

**BYLAWS
OF THE
AMERICAN ABERDEEN ASSOCIATION**

ADOPTED: September 2, 2017

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ARTICLE I - NAME AND GENERAL POWERS

The name of the organization shall be the American Aberdeen Association, hereinafter referred to as “the Registry” or “this Registry.”

The corporation shall have its powers in accordance with Chapter 10-33 of the North Dakota Century Code (or as hereafter amended), except for those powers not in furtherance of exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or hereinafter amended.

STOCKS AND DIVIDENDS:

This corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of this corporation shall be distributed to its directors or officers, except that the corporation may pay compensation in a reasonable amount to employees for services actually rendered. In no case shall any part of the net earnings inure to the benefit of the private officer or director within the meaning of the Internal Revenue Code of the United States Government.

GENERAL POWERS: The affairs of this corporation shall be managed by its Board of Directors.

NUMBER OF DIRECTORS: The number of Directors at any given time shall be no less than five (5) Directors.

ARTICLE II - PURPOSES

The purposes of this Registry shall be to provide for the registration and preservation of the purity of the Aberdeen breed in the United States of America by maintaining Aberdeen pedigrees, DNA records and performance data.

ARTICLE III - MEMBERSHIP

A. **CLASSIFICATION:** The members of this Registry shall be classified as follows:

1. Active Members
2. Associate Members
3. Junior Members
4. Inactive Members

B. **ELIGIBILITY:**

1. Active Members: Individuals, at least 21 years of age, partnerships, corporations, and firms that are active breeders of registered Aberdeen cattle who have paid their annual dues shall be eligible for the status of Active Member.
2. Associate Members: Individuals, partnerships, corporations, and firms that have an

interest in_ Aberdeen cattle, but are not breeders of or own registered Aberdeen cattle, who have paid their annual dues may be eligible to be elected to the status of Associate Member by the Board of Directors

3. Inactive Members: Active or Associate Members who have not paid their dues shall have the status of Inactive Members.
4. Junior Members: Young men and women twenty one years of age or younger who are interested in the Aberdeen breed and pay annual dues may be eligible to be elected Junior Members by the Board Of Directors. A junior member is entitled to all the privileges of an active member except they may not vote or hold office.

C. PRIVILEGES:

1. Except as set forth elsewhere in these Bylaws and policy statements_of this Registry, all members shall be entitled to all services and privileges as may be provided by this Registry to the applicable classifications of membership.
2. All dues-paying members will be eligible to attend the Registry meetings and shall receive the customary publications of this Registry, as determined from time to time by the Board of Directors.
3. Only active members in good standing shall be eligible to register Aberdeen cattle at the member rate, to seek or hold office or other elective or appointive position in this Registry, or vote or otherwise participate in the selection of Registry officials or the establishment of Registry policies.

D. DUES AND ASSESSMENTS:

1. Payment:
All dues, application fees, and assessments shall be payable in U.S. currency. All dues shall be due and payable on or before December 31 preceding the membership year. Members failing to pay their annual dues and assessments shall forfeit their active membership as provided in these Bylaws.
2. Membership dues shall be set by the Board of Directors for the following membership categories:
 - a. Active Members
 - b. Associate Members
 - c. Junior Members
3. Non-Payment of Dues and/or Assessments: On January 1, or each year, the Secretary-Treasurer of this Registry shall cause the membership of those entities whose dues and/or assessments for the current year have not been received to be placed in Inactive Member status.

To reactivate a membership, payment of membership fee plus \$10 penalty must be made.

E. APPLICATION, ELECTION OF MEMBERSHIP AND RE-APPLICATION:

1. Application:

Application for all classes of membership shall be made on the form prescribed by this Registry. Applications for membership shall be submitted to the Registry. This Registry shall charge an application fee as determined by the Board Of Directors

2. Nondiscrimination:

Nothing contained in the Bylaws of this Registry shall operate against eligibility for membership in this Registry on the grounds of color, religion, race, sex, age, national origin, political affiliation or physical disability.

3. Re-application:

Any applicant for membership whose application is denied may reapply one year following the date on which said rejection becomes final. Should this second application be denied, said applicant may file a final re-application two years after the date on which the rejection of the second application becomes final.

4. Denial of Membership:

Nothing herein contained shall prevent this Registry from denying membership in any classification, if, in its discretion, any entity would not, through its membership, contribute to the general preservation of Aberdeen cattle, good of the profession, or to the reputation of this Registry.

5. Termination of Membership:

Nothing herein contained shall prevent this Registry from terminating membership in any classification, in its discretion, for fraud, misrepresentation, or deception, and for failure to provide accurate data on all registration transactions.

6. Reclassification:

The Registry reserves the right to reclassify members as a result of any change in the status or type of practice of such a member.

ARTICLE IV - BOARD OF DIRECTORS

A. COMPOSITION:

The Board of Directors shall be no less than five (5). The Directors including the President shall constitute the voting membership of the Board. The officers of this corporation shall be managed by its Board of Directors.

1. NEW: For the purposes of continuity among Board of Directors successors, the outgoing President shall serve as a non-voting advisory member to the Board of Directors for the term following the election of the outgoing President's successor.

B. QUALIFICATIONS:

A Director shall be an active member of this Registry entitled to vote. Should the status of any Director change in regard to the preceding qualifications during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

C. NOMINATION AND ELECTION:

1. A Director shall be nominated and elected by the Registry's membership by mail-in ballot prior to its annual meeting. Who shall serve until successor Directors are duly elected. The Secretary of the Registry shall promptly report the election of such Directors to the membership.

2. NEW: In the event that a qualified candidate for a Director seat seeks election unopposed, the Nomination Committee may recommend accepting the candidate by acclamation and no formal election by mail-in ballot shall be required. The Secretary of the Registry shall promptly report the appointment of such Directors to the membership.

3. NEW: In the event that the quota for replacement Directors is not met, and there are no qualified candidates who seek election to an open seat, the sitting Board of Directors may appoint a QUALIFIED (amendment 1/7/24) Active Member to an empty seat. The Secretary of the Registry shall promptly report the appointment of such Directors to the membership.

D. TERM OF OFFICE:

The term of office of a Director shall be three (3) years except the initial Board of Directors' terms shall be staggered as follows: 2-3 year terms, 2-2 year terms and 1-1 year term. The consecutive tenure of a Director shall be limited to nine (9) years.

E. VACANCY AND ABSENCE:

In the event of a vacancy in the Office of Director, such vacancy shall be filled in accordance with the provisions of these Bylaws.

F. OFFICERS:

The officers of the Board of Directors shall be elected by the Board of Directors and shall be:

1. The President of the Registry, who shall be the Chair and shall preside over all of the meetings of the Board of Directors.

2. The Vice President who shall serve in the absence of the President.
3. The Secretary-Treasurer.

In the absence of the President and Vice President, a voting member of the Board shall be elected Chair *pro tem* by the Board. In the absence of the Secretary, the Chair shall appoint a Secretary *pro tem*

G. POWERS AND DUTIES:

1. POWERS: The Board of Directors shall be the managing body of the Registry, vested with full power to conduct all business of the Registry, subject to the laws of the state of North Dakota, the Articles of Incorporation and these Bylaws. The Board of Directors shall have the power to:
 - a. Establish rules and regulations not inconsistent with these Bylaws to govern its organization and procedure.
 - b. Direct the President to call a special meeting of the membership as provided in these Bylaws.
 - c. Exercise full discretion in effecting publication in, any official publication of the Registry, in whole or part.
 - d. Establish *ad interim* policies, when such policies are essential to the management of the Registry; provided, however, that all such policies must be presented for review at the next meeting of the Registry's membership.
 - e. Employ an Executive Director, if the Board determines it necessary.
 - f. Appoint consultants whenever necessary.
 - g. Nominate honorary members.
 - h. The Board of Directors shall be responsible for establishing protocols and rules not inconsistent with the Bylaws of the Registry for submission of applications for registration and for DNA testing.

The Board of Directors shall, from time to time, establish fees to be paid by members and non members for the registration, transfer of title and issuance of extended pedigrees. They shall have the power to set penalties which shall be collected as an addition to such entries and transfers from members and non members, who shall in the judgment of the Board of Directors warrant the imposition of such penalty, provided however that any such penalized member shall have notice of the pending imposition of such penalty and shall be afforded the opportunity to appear and be heard before the Board of Directors or its duly appointed committee before the imposition of any such penalty is made.

2. DUTIES: It shall be the duty of the Board of Directors to:
- a. Provide for the maintenance and supervision of the principle and/or executive Office and all the property owned or operated by the Registry.
 - b. Determine the time and place for convening each annual meeting of the Registry and to provide for the management and general arrangements for each meeting.
 - c. Determine the necessity of bonding the officers as employees of the Registry entrusted with Registry funds, if deemed necessary to do so.
 - d. Cause all accounts of this Registry to be audited by an independent Certified Public Accountant at a frequency determined by the Board.
 - e. Review the reports of any Committees of the Registry and make recommendations concerning such reports to the Registry's membership.
 - f. Submit an annual report of its activities to the membership.
 - g. Elect the officers of this Registry.
 - h. Perform such other duties as may be prescribed by these Bylaws.

H. AUTHORITY:

Authority to Establish Compensation: The Board of Directors shall not have authority to establish compensation for its directors (except for the Executive Director), officers, or otherwise, nor shall it have authority to provide for pensions, disability or death benefits, or other benefits for payments to directors of officers of the corporation. However, the Board of Directors shall have the authority to pay the expenses of board members and employees which shall include, by not be limited to, travel and lodging in attending meetings, which benefit the corporation.

I. MEETINGS:

- 1. Regular Meetings: The Board of Directors shall hold a minimum of one (1) regular meeting each year.
- 2. Special Meetings:
 - a. The Chair may call a special meeting of the Board at any time. The Chair shall call a special meeting at the request of two (2) voting members of the Board. All special meetings shall require a minimum of five (5) days' notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that started in the official call unless waived by unanimous consent.
 - b. Special meetings via Electronic Media: The members of the Board of

Directors may participate in and act at a meeting of the Board Of Directors called by the chair on matters of the Registry requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These meetings shall be recorded and made a part of the action of the Board of Directors.

3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

J. MAIL VOTE:

Through the use of unanimous written consent, the Board of Directors or any Standing Committee or Special Committee of the Board of Directors may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the Board of Directors or the Committee taking the action.

ARTICLE V – OFFICERS

A. TITLE:

The officers of this Registry shall be the President, Vice President and the Secretary-Treasurer.

B. QUALIFICATIONS:

Only an active member in good standing of this Registry shall be eligible to serve as an officer.

C. NOMINATION AND ELECTION:

The officers of this registry shall be nominated and elected by the board of directors at the organizational board meeting following the annual membership meeting of the registry.

D. TERM OF OFFICE

The officers shall serve for a term of one year until their successors are elected.

E. VACANCIES:

In the event the office of President becomes vacant, the Vice President shall succeed to the office of President for the unexpired portion of the term as well as for the full term which he/she would automatically assume according to these Bylaws. A vacancy in the office of Vice President and/or Secretary-Treasurer shall be filled by the Board, provided that any person so appointed shall not automatically succeed to any other office by reason of his/her appointment to fill such vacancy, and the office of the Vice President and Secretary-Treasurer for the ensuing year shall be filled by election at the next annual meeting of the membership.

F. DUTIES:

1. President: It shall be the duty of the President to serve as an official representative of this Registry in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the object and policies of this Registry, to serve as Chair of the Board of Directors, to submit an annual report to the membership, and to perform such other duties as provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually appertain to the Office of President.
2. Vice President: It shall be the duty of the Vice President to assume the duties of the President in case of absence or incapacity of the President.
3. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of all proceedings of this Registry, to submit an annual report to the membership and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the membership or the Board of Directors as usually appertain to the office of Secretary-Treasurer. Report to the annual meeting the annual financial report.

ARTICLE VI - COMMITTEES

A. STANDING COMMITTEES

Standing Committee of this Registry may be created at any sessions of the membership for the purpose of performing duties of a continuing nature not otherwise assigned by these Bylaws. The composition, chair, term and duties of such Committees shall be set forth in the resolution creating such Committees. Any Standing Committee shall also be subject to the qualifications, privileges and limitation imposed upon committees of this Registry as enumerated in these Bylaws.

B. SPECIAL COMMITTEES:

Special Committees of this Registry may be created by the membership or by the Board of Directors for the purpose of performing duties not otherwise assigned by these Bylaws. The authority for the appointment of members of a Special Committee and their numbers shall be set forth in the resolution creating such committee.

ARTICLE VII - RESIGNATION AND REMOVAL

A. RESIGNATION:

Any elected official may resign at any time by giving written notification to the President or the Secretary-Treasurer of this Registry. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified.

B. REMOVAL:

Any elected official representing the Registry may be removed for cause at any time by the Board of Directors by a 2/3 vote of the legal votes cast, with the President casting a ballot on this issue provided that he/she is not the subject of the removal proceedings. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the membership, and if so appealed, shall be considered at the next duly scheduled meeting of the membership. A 2/3 vote of the legal votes cast by the membership shall be required to reverse the action taken by the Board of Directors.

ARTICLE VIII - FINANCES

A. FISCAL YEAR:

The fiscal year of this Registry shall be a calendar year, to begin January 1, of each year and end December 31.

B. GENERAL FUND:

The General Fund shall consist of all monies received other than those specifically allocated to other funds by these Bylaws. This fund shall be used to meet all expenses incurred by this Registry not otherwise provided for in these Bylaws. The General Fund may be divided into operating and reserve divisions at the discretion of the Board of Directors.

C. AUDITING OF ACCOUNTS:

All accounts of this Registry shall be audited by an independent certified public accountant at the discretion of the board and a report of such audit shall be submitted to the Board of Directors.

D. SURETY BOND FOR OFFICERS AND EMPLOYEES:

At the expense of the Registry, all officers and employees of the Registry entrusted with Society funds shall be bonded by a surety company in an amount prescribed by the Board of Directors.

ARTICLE IX - REGISTRATION

The Registry shall maintain two separate sets of records which shall be placed into permanent files and shall contain copies of the applications for registration, certificates of registration and applications for transfer of title and all other incidental records. One set of records, known as the Fullblood Aberdeen Registry, shall contain records pertaining to the registration of Fullblood Aberdeen cattle, originating from Aberdeen cattle in the Australian Lowline herdbook. Another set of records, known as the Purebred and Percentage Aberdeen shall contain copies of the applications for registration, certificates of registration and applications for transfer of title and all other incidental records pertaining to the registration of Purebred and Percentage Aberdeen cattle.

ARTICLE X - RECOGNITION OF A FOREIGN REGISTRY

The Registry may recognize foreign Aberdeen Registries provided the following conditions are met.

- A. The animals registered in the foreign herdbook derive from a population with a similar origin and history of the American Aberdeen registered population.
- B. All animals in the foreign registry are physically identified in a manner which is unique, permanent and easily read and interpreted.
- C. The rules of eligibility correspond to minimum requirements of the American Aberdeen Association.
- D. The foreign registry is centralized so as to insure consistent application of its rules of eligibility, unique and consistent pedigree information with an ability to produce registration certificates showing at least three generations of ancestry.
- E. The Board of Directors is responsible for determining which foreign registries meet the requirements of the Registry.
- F. The foreign registration certificate on an imported animal, when from a recognized foreign registry, may be exchanged for an American Aberdeen Association registration certificate if a DNA record and three generation pedigree is on file with the Registry. If not already tattooed, the imported animal must be tattooed with the breeder letters of the importer and tattooed with the appropriate year letter for its year of birth. The American Aberdeen Association registration certificate will indicate “import” on all imported animals. The applicant must pay the registration fee for the youngest category and any appropriate transfer fees.

ARTICLE XI - INDEMNIFICATION

The Registry shall indemnify, to the full extent authorized or permitted by the laws of the state of North Dakota, a person made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a director of, officer of, employee of, or a member elected or appointed to any position of responsibility within this Registry.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The current edition Roberts, *Rules of Order* shall govern this organization in all parliamentary situations that are not provided for in the law or in this Registry’s corporate charter, Bylaws or adopted rules.

ARTICLE XIII - AMENDMENTS

A. PROCEDURE TO AMEND BYLAWS:

These Bylaws may be amended at any session of the membership by a two-thirds (2/3) vote of the legal votes cast, provided the proposed amendment shall have been presented in writing at a previous meeting, or a previous meeting of the same meeting, of the membership.

B. PROCEDURE TO CHANGE THE NAME OF THE ORGANIZATION:

The name of the organization may not be changed except at a session of the membership and only with a two-thirds (2/3) vote of the legal votes cast of the members present. Provided the name change has been presented at a previous meeting of the membership at least ninety (90) days prior to the vote.

ARTICLE XIV - SEAL

This corporation shall have no corporate seal