



## AMENDED BY-LAWS OF COLORADO SIMMENTAL ASSOCIATION, INC.

### ARTICLE I OFFICES

The principal offices of the Association in the State of Colorado shall be located at the home address of the Secretary-Treasurer of the Association in the State of Colorado. The Association may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the Association may require from time to time.

The registered office of the corporation, as required by the law of the State of Colorado, shall be located at the home address of the Secretary-Treasurer in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II MEMBERS

**Section 1:** The objective and purpose of the Colorado Simmental Association are the development and promotion of Simmental cattle within the State of Colorado. Members through their Board of Directors and participation in the annual meeting, control the Association. The annual meeting at which members elect their Board of Directors is held each year. The membership fee is \$25.<sup>00</sup> per year.

#### **Section 2: Classification of Members**

1. **“Active Members”** shall be owners or breeders of Simmental cattle who pay the membership fee and are members of the American Simmental Association.
2. **“Associate Members”** are nonvoting members who may be interested in the advancement of the Association. Associate members may not hold elective offices.
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 Association, provided they have been recommended for such an appointment by a prior resolution of the Board of Directors. Honorary members are not entitled to vote and may not hold elective offices.
4. **“Junior Active Members”** shall be those twenty-one (21) years of age and under who have paid dues. Junior members are not entitled to vote or hold offices in the Association.

**Section 3:** All applications for membership after the original membership is closed shall be subject to the approval or rejection of the Board of Directors, and shall be admitted or denied membership upon such rules as may be determined from time to time by the Board of Directors.

### ARTICLE III MEMBERSHIP MEETINGS

**Section 1: Annual Meetings:** The Annual Meeting of this Association shall be held at a place and time to be designated by the Board of Directors in the notice thereof. Written notice of each Annual Meeting shall be given by mailing a copy of such notice to each member properly addressed and postage prepaid, at least fifteen (15) days prior to the date of said Meeting. The address as recorded in the records of the Association shall be the address to which the notice is mailed.

**Section 2: Special Meetings:** Special meetings of the members may be called at any time by the President, or by a majority of the Directors. The President, or in his absence, the Vice-President, shall call a special meeting upon the written petition of one-third of the members of the Association. Notice of special meetings shall specify the business to be transacted thereat and shall be given as in Section 1 of the Article III provided.

### ARTICLE IV DIRECTORS

**Section 1: Board of Directors:** The business and affairs of this Association shall be under the management and control of the Board of Directors, each of whom shall be an active member thereof.

**Section 2:** The Board of Directors of this Association shall be elected at the Annual Membership Meeting by the eligible voting membership present. The term of directorship is for three (3) years. The number of Directors of the Board shall be determined by the Board of Directors. The Board of Directors of this Association by a majority vote thereof, shall have the power to increase or decrease the number of the Board of Directors from time to time, as deemed necessary, providing that any decreases do not prohibit a Director from serving his full term. A Board member may not serve more than three (3) consecutive three (3)-year terms.

**Section 3: Compensation:** The Board of Directors and the officers of this Association shall serve without compensation as such directors or officers, but any such directors or officers may be reimbursed for actual expenses incurred in the performance of his duties or in the attendance at any regular or special meeting of the Board. The Board of Directors shall have the power to compensate the Secretary-Treasurer for his services.

**Section 4: Meetings:** The meetings of the Board of Directors shall be held at such regular intervals as the Board of Directors shall determine. Directors shall be notified by the Secretary-Treasurer at least fifteen (15) days prior to all meetings. A majority of the Board of Directors at any meeting of the Board shall constitute a quorum for the conduct of business thereat.

**Section 5: Power and Duties:** The Board of Directors shall have the general power to act for and in behalf of the Association in any manner not prohibited by statute or by the Certificate of Incorporation. The Board of Directors shall have the immediate control and supervision over the business affairs and management of the Association and shall have the power and authority to hire and employ such labor and other employees as may be necessary and advisable to carry out the purpose of this Association. The Board of Directors shall adopt and procure a corporate Seal for said Association and shall cause regular audits to be made at least once each year. Said Directors shall approve and direct all disbursements out of the funds of this association and shall determine the necessity for the extent of any indebtedness or obligations incurred by the Association.

**Section 6: Vacancies:** Vacancies among the Directors and the officers of this Association may be filled by the Board of Directors at any time by ballot. Any director so elected to fill a vacancy shall serve as such Director until the following Annual Meeting and a successor is duly elected and qualified to finish the term of the Director causing the vacancy.

**Section 7: Attendance of Directors:** Elected Directors are expected to attend all meetings in so far as is reasonably possible and shall notify the Secretary-Treasurer if they are unable to attend. Two unexcused absences by a Director shall be reason for removal by a majority vote of the Board of Directors. The Directors in attendance shall determine if an absence is excused or unexcused. Any Director so removed shall be filled in accordance with Section 6, Article IV.

## **ARTICLE V OFFICERS**

**Section 1:** The officers of this Association shall be President, Vice-President, and Secretary-Treasurer. The President and Vice-President shall be elected by the previous year's Board of Directors immediately following each annual meeting. The Secretary-Treasurer will be appointed by the Board of Directors and may or may not be a member of the Board.

All officers shall serve for a term of one (1) year and until successors are duly elected and qualified; a reorganization of the Board shall be held after each Annual Meeting. Officers other than Secretary-Treasurer shall not serve more than three consecutive one (1)-year terms.

**Section 2: President:** It shall be the duty of the President to preside at all meetings of the Directors and Members, to assign all bonds, deeds, leases, encumbrances, notes, contracts, or other instruments or writing made or entered into, by or on behalf of the Association and to sign all checks and other orders for the payment of money, and sign all Certificates of Membership. The President shall exercise a general supervision over the business of the Association and shall have all the power and perform all the duties usually incident to the office of President of similar Associations.

**Section 3: Vice-President:** It shall be the duty of the Vice-President to perform all of the functions and duties as belong to the office of the President in the absence of the President, or his inability to act, and to perform such additional duties as the Board of Directors may, from time to time, prescribe.

**Section 4: Secretary-Treasurer:** The Secretary-Treasurer shall perform all duties usually incident to the office of both secretary and treasurer of a corporation. He shall have the custody of all funds, securities, and other assets of the Association until the same shall be disposed of by order of the Board of Directors. He shall prepare and keep proper books of record and of account of the business of the Association, and all such other books and records as the Board of Directors may, from time to time, prescribe. He shall be the custodian of the corporate Seal and of all books, records and papers belonging to the Association, and he shall draw and attest all checks, vouchers and orders for the payment of money after such disbursements have been authorized by the Board of Directors. He shall make such reports to the Board of Directors of all his accounts and doings as may be required by the Board of Directors. Said accounts may also be made to the members if required by the Board of Directors. The Secretary-Treasurer may be required to give Bond with a responsible bonding company satisfactory to the Board of Directors, for the satisfactory performance of his duties, which bond shall be in an amount to be determined by the Board of Directors and the cost of said bond shall be paid by Association.

**Section 5: Manager or Superintendent:** In addition to the offices above named, the Board of Directors may authorize the appointment of a manager or superintendent, who may or may not be a Director or member of this Association and the duties and authority of such manager or superintendent shall be prescribed by the Board of Directors. The compensation of manager or superintendent shall be determined by the Board of Directors.

#### **ARTICLE VI AMENDMENTS**

All By-Laws of the Association shall be subject to alteration, amendment, or repeal, and By-Laws may be added, by the affirmative vote of a majority of the members attending the Annual Meeting of the Association.

Amended: April 14, 1975 April 12, 1976, Nov. 4, 1976 Nov. 3, 1978  
Nov. 5, 1982 Nov. 4, 1983 June 8, 2019