or fraud, the Registrar shall investigate the legitimacy of the registration with the aid of the Curator.

It is at the discretion of the Curator and Registrar to deny registration.

It is at the discretion of the Board of Directors, the Curator and the Registrar to revoke registration.

### **SECTION 25.1 REGISTRATION FRAUD**

In the event of suspected fraud a special meeting must be held by the Board of Directors (Article II section 2.5).

## ***ARTICLE VII AMENDMENT OF BYLAWS***

### **SECTION 26.1 DIRECTORS**

The Board of Directors shall serve the interests of the members of PCA in the adoption, amending and repealing of Bylaws.

Amendments to the Bylaws must be approved by a majority vote of the Board of Directors. Voting on bylaws may only be held at a General meeting (Section 9.1).

*Current Bylaws adopted 01/20/2019*

***Officers/ Board of Directors at time of adoption:***

*President- Vacancy*

*Vice President (acting President) - David Moore Secretary of the Treasury- Lynda Jarrell Chairmen to the Board- Justin Pitts*

*Directors: Evan McCommon, Jesse Burge, Forrest Moore and Megan Matheny*