

# **GEORGIA CLUB CALF PRODUCERS ASSOCIATION**

## **CONSTITUTION AND BY-LAWS**

**Updated June 13, 2010**

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BY-LAWS of the  
Georgia Club Calf Producers Association

**Article I – Name**

Section 1 – The name of this organization shall be the Georgia Club Calf Producers Association (GCCPA).

**Article II – Purpose and Objectives**

Section 1 – The GCCPA is a non-profit organization whose purpose is to foster and promote club calf production in particular and the cattle industry in general. The Association shall also have as one of its main objectives to support 4-H and FFA youth with club calf projects primarily through an awards program for exhibitors of GCCPA bred animals. The Association will accomplish this by joining together persons who are interested in better club calf productions, promotions and marketing in Georgia.

Section 2 – The Association will present a positive image of all segments of the club calf industry. In addition the Association will compile herd and marketing information in to a unified form of advertisement and will do all things necessary or incidental to the advantageous conduct of the Association.

**Article III – Membership**

Section 1 – An Active member may be any owner and breeder of cattle who resides in and is actively involved in breeding cattle in the state of Georgia. Any member that si a legal partnership, Incorporated Company or other entity (i.e., not an individual person) shall specify in writing the person authorized to vote or act in their behalf at any meeting of the Association.

Section 2 – An Associate member may be anyone who is interested in the advancement of the Association but who is not actively involved as an owner or breeder of cattle.

Section 3 – Application for membership must be made in writing to the Secretary of the Association.

Section 4 – Both active and associate membership dues are \$50 per year. Any member who fails to pay his / her dues by April 15 of any year will be automatically dropped from the Association until dues are paid.

Section 5 – The Board of Directors shall have the power to accept or reject any application for membership. The Board of Directors shall have the power to suspend or expel any member who conducts himself / herself an a manner detrimental to the Association or fails to comply with the rules and regulations without refund of membership dues or fees.

Section 6 – A member whose membership has been revoked must have a written application for reinstatement and can be reinstated only after having received three-fourths (3/4) affirmative vote from the Board of Directors.

#### **Article IV – Meetings of the Membership**

Section 1 – The annual meeting of the membership shall be held at such a time and place as the Board of Directors may designate.

Section 2 – Special meetings shall be held at any time for any purpose or purposes as may be designated from time to time by the Board of Directors. Special meetings may be called by the President or by the Board of Directors, or at the request in writing, of one-third of the members.

Section 3 – Written notice of all meetings stating the place, day, and hour of the meeting and, in the case of special meetings, the purpose of such meetings, shall be delivered not less than five nor more than forty days before the date of the meeting, either personally or by mail, or at the direction of the President or the persons calling the meeting to each member entitled to vote at such a meeting.

Section 4 – A quorum at any meeting of the membership shall consist of those members present and in good standing. Every decision of a majority of such quorum shall be valid as an official act, except in those specific instances in which a larger vote is required by these By-Laws. Only active members shall have voting privileges.

Section 5 – All meetings of the membership shall be conducted according to parliamentary procedure as set forth in the current edition of Robert's Rules of Order.

#### **Article V – Board of Directors**

Section 1 – The property and affairs of the Association shall be managed by a Board of Directors made up of current officers, past president and directors. The Board of Directors shall have and is vested with the power and authority to do, or cause to be done, any and all things for and on behalf of the Association.

#### **Article VI – Directors**

Section 1 – The Board of Directors shall consist of six members of the Association in good standing elected by the General Membership.

Section 2 – The Directors shall be elected for terms of two (2) years with one-half of the Directors elected annually, so that each year two (2) shall be elected. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself / herself, unless otherwise specified by the General Membership. It is suggested that there be two (2) directors north of the fall line, two (2) directors south of the fall line, and two (2) at-large directors.

Section 3 – Commencement of Terms of Office. Newly elected directors shall commence their terms of office following the annual meeting of members.

Section 4 – Vacancies. In case of a vacancy on the Board of Directors, the Directors shall have the power to fill such a vacancy until the next meeting.

Section 5 – Annual Meeting. The annual meeting of the Board of Directors shall be held at such locations and times specified by the Board of Directors.

Section 6 – Regular Meetings. Regular meetings of the Board of Directors, if held, shall be held in notice at such time or times and place or places, within the State of Georgia, as shall from time to time be fixed by resolution of the Board. Any business may be transacted at a regular meeting.

Section 7 – Special Meetings. A special meeting of the Board may be called at any time by the President, or any three or more of the Directors by giving five days notice of such meeting to each member of the Board of Directors, either personally or by mail, stating the time, place and purpose of such meeting.

Section 8 – Quorum. At all meetings of the Board of Directors a majority of the whole Board present shall constitute a quorum for the transaction of business.

Section 9 – Resignation. Any Director may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, formal acceptance of such resignation shall not be necessary to make it effective.

## **Article VII – Officers**

Section 1 – General. The officers of the association shall consist of a President, Vice-President, and an Executive Secretary.

Section 2 – Election of Officers. The President and Vice-President shall be elected annually by the membership. Such election shall be conducted at the annual General Membership meeting.

Section 3 – Term of Office. Each officer of the Association shall hold office for a term of one year or until a successor is selected, unless the officer is removed or resigns before such time. Nothing contained in these Bylaws shall preclude an officer from succeeding him / herself as directed by the vote of the membership.

Section 4 – Vacancies. Vacancy of any office shall be filled by the Board of Directors. Any person so appointed to fill such a vacancy shall serve at the pleasure of the Board for the unexpired term of the predecessor or until the successor is selected and commences the term of office.

Section 5 – President. The President shall preside at all meetings of the membership and the Board of Directors and shall be a member ex-officio, with the right to vote, on all committees. The President shall also, at the annual meeting and at such other time the President deems proper, communicate to the membership and to the Board of Directors such matters and make such suggestions as may, in the President’s opinion, tend to promote the prosperity and welfare and increase the usefulness of the Association. In addition, the President shall perform such other duties as are necessarily incident to the office of President and shall arrange with the Executive Secretary for the auditing of books, accounts, and records of the Association.

Section 6 – Vice-President. The Vice President shall act in the capacity of the President in the event of the Presidents absence and shall perform such other specific duties as specified by the President or Board of Directors.

Section 7 – Executive Secretary. The Executive Secretary shall be responsible for managing the day to day affairs of the Association, for issuing notices of meeting, for keeping all records of the Association, including membership roll, in such a manner as may be directed by the Board of Directors and the Association. The Executive Secretary shall have charge of the funds of the Association and be empowered to disburse Association funds as the Board of Directors directs, and prepare suitable report of financial and other business of the Association for regular annual meetings, or at such times as may be considered necessary by the Board of Directors. The Executive Secretary does not have the right to vote. Whenever there is a change of Executive Secretary, all records, receipts, and other accounting and association records shall be turned over to the Board of Directors. All records and accounts will be kept current in their entirety. The Executive Secretary will be compensated for duties performed for GCCPA. The amount of compensation will be decided upon by the Board of Directors. He/she will sign an annual contract outlining the duties and compensation.

Section 8 – Delegation of Duties. If any officer is absent, or unable to act, or for any other reason the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, provided a majority of the whole Board concurs therein.

## **Article VIII – Committees**

Section 1 – The Association shall have these standing committees to handle affairs that the association sanctions throughout the year. Each Committee shall have a chair that is approved by and reports to the Officers and Board of Directors. A committee member must be an active member in good standing.

Section 2 – It is recommended by the board that each committee chair have an assistant that will become the chair the following year to help with continuity.

Section 3 – It shall be the duty of these committees to enforce and ensure that all rules and regulations set forth to govern each function by the Association are followed.

Section 4 – It shall be the responsibility of the committees to make recommendations to the Board of Directors for changes that could improve the function.

Section 5 – Sale Committee. It shall be the duty of this committee to handle all matters and affairs of the GCCPA Club Calf Sale held annually during the Georgia Beef Expo in Perry, GA.

Section 6 – Field Day Committee. It shall be the duty of this committee to handle all matters and affairs of the GCCPA Field Day held annually. This event rotates throughout the state and it is recommended that the host or host farms chair this committee.

Section 7 – Steer Show Committee. It shall be the duty of this committee to organize and run the GCCPA Steer Show held annually in conjunction with the Georgia State 4-H / FFA Steer Show.

Section 8 – Finance Committee. It shall be the duty of this committee to review the budgets and finances of the Association and make suggestions to the Board of Directors.

Section 9 – Membership and Promotions. It shall be the duty of this committee to encourage membership and promote the Association.

#### **Article IX – Amendment of the By-Laws**

Section 1 – The by laws of the Association may be amended by a majority vote of the active members present at the annual meeting, or at any special meeting called for such a purpose, or a vote by mail, provided that the subject matter of any proposed amendment shall have been submitted in writing to the membership at least thirty days prior to the meeting at which the proposed amendment is to be presented.