



APA BYLAWS

AMERICAN PINZGAUER ASSOCIATION

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AMERICAN PINZGAUER ASSOCIATION

BYLAWS

ARTICLE I - Purpose

The American Pinzgauer Association is the sole official American Herdbook Affiliate for the International Pinzgauer Cattle Breeders Association.

The Association has as its primary objective; the development, registration, and promotion of the Pinzgauer breed of cattle in the United States of America. The ultimate goal of the Association is to ensure that the Pinzgauer breed will make an important contribution to the improvement of the cattle industry in America.

The Association is open to all cattle breeders who wish to import fullblood Pinzgauer cattle and/or engage in a supervised pedigree program for the development of the Pinzgauer breed in the United States. The Association shall establish and maintain efficient systems for the registration, recordation, and evaluation of qualified pedigree Pinzgauer cattle.

One of the primary goals of the Association will be to maintain high breeding standards with emphasis placed on beef production.

ARTICLE II - Membership

Section 1: Rules Governing Membership

- A. Application for membership should be submitted to the Association's registry office.
- B. Upon approval of the application and payment of the applicable dues, membership shall become effective.
- C. The Board of Directors shall have the power to accept or reject any application for membership and the power to suspend or expel any member who conducts them self in a manner detrimental to the Association, or fails to comply with the rules and regulations, without refund of membership fee.
 1. Any person whose membership has been revoked must make a written application for reinstatement to the President of the Board of Directors and can be reinstated only after having received two-thirds (2/3) affirmative vote of the Board of Directors.
- D. There shall be only one authorized person per membership to vote or act on behalf of the membership; be it a partnership, individual or corporation.
- E. Members are required to comply with all applicable Bylaws of the Association as well as to remain current on payment of dues or fees (where applicable).
 1. A member shall be designated as a "**member in good standing**" by complying with the Association Bylaws **and** remaining current on applicable dues.
- F. Only members, classified as Voting Members, in good standing shall vote and/or hold office in the Association.

Section 2: Classification of Membership

- A. Voting:
 1. **Active Member** - shall be owner(s) or breeder(s) of Pinzgauer cattle.
 2. **Lifetime Member** – shall be defined as a member that paid for a Lifetime Membership when the APA originally offered Lifetime memberships.
 - a) This membership is only active with the original member/spouse and/or family farm that is named on the membership.
 - b) The membership is non-transferable, meaning they cannot be transferred to, for instance, siblings, children, or work partners.

- c) Lifetime members/spouses will be considered Active Members and receive Active Member privileges throughout the duration of their life, at which point the membership ends.

B. Non Voting:

1. **Junior Member** - shall be owner(s) or breeder(s) of Pinzgauer cattle who have not attained the age of twenty-one years and who have paid the Junior Member membership fee.
 - a) Junior members shall be allowed to participate in their class or activities until December 31st immediately following their twenty-first birthday.
2. **Honorary Member** – individual(s) or firm(s) who have made an outstanding contribution to the development of the Pinzgauer breed of cattle. An Honorary Member is elected by the membership of the Association provided the prospective Honorary Member has been recommended for such an appointment by a prior resolution of the Board of Directors.
3. **Associate Member** - available to companies, corporations or individuals, who are doing business with Pinzgauer breeders, after having paid the applicable Associate Member dues.

Section 3: Transfer of Membership

A. Active memberships - Transfer may be made upon request, to the Board of Directors, as follows:

1. To a joint membership with a spouse or other members of immediate family originally issued to an individual.
2. To an heir designated by will: or in the estate, by designation of other heirs.
3. To a surviving partner of a partnership.
4. To one of the individuals of a dissolved partnership, designated by transfer endorsement signed by the other partner or partners.
5. To a stockholder of a corporation designated by transfer endorsement of the corporation, signed by its President, or Vice President, attested by its Secretary and sealed.

B. To transfer from a Junior member to an Active member, the difference in the membership fees must be paid.

ARTICLE III - Officers and Directors

Section 1: Election of Directors

A. Only Active members in good standing may serve as Directors.

B. The National Board of Directors shall consist of twelve (12) members, with a minimum of four (4) Directors being elected each year. Only one (1) board member per membership with no more than four (4) Directors coming from any one region, and no more than three (3) directors from one state.

C. The regions established are constituted as follows:

1. **Northwestern Region:** Washington, Oregon, Alaska, Montana, Idaho, Wyoming, and Colorado.
2. **Western States Region:** California, Nevada, Hawaii, Utah, and Arizona.
3. **Southwestern Region:** New Mexico, Texas, Arkansas, Louisiana, and Oklahoma.
4. **Mid-Western Region:** North Dakota, South Dakota, Nebraska, Iowa, Kansas, Missouri, Illinois, Wisconsin, and Minnesota.
5. **Southeastern Region:** Tennessee, North Carolina, South Carolina, Mississippi, Alabama, Georgia, Florida, Kentucky, West Virginia and Virginia.
6. **Eastern Region:** Indiana, Pennsylvania, Delaware, Michigan, Maryland, New Jersey and Ohio.
7. **Northeastern Region:** New York, Connecticut, Massachusetts, Vermont, New Hampshire, Maine, and Rhode Island.

D. Directors shall be nominated and elected by written ballot according to the following plan:

1. A nominating request shall be mailed to all Active Members during the first week of March. Members, eligible for voting rights, are allowed to nominate appropriate candidates from within their membership region and return such nominations to the APA office no later than April 10. The

2. members receiving the most nominations for each of the four (4) respective vacancies will be placed on the election ballot.
 3. Official ballots shall be mailed to eligible voting members, on or before May 1. These ballots shall include the two member candidates, in each individual region, with the highest nomination for each respective region position, potentially a total of eight (8) candidates. Eligible members are allowed to vote for no more than four (4) candidates. Ballots must be returned to the designated APA office, post marked no later than May 21, in order to be valid and counted.
 4. The Board of Directors shall designate a Committee to perform the duties of validating and counting the submitted ballots. The Committee shall report the results, of the election, to the President of the Board of Directors, for communication to the APA membership.
 5. The President of the American Pinzgauer Association shall communicate the ballot results, to the APA membership, during the first week of June.
- E. Directors shall be elected for a term of three (3) years and may succeed themselves only once. They shall again become eligible for election to the Board of Directors after one (1) years absence from the Board.
- F. In the event of an unexpired vacancy on the Board, it shall be the duty of the Executive Committee (see Article IV, Section 3, below) to appoint an interim Director, from an Active Member within the region, to fill the unexpired position. This appointment must take place within one hundred twenty (120) days after the development of the vacancy.
1. In the event the Executive Committee is unable to identify an eligible Active member, from the region in which the vacancy exists, to serve in an interim Director position, then the Executive Committee shall appoint an interim Director from the eligible Active members.

Section 2: Duties of Directors

- A. Directors shall have two (2) regular meetings each year and called meetings as required. Two (2) consecutive absences from meetings, without sufficient cause as determined by a majority of the Directors in attendance, shall be interpreted as a resignation. The Board shall then proceed to fill the vacancy, as provided under Article III, Section F.
- B. Such meetings, of the Board, may be called by the President or by the request of the majority of the Board. A quorum shall consist of at least four (4) board members representing three (3) regions. Board members voting by proxy will be acceptable as long as the quorum requirement has been met.
- C. The Board of Directors shall have the authority to conduct the business affairs of the Association, amend, repeal, and enforce such rules and regulations, not contrary to law of the Certificate of Incorporation of these Bylaws, as they deem expedient concerning the conduct, management and activities of the Association, the fixing and collecting of dues and fees, regulations regarding registration, the expenditure of money, the auditing of books and records, the awarding of performance and progeny test awards and other details relating to the general purpose of the Association.
- D. The Board of Directors shall have the authority to hire personnel, enter into agreements and contracts and conduct other business affairs which are advantageous to the welfare of the Association.

Section 3: Election of Officers

- A. The Directors shall elect from among their own number a President, Vice President, Treasurer and Secretary whose terms of office shall be for one (1) year.
 1. The four positions, noted above, constitute the Officers of the APA
 2. Each Officer's term of office shall be for one (1) year
- B. The election shall be conducted, by the Board of Directors, within 2 days prior to the Annual Membership Meeting.
- C. Officers may succeed themselves only once.
- D. Elected Officers are to be introduced to membership during the Annual Membership Meeting.
- E. The Directors may appoint additional Officers in order to conduct the affairs of the Association.

Section 4: Duties of Officers

- A. **PRESIDENT:** Shall be the Chief Executive Officer of the Association. He shall preside at its meetings and shall be the Chairman of the Board of Directors.

- B. VICE PRESIDENT: Shall serve in the capacity of President, in the absence of the President or at the request of the President. In addition, the Vice President shall act on directives of the President in the performance of promotional activities.
- C. TREASURER: Shall perform in the capacity of the President, in the absence of the President and Vice President. The Treasurer shall be the Chairman of the Finance Committee of the Association, as well as one of two signors allowed to disperse Association funds. The second signor will be nominated from the membership of the Finance Committee, for approval by the Board of Directors. Only one of said signors is required when signing checks, and both signors must be an Active member of the Finance Committee.
- D. SECRETARY: The Secretary shall perform administrative functions for the Association, to include, but not limited to, recording the minutes of Association and Board of Director's meetings. The Secretary shall also perform administrative duties as requested by the Executive Committee or the Association's President.

ARTICLE IV - Committees

Section 1: Appointment, Composition and Duties

- A. The Association shall have the Standing Committees in addition to such other committees as the President may appoint.
- B. Each committee shall consist of a Chairman and as many members as shall be considered necessary by the President.
- C. One or more members of the Board of Directors shall serve on each committee.
- D. Each committee, through its Chairman, shall report verbally and/or in writing to each meeting of the Board of Directors and annually at the Annual Membership Meeting.
- E. All Committees, excluding Standing Committees, may be dissolved at the pleasure of the President of the Board of Directors, as a business item in the Agenda of the Annual Membership Meeting.
- F. Whenever practicable, committees will be composed of members of several regions.

Section 2: Meetings

- A. The Chairman of each committee shall be responsible for calling meetings of such committee, either at his/her own volition or at the direction of the President of the Board of Directors.
- B. Committee meetings may be held in any location agreeable to the members of that committee.

Section 3: Standing Committees

- A. **EXECUTIVE COMMITTEE**: This committee shall consist of the President, Vice President, Treasurer, Secretary and additional officers as may have been elected by the Board of Directors. The President will be the Chairman of this committee. It shall be the duty, of this committee, to conduct the affairs of the Association between meetings and to implement the instructions of the Board of Directors. This committee shall have the authority to interpret all Bylaws and Amendments and shall have further authority as set forth in these Bylaws.
- B. **RULES AND BYLAWS COMMITTEE**: It shall be the duty of this committee to recommend changes to the Bylaws and Rules to the Board of Directors for their approval of submission to the Annual Membership Meeting for approval by the Active members.
- C. **IMPORT-EXPORT COMMITTEE**: This committee shall explore and pursue all possibilities for free movement of Pinzgauer cattle. The primary objective will be to facilitate the improvement of the genetic base of cattle available for breeding in the United States
- D. **PERFORMANCE COMMITTEE**: This committee shall encourage, promote, and evaluate breed performance testing.
- E. **NATIONAL SHOW AND SALE/EXHIBITION COMMITTEE**: This committee shall make recommendations pertaining to live animal and carcass displays to be supported by the Association. It shall be their duty to recommend place, time, and date for National shows and sales and persons to be contracted to perform services necessary in conducting said shows and sales. This Committee is charged with the responsibility to review the rules and guidelines for Association sponsored shows and sales, and to recommend changes. This Committee is also responsible for monitoring and reporting violations of said rules to the Board of Directors and shall oversee the management of the shows and sales in accordance with the National Show General Rules and Classes section of the APA Bylaws.

- F. FINANCE COMMITTEE: This committee shall prepare a budget and submit it to the Board of Directors for approval. It shall also make recommendations to the Board of Directors for the best use of available funds. The Treasurer shall be the Chairman of this committee.
- G. PROMOTIONS COMMITTEE: This committee shall make recommendations concerning the advertising and promotion of Pinzgauer cattle.
- H. YOUTH COMMITTEE: This committee shall perform the function of coordinating youth activities on the National and Regional levels. The Committee shall also serve as Liaison with FFA and 4-H organizations to provide educational and leadership opportunities, as well as promote the Pinzgauer breed.
- I. GRIEVANCE COMMITTEE: This committee shall seek to resolve the dispute or complaints in accordance with Article VIII of these Bylaws.

ARTICLE V - Membership Meetings

Section 1: Annual Membership Meeting

- A. Shall be held each year with a maximum of fifteen (15) months between meetings. The time and place shall be designated by the President of the Board of Directors.
- B. All members will be notified, either by letter or in-official communication from the President of the Board of Directors, at least thirty (30) days prior to such meeting.

Section 2: Special Membership Meeting

- A. May be called at the discretion of the President of the Board of Directors. All eligible Active members will be notified by letter or in official communication from the President of the Board of Directors, at least thirty (30) days prior to the meeting date. Special business to be conducted shall be defined in the notice of the Special Membership Meeting and no other business matters shall be considered.
- B. May be called by petition in the following manner: A petition bearing the signatures of at least one (1) eligible Active member as well as a minimum of two (2) Directors, and stating the purpose or purposes of the desired meeting shall be presented to the President. Within ten (10) days of the receipt of the petition, the President shall call a meeting of Active members to be held not less than thirty (30) days and no later than forty-five (45) days after the receipt of the petition. The President shall notify the Active members of the meeting and the purpose or purposes of the meeting not later than fifteen (15) days prior to the date of the meeting. No business other than that specified in the petition shall be considered at the meeting.

Section 3: Quorum

- A. A quorum for a Annual Membership Meeting shall consist of the eligible voting members (reference Article II, item F) present.
- B. A quorum for a Special Membership Meeting shall be met by participation of each member of the Executive Committee as well as the signatory petitioners.

Section 4: Parliamentary Authority

- A. Robert's Rules of Order for Parliamentary Procedure will be followed at all official meetings of the Association.
 - 1. The Bylaws of the American Pinzgauer Association shall supersede all conflicting provisions of Robert's Rules of Order for Parliamentary Procedure.

Section 5: Eligibility

Only eligible voting members, as defined under Article II (above), present are entitled to vote at the Annual Membership Meeting. Eligible voting members are entitled to attend and participate in any Association meeting, including committee meetings, with voting eligibility ONLY as a member of the applicable committee or, in the case of Board of Directors meeting, an elected member of the Board.

ARTICLE VI - Amendments

Section 1: Bylaw Amendments

- A. The Bylaws of the Association may be amended by an affirmative vote of three-fourths ($\frac{3}{4}$) of the membership present at any Annual Membership Meeting, or Special Membership Meeting.
- B. Notice of all proposed amendments from Active members must be made in writing to the President.
- C. Such proposal(s) must contain the signature(s) of the person requesting the amendments.
- D. The proposal(s) must be in the American Pinzgauer Association Office at least sixty (60) days prior to a scheduled and announced meeting.
- E. Proposed amendment(s) must be included in the notice calling the meeting. (Read Article V, Section 1.)

Section 2: Rules Amendments

- A. The Board of Directors shall have the power to amend the rules of the Association by a three-fourths ($\frac{3}{4}$) majority vote of the Directors with at least two thirds ($\frac{2}{3}$) of the Directors present.
- B. All changes or amendments to the rules and regulations shall become effective immediately unless otherwise specified by the Board of Directors.
- C. All changes shall be published and forwarded to Active members in good standing and, when amended, notification will be in the next issue of the official communication from the Association-

ARTICLE VII - State and Regional Associations

Section 1: Authorization

- A. State and Regional Pinzgauer Associations may be authorized, as an Affiliate of the APA, by the Board of Directors of the Association for the purpose of engaging in the promotion and sale of Pinzgauer cattle, subject to submission of the following written documents to the President of the Board:
 - 1. A request signed by two (2) or more elected officers of the Association to be recognized as a State or Regional Pinzgauer Association.
 - 2. A letter of intent to function and abide by the Bylaws, Rules and Regulations, and such other definitive documents as may presently exist and with any future additions, deletions, or changes that may be accepted by the Board of Directors of the Association and subsequently approved and adopted by the membership of the American Pinzgauer Association.

Section 2: Implementation

- A. State and/or Regional Affiliate request will be addressed by the Board of Directors at its next stated meeting following receipt of the documents described in Article VII, Section 1 (above).

Section 3: Responsibility

- A. The American Pinzgauer Association shall not be held responsible for any of the legal requirements for incorporation or management practices of any State or Regional Association.

Section 4: Conflict of Schedules

- A. State and Regional Association meetings and sales dates shall be subordinate to APA meetings and sales dates. State and Regional Associations shall forward their meeting and sales schedules to the APA office as early as practical for coordination with the scheduled APA dates.

Section 5: Compliance

- A. State and Regional Associations shall conform to the geographical limits established in the Bylaws of the American Pinzgauer Association
- B. The American Pinzgauer Association shall have the authority to provide and conduct oversight of any State or Regional Pinzgauer Affiliate Associations for the purpose of assessing and assuring compliance, of the respective chartered Association, to the Bylaws of the American Pinzgauer Association.

1. A failure to fully comply with the Bylaws of the American Pinzgauer Association, can result in that Affiliate being subjected to disciplinary action, up to and including revocation of the respective Affiliate's charter.
2. Acceptance as an Affiliate, by the respective State or Regional affiliate, shall constitute approval by said Affiliate of each item stipulated under this section (Article VII, Section 5 – Compliance)

ARTICLE VIII - Grievance Procedures

Section 1: Eligibility

Any eligible voting member of the Association is allowed to exercise the provisions of the Grievance Procedures as established herein.

Section 2: Intent

It is the intent of the American Pinzgauer Association to adapt Bylaws and Rules and Regulations that apply equally and without discrimination to all its members. In the event that situations arise where the applicability of the Bylaws and/or Rules and Regulations of the American Pinzgauer Association appear to fall short of the stated intent, then any eligible member may exercise the provisions of this Article.

Section 3: Procedures

- A. Grievance procedures shall be initiated by a complaint filed in writing with the President of the Board of Directors who, in turn, shall refer it to the Chairman of the Grievance Committee. This document shall set forth in detail the nature of the grievance including date, place, and nature of the grievance.
- B. All such filings shall be accompanied by a \$100 fee in the form of a cashier's check. Such fee to be refundable if the grievance is settled in favor of the complainant.
- C. The Chairman of the Grievance Committee shall set a hearing within fifteen (15) days of date of receipt of the complaint and committee shall hear the grievance and shall seek to resolve the dispute. Within ten (10) days of the hearing, complainant will be notified in writing by the Chairman of the Grievance Committee.

Section 4: Appeals

- A. In the event the complainant is not satisfied with the finding of the Grievance Committee, he/she shall within ten (10) days of receipt of the findings, appeal the findings to the Executive Committee of the Association by written appeal sent to the President. A date, time and place for the hearing shall be selected, and complainant shall be notified in writing.
- B. In the event the complainant is not satisfied with the findings of the Executive Committee, he/she shall within ten (10) days of receipt of the findings of the Executive Committee, appeal the findings to the Board of Directors of the Association by written appeal sent to the President. The President shall forthwith transmit same to the Board of Directors. A date, time, and place for the hearing before the Board of Directors will be selected, and complainant shall be notified in writing by the President.

Section 5: Parliamentary Procedure

All hearings shall be informal.

Section 6: Liability for Expense

All expenses incurred for legal services and all other expenses incurred by the Association or the complainant will be the sole responsibility of the party by whom the expense was incurred. Nothing in these procedures is to imply or suggest that the Association is liable for payment of any expenses incurred by the complainant, directly or indirectly.

Section 7: Findings

The findings of the Board of Directors shall be final. They shall be communicated, in writing, to the complainant by the President, and findings of the Board of Directors shall be filed in the Association office.

ARTICLE IX - Dissolution

Section 1: Dissolution

- A. The Association may be dissolved at any time by written consent of not less than two-thirds (2/3) of the active members.
- B. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of the law, none of the property nor any proceeds or assets of the Association shall be distributed to any member of the Association.
- C. After payment of all debts of the Association, any property, proceeds or assets remaining shall be given to a charitable, non-profit organization, to be determined at that time by the Executive Committee, for the advancement of cattle breeding.

