

**BY-LAWS OF THE MISSISSIPPI ANGUS ASSOCIATION**  
**(amended May 3, 2024)**

**ARTICLE 1 – PURPOSES AND POWERS**

The purpose for which this corporation, hereinafter called the “Association”, is formed, and the powers which it may exercise are those set forth in the articles of the Association.

**ARTICLE II – MEMBERS**

Section 2.1 Qualifications – Any person, firm, partnership or corporation, who is active in Angus activities, and who pays such annual membership dues in such sum as shall be determined by the Association Board of Directors.

Any person, firm, partnership or corporation, interested in Angus cattle, may become an associate member by payment of such annual membership dues as the Board of Directors may prescribe. Such members shall not have voting rights, nor auction sale privileges of the Association.

The Board of Directors shall have the power to approve or elect any applicant to membership.

Section 2.2 Suspension or Termination – If, following a hearing, the Board of Directors shall find that a member has ceased to be a breeder or has failed to pay his (her) membership dues, they may suspend his (her) rights as a member or terminate his (her) membership. Membership may also be suspended for a period of time, as determined by the Board of Directors, or terminated if a member engages in conduct detrimental to the Association, as determined by the Board of Directors, and a 2/3 super-majority of the Board of Directors votes in favor of suspension or termination. Upon termination of membership in the Association, all the rights and interests of such member in the Association shall, by that act, be canceled and such member shall be entitled only to payment or credit for the equitable appraised value of his (her) property right and interest in the Association, as conclusively determined by the Board of Directors. Any previous member whose membership in the Association has been suspended may petition the Board of Directors for reinstatement by serving a written request for reinstatement upon the Board of Directors’ Secretary and may be reinstated upon a 2/3 super-majority vote of the Board of Directors in favor of reinstatement. No action taken hereunder shall impair the obligations or limitations or liabilities of either party under any contract with the Association, which may be terminated only as provided therein.

**ARTICLE III – MEETINGS OF MEMBERS**

Section 3.1 Fiscal year – The fiscal year of the Association shall commence on the first day of January and end on the last day of December.

Section 3.2 Annual Meeting – The annual meeting of the members of this Association shall be held at a time and place to be designated in a call issued by the officers for the best benefit of the Association.

Section 3.3 Special Meetings – Special meetings of the members of the Association may be called at any time by order of the Board of Directors, and shall be called at any time upon the written request of at least ten (10) percent of the members, provided, however, that they file a petition stating the specific business to be brought before the Association

and demand a special meeting. The request shall state the time, place and object of the meeting and be remitted to the Secretary of the Association.

Section 3.4 Notice of Meeting – Written, printed, or electronic notice of every regular and special meeting of members shall be prepared and mailed to the last known post office address or e-mailed to the last known e-mail address of each member not less than ten (10) days before such meeting. No business shall be transacted at special meetings other than that referred to in the call.

Section 3.5 Voting – At any meeting of the members, each member shall be entitled to one (1) vote, and may vote either in person or by proxy. Any member of record entitled to vote may be represented and vote by proxy or proxies appointed by an instrument in writing. In the event that any such instruments in writing shall designate two (2) or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one (1) shall be present, then that one (1) shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall otherwise provide. Such instrument shall be delivered to the Secretary of the Association. The form to be used in designating a proxy must be obtained from the Secretary of the Association.

Section 3.6 Quorum – Five (5) percent of the members shall constitute a quorum for the transaction of business at any meeting of the Association except for the transaction of business concerning which a different quorum is specifically provided by law or by these BY-LAWS; but in the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained. The Secretary of the Association will determine whether or not a quorum is represented through either proxy or in-person.

Section 3.7 Order of Business – The order of business at the annual meeting shall be:

- (1) Roll Call.
- (2) Proof of due notice of meeting.
- (3) Reading and disposal of minutes.
- (4) Annual report of officers and committees.
- (5) Unfinished business.
- (6) New business.
- (7) Adjournment.

#### ARTICLE IV – DIRECTORS AND OFFICERS

Section 4.1 Number and Qualification of Directors – The business and affairs of the Association shall be managed and controlled by the Board of Directors, each of whom shall be a voting member of this Association.

Section 4.2 Election of Directors – Ten (10) At-Large Directors will be elected to serve a two (2) year term. Two (2) commercial producers, who are current members of the Association, will be elected to serve a two (2) year term. A nominating committee, appointed by the Board of Directors' President and Chairman of the Board, shall nominate the nominees for Directors. The nomination committee report will be presented at the annual meeting, as well as nominations being received from the floor for the election of the new Directors. The aforementioned twelve (12) Directors shall be elected upon a majority vote of the members present at the annual meeting. The number of members on the Board of Directors shall be fifteen (15) or sixteen (16), with

the President and Chairman of the Board, Vice-President (President-Elect), and the Secretary/Treasurer or the Secretary and the Treasurer being elected as set forth in Section 4.3 herein and serving as Directors in addition to the aforementioned twelve (12) Directors elected by the members at the annual meeting.

Section 4.3 Election of the Officers – The Board of Directors shall meet within thirty (30) days after the annual meeting and elect a President and Chairman of the Board, Vice-President (President-Elect) and Secretary/Treasurer or a Secretary and a Treasurer. Each of these officers shall hold office until the election and qualification of his (her) successor unless earlier removed by death, resignation or for cause.

The President and Chairman of the Board shall be elected for a two (2) year term and must be a current or previous member of the Board of Directors when first elected to his (her) position. All other officers shall be elected or reelected annually within thirty (30) days of the annual meeting and do not have to be, but can be, a member of the Board of Directors when first elected. Should an officer be elected by the Board of Directors from the twelve (12) non-officer Directors elected by the members at the annual meeting, creating a vacancy within the Board of Directors, the vacancy shall be filled as set forth in Section 4.4 herein.

Section 4.4 Vacancies – Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Directors shall appoint a member to fill the vacancy until the next regular meeting of the members.

Section 4.5 Board Meeting – In addition to the meetings mentioned above, regular meetings of the Board of Directors shall be held semi-annually at such times and at such places as the Board may determine.

Section 4.6 Special Meetings – A special meeting of the Board of Directors shall be held whenever called by the President and Chairman of the Board or by any majority of the Directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, signed by the person or persons making the same, addressed and delivered to the Secretary, and shall state the time and place of such meeting, and the matters to be acted upon.

Section 4.7 Notice of Board Meeting – Notice of both regular and special meeting of the Board of Directors shall be mailed by the Secretary to each Director at least five (5) days prior to the time of such meeting, or notice may be e-mailed or telephoned to each Director at least two (2) days prior to the time of such meeting, and notice of special meetings shall state the purpose thereof; provided, however, such notice and service thereof may be waived in writing, or by attendance of all Directors.

Section 4.8 Quorum – A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

## ARTICLE V – DUTIES OF DIRECTORS

Section 5.1 Management of Business – The Board of Directors shall have general supervision and control of the business and the affairs of the Association and shall make all rules and regulations consistent with law or with these BY-LAWS for the management of the business and the guidance of the members, officers, employees and agents of the Association. They shall have installed an accounting system which shall be adequate to the requirements of the business and it shall be their duty to require proper records to be kept of all business transactions.

Section 5.2 Method of Raising Funds – The Board of Directors shall have the power to determine the amount of the annual membership fees and to determine other methods of raising funds in addition to the membership fees.

Section 5.3 Audits – At least once in each year the Board of Directors shall have the financial records audited by an auditing committee of two (2) or more members of the Association. This committee report shall be submitted to the members of the Association at their annual meeting. This report shall include at least (1) a balance sheet showing the true assets and liabilities of the Association; (2) an operating statement for the fiscal period under review which shall show the total income received and total expenditures disbursed during the period; and (3) an itemized statement of all expenses for the period under review.

Section 5.4 Depository – The Board of Directors shall have the power to select one (1) or more banks to act as depositories of the funds of the Association and to determine the manner of receiving, depositing and disbursing the funds of the Association and the form of checks and the person or persons by whom the same shall be signed, and the power to change such banks and the person or persons signing such checks and the form thereof at will.

## ARTICLE VI – DUTIES OF OFFICERS

Section 6.1 Duties of President and Chairman of the Board – The President and Chairman of the Board shall (1) preside over all meetings of the Association and of the Board of Directors, (2) shall call special meetings of the Board of Directors, (3) perform all acts and duties usually performed by an executive and presiding officer including, but not limited to, appoint standing committee members, establish ad hoc committees as deemed necessary and appoint the members to those committees, serve as ex-officio member on all committees, and prepare and present an annual report at the annual meeting of the Association, and (4) sign all papers the Board of Directors has authorized or directed to be signed; provided, however, that the Board of Directors may authorize any person to sign any or all checks. Contracts and other instruments in writing on behalf of the Association shall be signed by the President and Chairman of the Board. The President and Chairman of the Board shall perform such other duties as may be prescribed by the Board of Directors.

Section 6.2 Duties of the Vice-President (President-Elect) – The Vice-President (President-Elect) will automatically become the next President and Chairman of the Board at the expiration of the current President's term in office, subject to the Board's approval. Further, in the absence or disability of the President and Chairman of the Board, the Vice-President (President-Elect) shall perform the duties of the President and Chairman of the Board; provided, however, that in case of death, resignation, or disability of the President and Chairman of the Board, the Board of Directors may declare the office vacant and elect his (her) successor. Additionally, the Vice-President (President-Elect) shall be responsible for membership recruitment and retention.

Section 6.3 Duties of Secretary/Treasurer (Secretary and Treasurer) – The Secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge of supervision of the records of the Association. The Treasurer shall have general charge of supervision of the books of the Association. The Secretary shall sign all contracts with the President and Chairman of the Board and

such other papers pertaining to the Association as he (she) may be authorized or directed to sign by the Board of Directors. He (she) shall serve all notices required by law and the BY-LAWS and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. He (she) shall keep complete membership records showing the name of each member of the Association entitled to vote. The Secretary or Treasurer shall make all reports required by law and shall perform such other duties as may be required by the Association or the Board of Directors. Upon the election of a successor, the Secretary and/or Treasurer shall turn over to the successor all books and other property belonging to the Association that he (she) may have in his (her) possession. He (She/They) shall perform such duties with respect to the finances of the Association as may be prescribed by the Board of Directors.

#### ARTICLE VII - STANDING COMMITTEES

Section 7.1 There shall be the following standing committees, and in addition, such other committees as deemed necessary to handle the affairs of the Association:

1. Nominations, and
2. Audit.

The committees shall report their activities both to the Directors of the Association, as well as to the membership at the annual meeting through the chairperson of each committee. Changes to either remove or add standing committees shall be approved by the Board of Directors. Ad hoc committees may be established by the President and Chairman of the Board.

#### ARTICLE VIII – OPERATING FUNDS

Expense Allocation – From the receipts of the Association there shall be deducted the actual costs and expenses of operation, including wages, salaries, equipment, materials or supplies, taxes, bonds and insurance, interest, repairs, depreciation and any other costs or expenses of the Association, and any balance shall be retained in a reserve for contingencies.

#### ARTICLE IX – DISSOLUTION

Upon dissolution or winding up of the Association in any manner, the assets of the Association shall be distributed in the following order and manner:

- (1) To the payment of secured debts of the Association.
- (2) To the payment of unsecured debts of the Association.
- (3) Any assets or property remaining shall be conveyed by order of the Board of Directors to some other corporation created under the laws of Mississippi, for purposes not of profit but for the benefit and improvement of agriculture, provided that assets and property so conveyed shall be sued by the grantee for purposes similar to those of the Association.

#### ARTICLE X – MISCELLANEOUS PROVISIONS

BY-LAWS Printed – After adoption, these BY-LAWS preceded by the Articles of Incorporation, shall be printed in pamphlet form and a copy thereof shall be delivered

to each member and to each person who may later become a member of the Association hereafter as shown on the books of record.

#### ARTICLE XI – AMENDMENTS

If notice of the character of the amendment proposed has been given in the notice of the meeting, these BY-LAWS may be altered or amended at any regular or special meeting of the members by the affirmative vote of a majority or more of the members present or voting by proxy.